

Checklist: Appointment and removal of directors

Section 1: Appointment of directors

Section 2: Removal of directors

Section 3: Notifying change of directors

Section 1 Appointment of directors	Section in CA93	Date Completed/ Comment
<p>1. First directors (in an application for registration of the company or in an amalgamation proposal)</p> <ul style="list-style-type: none"> • Is the prospective director qualified to act as a director? Check the constitution for any shareholding qualifications and for any disqualifying restrictions on who can act as a director of the company • Prepare directors' consents (Form 2) and have them signed <p>Note: (1) <i>You do need to file the original signed consents. Nevertheless, they should be retained on file with the company's core documents</i> (2) <i>First directors hold office from the date of registration or the date of the amalgamation proposal is effective, as the case may be, until they cease to hold office as a director in accordance with the Act.</i></p>	<p>151</p> <p>12(1)(c), 151</p> <p>153(1)</p>	
<p>2. Subsequent directors — Appointment by shareholder resolution:</p> <p>Is the prospective director qualified to act as a director? Check the constitution for any shareholding qualifications and for any disqualifying restrictions on who can act as a director of the company</p> <p>Prepare directors' consents (Form 2) and have them signed</p>	<p>151</p> <p>151, 152</p>	

<p>Prepare shareholder resolution appointing directors</p> <p>Note: <i>The resolution is an ordinary one unless the constitution provides otherwise.</i></p>	153(2)	
<ul style="list-style-type: none"> • Arrange signing of written shareholders' resolution or hold shareholders' meeting to consider and vote on the appointment <p>Note: <i>Appointment of directors is to be voted on individually (i.e. one resolution for appointment of one director) unless by separate unanimous resolution shareholders agree to a single resolution for appointment of 2 or more directors</i></p>	155	
<p>3. Subsequent directors – Appointment by majority shareholder/s by way of notice to the company:</p> <p>Note: <i>Appointment must be by shareholders' ordinary resolution unless the constitution provides otherwise. The precedent constitutions provide for this alternative mode of appointment. Always check the constitution to confirm appointment procedures.</i></p> <ul style="list-style-type: none"> • Is the prospective director qualified to act as a director? Check the constitution for any shareholding qualifications and for any disqualifying restrictions on who can act as a director of the company • Prepare directors' consents (Form 2) and have them signed • Prepare notice of appointment of director by majority shareholder/s and have it signed • Serve the notice on the company 	<p>153(2)</p> <p>151</p> <p>151, 152</p> <p>388, 390, 392</p>	
<p>4. Notify Registrar of Companies of change of directors (see Section 3 below)</p>		

Section 2 Removal of directors	Section in CA93	Date Completed/ Comment
<p>1. Removal by shareholder resolution:</p> <ul style="list-style-type: none"> • Prepare notice of meeting stating that the purpose or a purpose of the meeting is the removal of a director • Hold shareholders' meeting to consider and vote on the removal <p>Note: <i>The resolution is an ordinary one unless the constitution provides otherwise.</i></p>	<p>121(b), 156(2)</p> <p>156(1)</p>	
<p>2. Subsequent directors – Removal by majority shareholder/s by way of notice to the company:</p> <p>Note: <i>Subject to the constitution, removal must be by shareholders' ordinary resolution passed at a meeting called for the purpose or purposes that include removal of a director. The precedent constitutions provide for this alternative mode of removal. Always check the constitution to confirm removal procedures.</i></p> <ul style="list-style-type: none"> • Prepare notice of removal of director by majority shareholder/s and have it signed • Serve the notice on the company 	<p>156(1)</p> <p>388, 390, 392</p>	
<p>3. Notify Registrar of Companies of change of directors (see Section 3 below)</p>		

Section 3 Notifying change of directors	Section in CA93	Date Completed/ Comment
<p>File notice of change of directors with the Registrar of Companies</p> <p>Notes:</p> <p>(1) <i>A notice of change of directors must be filed whether as a result of a director ceasing to hold office (due to resignation, removal, disqualification, death or otherwise vacating office)</i></p> <p>(2) <i>You can complete a change of director free of charge online at the Companies Office website www.companies.govt.nz All you need is a User ID and password and the relevant Company Key. At the site, select Document Registration, Update Director Details and follow your nose. When you press the submit button for the change of director, the Companies Office will email you a director's consent form. Have your own signed form ready to fax back to the Companies Office at the fax number shown on the emailed form you receive</i></p> <p>(3) <i>Filing a paper form will prove less convenient and will incur a charge.</i></p> <p>(4) <i>The notice must be filed within 20 working days of the appointment</i></p> <p>(5) <i>A notice must also be filed within 20 working days of the company first becoming aware of the death of a director or a change in a director's name or residential address.</i></p>	157, 159	

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