



## Connectworks Company Precedents

### Category Doc No Title/Description

Company Workflows	CHKL1	Accounting Records (Section 195)
	CHKL2	Adoption of Company Constitution (Section 32)
	CHKL3	Alteration of Company Constitution (Section 32)
	CHKL39	Amalgamation (s222)(Short Form)
	CHKL5	Annual Meeting of Shareholders (Section 120)
	CHKL4	Appointment of Alternate Director (Section 153)
	CHKL7	Appointment of Director (Section 153(2))
	CHKL16	Authorise a Dividend (s107) (Section 107)
	CHKL37	Authorise a Dividend (s53) (Section 53)
	CHKL8	Board of Directors Meeting (Schedule 3)
	CHKL9	Bonus Shares (Section 48(a))
	CHKL10	Call on Shares (Section 100)
	CHKL193	Change Address for Service
	CHKL11	Change of Name (Section 23)
	CHKL41	Change of Registered Office (Section 187)
	CHKL12	Company Records (Section 189)
	CHKL13	Consolidate Shares (Section 48(b))
	CHKL14	Consolidation of Constitution (Section 33)
	CHKL15	Credit Shares other than for Cash (Section 47(3))
	CHKL43	Death of Director (Section 159)
	CHKL50	Director remuneration and other benefits (Section 161)
	CHKL18	Incorporate a Company (Section 12)
	CHKL38	Issue of Shares (s107(2)) (Section 107(2))
	CHKL19	Issue of Shares (s42) (Section 42)
	CHKL20	Issue of Shares (s44) (Section 44)
	CHKL51	Issue of Shares Guidance (Guidance on the Issue of Shares under sections 41,42,44 and 107(2) of the Companies Act 1993)
	CHKL17	Liquidation (s241 - Wind up by the Shareholders) (Section 241)
	CHKL49	Look-Through Companies (Subpart HB Income Tax Act 2007)
	CHKL40	Major Transaction (s129) (Section 129)
	CHKL44	Objection to Removal from Register (Section 321)
	CHKL45	Objection to Restoration of Company (Section 328)
	CHKL21	Opt In (s207K) (Section 207K)
	CHKL22	Opt out (Large Company) (s207J) (Section 207J)
	CHKL23	Opt out (s207I) (Section 207I)
	CHKL24	Redemption of Shares (s69) (Section 69(1)(a))
	CHKL26	Redemption of Shares (s75) (Section 77)
	CHKL25	Redemption of Shares at the Option of the Shareholder (s74) (Section 74)
	CHKL46	Removal from Register (s317; s318) (Section 317)
	CHKL27	Removal of Director (Section 156)
	CHKL28	Remove Alternate Director (Section 156)
	CHKL42	Repurchase (Buy Back) of Shares (non-listed company) (Section 58)
	CHKL29	Resignation of Director (Section 157)
	CHKL47	Restore to Register (Section 330)
	CHKL30	Revocation of Company Constitution (Section 32)
	CHKL31	Share Register (Section 87)
	CHKL32	Special Meeting of Shareholders (Section 121)
	CHKL33	Subdivide Shares (Share Split) (Section 48(c))
	CHKL34	Transfer of Shares (Section 84)

**Board Minutes**

Min12 Initial meeting of the Company  
 Min23 Change of Name  
 Min32 Adoption of constitution  
 Min32.1 Alteration of the Constitution (Special Meeting of the Shareholders)  
 Min32.2 Revocation of the constitution (Special Meeting of the Shareholders)  
 Min33 New form of constitution  
 Min42 Issue shares (section 42 Companies Act 1993)  
 Min44.1 Issue of shares (Special Meeting of the Shareholders)  
 Min44 Issue shares (meeting of Directors)  
 Min47.1 Consideration for the issue of shares  
 Min47.3 Credit Shares other than for Cash  
 Min47 Consideration for the issue shares  
 Min48.1 Consolidate shares  
 Min48.2 Subdivision of shares  
 Min53 Authorisation of a Dividend  
 Min60.1 Offer to acquire shares  
 Min60 Offer to acquire shares  
 Min61 Offer to acquire shares  
 Min69 Redemption of shares at the option of the Company  
 Min74 Redemption of shares at the option of the shareholder  
 Min75 Redemption of shares on a specified date  
 Min84.1 Refusal or delay of registration of share transfer  
 Min84 Approval of share transfer  
 Min93.1 Transmission of shares (section 93(1) Companies Act 1993)  
 Min93.2 Transmission of shares (section 93(2) Companies Act 1993)  
 Min100 Call on the issue price of partly paid shares  
 Min107.1 Authorisation of a dividend (Agreement of all Entitled Persons)  
 Min107.2 Issue of Shares (Agreement of all Entitled Persons)  
 Min107.3 Offer to acquire shares (Agreement of all Entitled Persons)  
 Min117.1 Alteration of the Constitution (Meeting of an Interest Group)  
 Min117.2 Revocation of the Constitution (Meeting of an Interest Group)  
 Min117.3 Issue of Shares (Meeting of an Interest Group)  
 Min120 Annual meeting of shareholders  
 Min121 Call Special meeting of shareholders  
 Min129 Special meeting of shareholders (Major Transaction)  
 Min153 Appointment of director  
 Min156 Removal of director  
 Min159 Change of directors  
 Min161 Director remuneration or other benefits  
 Min187 Change of Registered Office  
 Min193 Change of Address for Service  
 Min207I Opt out (section 207I Companies Act 1993)  
 Min207J Opt out (section 207J Companies Act 1993)  
 Min222.1 Amalgamation (with subsidiary; Company the amalgamated company)  
 Min222.2 Amalgamation (with parent company; Company the amalgamating company)  
 Min222.3 Amalgamation (common owner; Company the amalgamated company)  
 Min222.4 Amalgamation (common owner; Company the amalgamating company)  
 Min241 Recommendation to shareholders to appoint a liquidator  
 Min241.1 Appointment of liquidator  
 Min318 Special meeting of shareholders  
 Min318.1 Meeting of the Directors  
 MinHB13 Elect Look-Through Company Status

**Board Resolutions**

Res1 Issue of Shares (Resolution of All Entitled Persons)  
 Res3.1 Resolution of Directors Accepting Appointment as Trustee  
 Res3.2 Resolution of Directors Approving Major Transaction  
 Res12 Initial resolution of the Company  
 Res23 Change of Name  
 Res33 New form of constitution  
 Res42 Issue shares (section 42 Companies Act 1993)  
 Res44 Issue shares (section 44 Companies Act 1993)  
 Res47.1 Consideration for the issue of shares  
 Res47.3 Credit Shares other than for Cash  
 Res47 Consideration for the issue of shares  
 Res48.1 Consolidate shares  
 Res48.2 Subdivide shares  
 Res48 Issue of shares (section 48 Companies Act 1993)  
 Res53 Authorisation of a Dividend  
 Res60.1 Offer to Acquire Shares  
 Res60 Offer to acquire Shares  
 Res61 Offer to acquire Shares  
 Res67A Resolution to cancel shares (board resolution)  
 Res69 Redemption of shares at the option of the company  
 Res74 Redemption of shares at the option of the shareholder  
 Res75 Redemption of shares on a specified date  
 Res84.1 Decline of approval of share transfer  
 Res84 Approval of share transfer  
 Res93.1 Transmission of shares (section 93(1) Companies Act 1993)

	Res93.2 Transmission of shares (section 93(2) Companies Act 1993) Res100 Call on the issue price of partly paid shares Res107.1 Authorisation of a Dividend (unanimous assent by all entitled persons) Res107.2 Issue of Shares Res107.3 Offer to Acquire Shares (unanimous assent by all entitled persons) Res120 Call Annual meeting of shareholders Res120.1 Annual Meeting of Shareholders not to be Called or Held Res121 Call Special meeting of shareholders Res159 Notice of change of directors Res161 Director remuneration or other benefits Res187 Change of Registered Office Res193 Change of Address for Service Res222.1 Amalgamation (with subsidiary; Company the amalgamated company) Res222.2 Amalgamation (with parent company; Company the amalgamating company) Res222.3 Amalgamation (common owner; Company the amalgamated company) Res222.4 Amalgamation (common owner; Company the amalgamating company) Res241 Recommendation to shareholders to appoint a liquidator Res318 Removal of the company from the New Zealand register
<b>Constitution</b>	Con1.1 • Constitution
<b>Director Certificates</b>	Cert1 Certificate of Authorised Person Cert33 New form of constitution Cert47.1 Certificate in respect of consideration other than cash for issue of shares Cert47.3 Certificate in respect of consideration other than cash for crediting existing shares as fully or partly paid up Cert47 Certificate in respect of consideration for issue of shares Cert52 Authorisation of distribution Cert52.1 Declaration of solvency (Authorisation of distribution) Cert60 Offer to acquire shares Cert60.1 Offer to acquire shares Cert61 Offer to acquire shares Cert69 Certificate in respect of the redemption of shares Cert107.1 Authorisation of dividend Cert107.1.1 Declaration of solvency (Authorisation of distribution) Cert107.3 Acquisition by Company of its shares Cert153 Certificate of Person to be Appointed Director Cert161 Director remuneration or other benefits Cert222.1 Declaration of Solvency following Amalgamation (with subsidiary; Company the amalgamated company) Cert222.2 Declaration of Solvency following Amalgamation (with parent company; Company the amalgamating company) Cert222.3 Declaration of Solvency following Amalgamation (common owner; Company the amalgamated company) Cert222.4 Declaration of Solvency following Amalgamation (common owner; Company the amalgamating company) Cert223.1 Amalgamation (s222(1)) in Accordance with the Companies Act Cert223.2 Amalgamation (s222(2)) in Accordance with the Companies Act Cert223.3 Amalgamation (s222(1)) not to Prejudice of Creditors Cert223.4 Amalgamation (s122(2)) not to Prejudice of Creditors Cert241 Appointment of Liquidator Cert243A Declaration of Directors (pursuant to s243A Companies Act 1993) Cert1000 Certificate of Person to be appointed Alternate Director
<b>Forms</b>	Form1 Appointment of Proxy Form 2 Postal Voting Form Form13 Consent and certificate of director or directors of amalgamated or proposed company Form84 Share Transfer Form IRD433 Non-active Company Declaration IRD436 Qualifying Company Re-elections
<b>Other</b>	Company Annual Minute Clauses Epa1 Certificate of non-revocation and non-suspension of enduring power of attorney Let318 Removal from Register Let321 Objection to Removal from Register Let328 Objection to Restoration to Register NDA • Confidentiality Agreement (NDA)
<b>Notices</b>	Not1 Notice of meeting of directors Not12 Initial meeting of the Company Not23 Change of Name Not32 Adoption of the Constitution (Notice of Special Meeting of the Shareholders) Not32.1 Alteration of the Constitution (Notice of Special Meeting of the Shareholders ) Not32.2 Alteration of the Constitution (Notice to non-Signatories of Special Resolution of the Shareholders) Not32.3 Revocation of the constitution (Notice of Special Meeting of the Shareholders ) Not32.4 Revocation of the constitution (Notice to non-Signatories of Special Resolution of the Shareholders) Not33 New form of constitution Not42 Issue shares (section 42 Companies Act 1993) Not44.1 Issue of shares (Notice of Special Meeting of the Shareholders)

Not44.2 Issue of shares (Notice to non-Signatories of Special Resolution of the Shareholders)  
 Not44 Issue shares (section 44 Companies Act 1993)  
 Not47 Consideration for the issue of shares (other than cash)  
 Not48.1 Consolidate shares  
 Not48.2 Subdivision of shares  
 Not48 Consideration for the issue of share  
 Not50 Consent to be a Holder of Shares  
 Not53 Authorisation of a Dividend  
 Not60 Notice of meeting of the Directors  
 Not60.1 Notice of meeting of the Directors  
 Not60.2 Shareholder Consent to Acquire Shares  
 Not60.3 Disclosure document (s62 Companies Act 1993)  
 Not61 Acquisition of Shares  
 Not69 Redemption of shares at the option of the company  
 Not74.1 Redemption of shares at the option of the shareholder  
 Not74 Redemption of Shares  
 Not75 Redemption of shares on a specified date  
 Not84.1 Refusal or delay of registration of share transfer  
 Not84 Transfer of Shares  
 Not88 Location of Companies Share Registers  
 Not93.1 Transmission of Shares (section 93(1) Companies Act 1993)  
 Not93.2 Transmission of Shares (section 93(2) Companies Act 1993)  
 Not93.3 Transmission of Shares by Survivorship  
 Not93.4 Consent of Registered Holder of Shares  
 Not93 Transmission of the shares (Notice of meeting of the Directors)  
 Not100.1 Call on the issue price of partly paid shares (notice to shareholders)  
 Not100.2 Default in the payment of a call  
 Not100 Call on the issue price of partly paid shares (notice of meeting of directors)  
 Not107 Repurchase of Shares (notice of meeting of the directors)  
 Not107.1 Authorisation of a Dividend with Agreement of All Entitled Persons (notice of meeting of directors)  
 Not107.2 Issue of Shares (section 107(2) Companies Act 1993)  
 Not107.3 Issue of Shares (section 107(2) Companies Act 1993) - Unanimous Assent of all Entitled Persons  
 Not107.4 Repurchase of shares  
 Not107.5 Notice to Entitled Persons (Notice of Meeting of the Directors)  
 Not117.1 Alteration of the Constitution (Notice to the Shareholders of an Interest Group)  
 Not117.2 Revocation of the Constitution (Notice to the Shareholders of an Interest Group)  
 Not117.3 Issue of Shares (Notice to the Shareholders of an Interest Group)  
 Not120 Annual meeting of shareholders  
 Not121.2 Call of Special Meeting of Shareholders (with notice of Special Resolution for the Alteration of the Constitution)  
 Not121 Call of Special Meeting of Shareholders  
 Not122.2 Notice of shareholder resolution and statement of shareholder rights  
 Not122 Notice of shareholder resolution (Notice to non-Signatories of shareholder resolution)  
 Not129 Notice of special meeting of shareholders  
 Not129.1 Notice of shareholder resolution and statement of shareholder rights  
 Not148 Disclosure of relevant interest pursuant to section 148(2) Companies Act 1993  
 Not153 Appointment of Director  
 Not156 Removal of director  
 Not157 Resignation of Director  
 Not159 Change of directors  
 Not161 Director remuneration or other benefits  
 Not187 Notice of Meeting of the Directors (Change of Registered Office)  
 Not187.1 Change of Registered Office  
 Not189 Notice of place accounting records to be kept (section 189 Companies Act 1993)  
 Not195 Notice of place accounting records to be kept (section 195 Companies Act 1993)  
 Not193 Change of Address for Service  
 Not193.1 Notice of Change of Address for Service  
 Not207I Opt out (section 207I Companies Act 1993)  
 Not207J Opt out (section 207J Companies Act 1993)  
 Not207K Opt in (section 207K Companies Act 1993)  
 Not222 Amalgamation of Company (Notice of Meeting of Directors)  
 Not222.1 Amalgamation of Company (Notice to the Secured Creditors of the Company)  
 Not223.1 Amalgamation of Company (Notice to the Registrar of Companies)  
 Not241 Liquidation of the company  
 Not241.1 Recommendation by the board for the appointment of a liquidator  
 Not241.2 Notice to shareholders who did not sign the resolution  
 Not318 Notice to the Shareholders  
 Not318.1 Notice to Shareholders  
 Not318.2 Notice of meeting of the directors (clause 2 Schedule 7 Companies Act 1993)  
 Not318.3 Notice to the Company and entitled persons  
 Not1000 Notice of Appointment of Alternate Director  
 Not1001 Notice of Termination of Appointment of Alternate Director  
 NotHB13 Elect Look-Through Company Status

#### Shareholder

SRes3.3 Resolution of Shareholders Approving Major Transaction (Trustee Company)  
 SRes32.1 Alteration of the Constitution (Special Resolution of the Shareholders)  
 SRes32.2 Revocation of the constitution (Special Resolution of the Shareholders)  
 SRes32 Adoption of constitution  
 SRes44.1 Issue of shares (Special Resolution of the Shareholders)  
 SRes107.1 Authorisation of a Dividend

SRes107.2 Issue of Shares (Agreement of all Entitled Persons)  
 SRes107.3 Acquisition of Shares (particular agreement of all entitled persons)  
 SRes107.4 Acquisition of Shares (general agreement of all entitled persons)  
 SRes117 Alteration of Shareholder Rights (section 117(1) Companies Act 1993)  
 SRes117.1 Alteration of the Constitution (Special Resolution of the Shareholders of an Interest Group)  
 SRes117.2 Revocation of the Constitution (Special Resolution of the Shareholders of an Interest Group)  
 SRes117.3 Issue of Shares (Special Resolution of the Shareholders of an Interest Group)  
 SRes122 Special Meeting of the Shareholders  
 SRes 129 Major Transaction  
 SRes153 Appointment of director  
 SRes156 Removal of director  
 SRes207I Opt out (section 207I Companies Act 1993)  
 SRes207J Opt out (section 207J Companies Act 1993)  
 SRes241 Appointment of liquidator  
 SRes318 Special Resolution of the Shareholders  
 SResHB13 Elect Look-Through Company Status  
 Pre-emptive rights waiver

## **Clauses**

Annual Meeting  
 Annual Report - Need Not Comply, Option 1  
 Annual Report - Need Not Comply, Option 2  
 Annual Report of the Company  
 Company Indemnify the Directors  
 Company Opt Out of Compliance  
 Financial Statements and Group Financial Statements of the Company  
 Financial Statements of the Company  
 No Required Business of this Annual Meeting  
 Special Resolutions in lieu of an Annual Meeting  
 Waiver of irregularities