



## ANALYSIS

<p>Title</p> <p>1. Short Title and commencement</p> <p>2. Interpretation</p> <p>3. Existing companies to reregister under Companies Act 1993</p> <p>4. Reregistration following approval of application by members</p> <p>5. Reregistration where application not approved</p> <p>6. Reregistration following approval by Board</p> <p>7. Application with unanimous consent of members</p> <p>8. Application to prohibit reregistration</p>	<p>9. Powers of Court</p> <p>10. Court may extend time for reregistration</p> <p>11. Reregistration</p> <p>12. Effect of reregistration</p> <p>13. Companies that do not reregister</p> <p>14. Remedies for failure to reregister</p> <p>15. Reduction of member's liability on reregistration</p> <p>16. Service of documents</p> <p>17. Offences</p> <p>18. Regulations</p> <p>Schedule</p>
--	---

1993, No. 121

**An Act to provide for the reregistration of existing companies under the Companies Act 1993**

[28 September 1993]

BE IT ENACTED by the Parliament of New Zealand as follows:

**1. Short Title and commencement**—(1) This Act may be cited as the Companies Reregistration Act 1993.

(2) This Act shall come into force on the 1st day of July 1994.

**2. Interpretation**—(1) In this Act, unless the context otherwise requires,—

“Application for reregistration” means an application for registration of an existing company under this Act:

“Director”, in relation to an existing company, includes—

(a) Any person occupying the position of director by whatever name called; and

(b) A person in accordance with whose directions or instructions the persons occupying the position of directors of the company are accustomed to act:

“Existing company” means a body corporate registered under Part II or Part X of the Companies Act 1955, or under the Companies Act 1933, the Companies Act

1908, the Companies Act 1903, the Companies Act 1882, or the Joint Stock Companies Act 1860; but does not include a body corporate that is being wound up or in liquidation:

“Member”, in relation to an existing company, means a member of the company who is entitled to exercise voting rights in relation to a proposed application to reregister the company:

“Specified person”, in relation to an existing company, means—

(a) A member of the company who is not entitled to exercise voting rights in relation to a proposed application to reregister the company:

(b) A secured creditor of the company:

(c) The holder of an option to acquire a share in the share capital of the company:

(d) The holder of a security that is convertible into a share in the share capital of the company:

“Transition period”, in relation to an existing company, means the period beginning on the 1st day of July 1994 and ending with the close of the 30th day of June 1997 or with the close of such later date as may be specified in relation to the company by the Court under section 10 of this Act.

(2) Terms or expressions that are not defined in this Act, but that are defined in the Companies Act 1993, have the meanings given to them by that Act.

(3) Terms or expressions that are not defined in this Act or the Companies Act 1993, but that are defined in the Companies Act 1955, have the meanings given to them by that Act.

**3. Existing companies to reregister under Companies Act 1993**—(1) Every existing company must apply for reregistration under the Companies Act 1993 before the end of the transition period.

(2) Every application must be—

(a) Made in accordance with this Act; and

(b) In the prescribed form; and

(c) Delivered to the Registrar.

(3) Without limiting subsection (2) of this section, every application must state—

(a) The name of the existing company; and

- (b) The full names and residential addresses of the directors of the existing company at the date of the application; and
  - (c) The number of shares of the existing company, and the rights, privileges, limitations, and conditions attached to each of those shares, if they differ from those that, pursuant to section 36 of the Companies Act 1993, will attach to the shares on reregistration; and
  - (d) The registered office of the existing company at the date of the application; and
  - (e) The proposed address for service of the existing company on its reregistration.
- (4) An application for reregistration may be made only in accordance with this Act.

**4. Reregistration following approval of application by members**—(1) Subject to this Act, the board of an existing company may make an application for reregistration if, before doing so,—

- (a) The board has resolved—
    - (i) To submit a proposed application to reregister the company to the members of the company; and
    - (ii) That, in its opinion, the proposed application will not unfairly prejudice and will not unfairly discriminate against any member; and
  - (b) The directors who voted in favour of a resolution referred to in subparagraph (ii) of paragraph (a) of this subsection have signed a certificate that, in their opinion, the condition set out in that subparagraph is satisfied; and
  - (c) The proposed application has been approved,—
    - (i) In the case of a company having a share capital, by a special resolution of the members of each class of shares in the company;
    - (ii) In the case of a company not having a share capital, by a special resolution of the members of the company.
- (2) The proposed application must have annexed to it or be accompanied by—
- (a) A notice in the prescribed form; and
  - (b) A copy of the certificate referred to in subsection (1) (b) of this section.
- (3) For the purposes of this section, the calling of, and procedure at, a meeting of members or a class of members shall,—

- (a) If the articles of the company make provision for the calling of, and procedure at, such a meeting, be in accordance with the articles:
- (b) If the articles do not so provide, be in accordance with the provisions of the Companies Act 1955 governing the calling of, and procedure at, general meetings of the company.

(4) Where the proposed application is approved by the members of the company, the board must send to every specified person, not later than 10 working days after the resolution is passed,—

- (a) A copy of the proposed application as so approved; and
- (b) A notice in the prescribed form.

(5) The notice must specify the date on which it is proposed to make the application for reregistration. That date must not be less than 20 working days after the date on which the notice is sent.

(6) An application for reregistration must not be made—

- (a) At any time before the expiration of 20 working days after the proposed application has been approved by the members of the company; or
- (b) If any documents have been sent to any person under subsection (4) of this section, at any time before the date stated in the notice as the date on which it is proposed to make the application; or
- (c) Subject to section 9 (3) of this Act, if an application under section 8 of this Act has, or applications under that section have, been served on the company, at any time before that application has, or those applications have, been refused by the Court or, in the event of an appeal against a decision of the Court, by the Court that determines the appeal.

#### **5. Reregistration where application not approved—**

(1) Subject to this Act, where a proposed application for reregistration has not been approved by the members of an existing company under section 4 of this Act, the board of the company may make an application for reregistration if, before doing so, the board has—

- (a) Prepared a further application for reregistration in accordance with subsection (2) of this section; and
- (b) Sent to every member of the company—
  - (i) The form of application for reregistration which the board proposes to deliver to the Registrar; and
  - (ii) A notice in the prescribed form; and

- (c) Sent to every specified person—
- (i) The form of application for reregistration which the board proposes to deliver to the Registrar; and
  - (ii) A notice in the prescribed form.
- (2) The proposed application must not alter the rights and obligations of the members of the existing company in relation to—
- (a) Voting at meetings of members;
  - (b) The appointment and removal of directors;
  - (c) Preferential or fixed entitlements to distributions;
  - (d) Liability to pay calls on shares;
  - (e) The distribution of surplus assets of the company—
- except to the extent that those rights and obligations would be affected by the Companies Act 1993 by reason of the reregistration of the company.
- (3) The notice must specify the date on which it is proposed to make the application for reregistration. That date must not be less than 20 working days after the date on which the notice is sent to the members or any specified persons, as the case may be.
- (4) An application for reregistration under this section must not be made—
- (a) At any time before the date specified in the notice under subsection (3) of this section; or
  - (b) Subject to section 9 (3) of this Act, if an application under section 8 of this Act has, or applications under that section have, been served on the company, at any time before the application has, or those applications have, been refused by the Court or, in the event of an appeal against a decision of the Court, by the Court that determines the appeal.

#### **6. Reregistration following approval by Board—**

- (1) Subject to this Act, the board of an existing company may make an application for reregistration if, before doing so, the Board has resolved—
- (a) To make the application; and
  - (b) That, in its opinion, reregistration will not alter the rights and obligations of the members of the company except to the extent that those rights and obligations would be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act; and
  - (c) The directors who voted in favour of a resolution referred to in paragraph (b) of this subsection have signed a

certificate that, in their opinion, the condition set out in that paragraph is satisfied.

(2) Before making the application for reregistration, the board of the company must send to—

(a) Every member of the company—

(i) The form of application for reregistration which the board proposes to deliver to the Registrar; and

(ii) A copy of the certificate referred to in subsection (1) (b) of this section; and

(iii) A notice in the prescribed form; and

(b) Every specified person—

(i) The form of application for reregistration which the board proposes to deliver to the Registrar; and

(ii) A notice in the prescribed form.

(3) The notice must specify the date on which it is proposed to make the application for reregistration. That date must not be less than 20 working days after the date on which the notices referred to in subsection (2) of this section are sent by the company.

(4) An application for reregistration must not be made—

(a) At any time before the date specified in the notice under subsection (3) of this section; or

(b) Subject to section 9 (3) of this Act, if an application under section 8 of this Act has, or applications under that section have, been served on the company, at any time before the application has, or those applications have, been refused by the Court or, in the event of an appeal against a decision of the Court, by the Court that determines the appeal.

### **7. Application with unanimous consent of members—**

(1) Subject to this Act, the board of an existing company may make an application for reregistration if, before doing so,—

(a) Every member of the company has consented in writing to the making of the application; and

(b) The board has sent to every specified person—

(i) The form of application for reregistration which the board proposes to deliver to the Registrar; and

(ii) A notice in the prescribed form.

(2) The notice must specify the date on which it is proposed to make the application for reregistration. That date must not be less than 20 working days after the date on which the notice is sent by the company.

- (3) An application for reregistration may not be made—
- (a) At any time before the date specified in the notice referred to in subsection (2) of this section; or
- (b) Subject to section 9 (3) of this Act, if an application under section 8 of this Act has, or applications under that section have, been served on the company, at any time before the application has, or those applications have, been refused by the Court or, in the event of an appeal against a decision of the Court, by the Court that determines the appeal.

**8. Application to prohibit reregistration—**(1) The following persons may apply to the Court for an order prohibiting a company from making an application for reregistration under this Act:

- (a) Where a proposed application for reregistration has been approved by the members of the company in accordance with section 4 of this Act,—
- (i) Any member of the company who—
- (A) Did not receive a notice of a meeting which that member was entitled to attend held for the purpose of determining whether to approve the proposed application to reregister the company; or
- (B) Attended a meeting held for the purposes of determining whether to approve the proposed application to reregister the company and cast all the votes attached to shares registered in that member's name and having the same beneficial owner against approval of the proposed application:
- (ii) Any specified person who—
- (A) Did not receive the documents referred to in section 4 (4) of this Act; or
- (B) Having received those documents, considers that the proposed application to reregister the company will prejudice the rights of that person as a specified person:
- (b) Where an application for reregistration has been prepared by the board of the company in accordance with section 5 of this Act,—
- (i) Any member of the company who—
- (A) Did not receive the documents referred to in subsection (1) of that section; or

- (B) Having received those documents, considers that the proposed application to reregister the company does not comply with subsection (2) of that section:
  - (ii) Any specified person who—
    - (A) Did not receive the documents referred to in subsection (1) of that section; or
    - (B) Having received those documents, considers that the proposed application to reregister the company will prejudice the rights of that person as a specified person:
  - (c) Where the board of a company has resolved to make an application for reregistration in accordance with section 6 of this Act,—
    - (i) Any member of the company who—
      - (A) Did not receive the documents referred to in subsection (2) (a) of that section; or
      - (B) Having received those documents, considers that reregistration of the company will alter the rights and obligations of the members of the company other than except to the extent that those rights and obligations would be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act:
    - (ii) Any specified person who—
      - (A) Did not receive the documents referred to in subsection (2) (b) of that section; or
      - (B) Having received those documents, considers that the reregistration of the company will prejudice the rights of that person as a specified person:
  - (d) Where the making of an application for reregistration has been consented to in writing by the members of the company in accordance with section 7 of this Act, any specified person who—
    - (i) Did not receive the documents referred to in subsection (1) (b) of that section; or
    - (ii) Having received those documents, considers that the reregistration of the company will prejudice the rights of that person as a specified person.
- (2) An application under subsection (1) of this section must be filed in the Court and served on the company,—

(a) Where the application is made by a member of the company under subsection (1) (a) (i) of this section, before the date referred to in section 4 (6) (a) of this Act:

(b) In any other case, before the date referred to in the relevant notice served on the applicant as the date on which it is proposed to apply for reregistration of the company.

(3) Any person referred to in subsection (1) of this section may, with the leave of the Court, apply to the Court after the expiration of the period referred to in subsection (2) of this section for an order—

(a) Prohibiting the company from making the application for reregistration; or

(b) If the application has already been made but the company has not been reregistered, directing the Registrar not to reregister the company.

(4) An application under subsection (3) of this section must be filed in the Court and served on the company or on the company and the Registrar, as the case may be.

(5) The Court may, if it thinks fit, direct that the following persons shall be served with notices of any application under this section and may appear and be represented at the hearing of the application:

(a) If the application is made by a member of the company, any specified person:

(b) If the application is made by a specified person, any member of the company:

(c) Any other person whom the Court is satisfied has a proper interest in the application.

(6) Where an application has been made under subsection (3) (b) of this section, the Court may make, as an interim order, an order directing the Registrar not to reregister the company.

**9. Powers of Court—**(1) On an application under section 8 of this Act by a member of a company, the Court may, if it is satisfied,—

(a) In the case of an application under subsection (1) (a) (i) of that section, that reregistration of the company will unfairly prejudice or unfairly discriminate against that member; or

(b) In the case of an application under subsection (1) (b) (i) of that section, that the proposed application to reregister the company does not comply with section 5 (2) of this Act; or

(c) In the case of an application under subsection (1) (c) (i) of that section, that reregistration of the company will alter the rights and obligations of the members of the company other than except to the extent that those rights and obligations would be affected by the Companies Act 1993 by reason of the reregistration of the company under that Act,—

make an order—

(d) Prohibiting the company from making the application for reregistration; or

(e) If the application has already been made but the company has not been reregistered, directing the Registrar not to reregister the company.

(2) On an application under section 8 of this Act by a specified person, the Court may, if it is satisfied that the reregistration of the company will prejudice the rights of the applicant as a specified person, make an order—

(a) Prohibiting the company from making the application for reregistration; or

(b) If the application has already been made but the company has not been reregistered, directing the Registrar not to reregister the company.

(3) On or at any time after the making of an order under subsection (1) or subsection (2) of this section, the Court may make any of the following orders:

(a) An order that the board of the company make the application for reregistration of the company subject to such amendments as the Court directs:

(b) An order requiring the board of the company to make an application for reregistration of the company on such terms as the Court thinks fit:

(c) An order that the company pay the whole or any part of the costs of the applicant:

(d) Such other order as the Court thinks fit.

**10. Court may extend time for reregistration—**(1) The Court may,—

(a) On the application of a director or member of an existing company; or

(b) Where an application has been made to the Court under section 8 of this Act, of its own motion,—

make an order extending the time within which the company may apply for reregistration.

(2) On an application under subsection (1) (a) of this section, an order may be made only if—

- (a) The application for the order is made before the expiry of the transition period; and
  - (b) The Court is satisfied that the company has taken all reasonable steps prior to and in connection with the making of an application for reregistration.
- (3) An order under this section may be made before or after the expiry of the transition period.
- (4) A copy of every order made under subsection (1) of this section must be served on the Registrar by the company within 10 working days of the making of the order.

**11. Reregistration**—(1) Subject to this Act, as soon as the Registrar receives a properly completed application for reregistration of an existing company under this Act, the Registrar must—

- (a) Enter on the New Zealand register the particulars of the company required under section 360 of the Companies Act 1993; and
  - (b) Issue a certificate of reregistration in the prescribed form.
- (2) A certificate of reregistration of a company issued under this section is conclusive evidence that—
- (a) All the requirements of this Act as to reregistration have been complied with; and
  - (b) On and from the date of reregistration stated in the certificate, the company is reregistered under the Companies Act 1993.

**12. Effect of reregistration**—(1) The reregistration of an existing company does not—

- (a) Create a new legal entity; or
  - (b) Prejudice or affect the identity of the body corporate constituted by the company or its continuity as a legal entity; or
  - (c) Affect the property, rights, or obligations of the company; or
  - (d) Affect proceedings by or against the company.
- (2) Proceedings that could have been commenced or continued by or against the company before reregistration may be commenced or continued by or against the company after reregistration.

**13. Companies that do not reregister**—(1) Subject to this section, a company that has not made an application for reregistration within the transition period is deemed to be

reregistered under the Companies Act 1993 on the close of the transition period in accordance with the Schedule to this Act.

(2) Where an application has been made to the Court under section 10 of this Act for an order extending the time within which a company may apply for reregistration, the company is deemed to have been reregistered under the Companies Act 1993 in accordance with the Schedule to this Act,—

(a) If the application is refused, on the close of the date on which the Court makes an order refusing the application:

(b) If the Court makes an order extending the time within which the company may apply for reregistration and an application is not made before the close of any date specified in the order as the date by which the application must be made, on the close of that date.

(3) Where the Court, of its own motion under section 10 of this Act, extends the time within which a company may apply for reregistration and an application is not made before the close of any date specified in the order as the date by which the application must be made, the company is deemed to be reregistered under the Companies Act 1993 on the close of that date in accordance with the Schedule to this Act.

(4) Where a company is deemed to be reregistered under this section, the Registrar shall, as soon as practicable, enter the name of the company on the New Zealand register.

**14. Remedies for failure to reregister—**(1) Where a company is deemed to have been reregistered in accordance with section 13 of this Act, any person who, immediately before that reregistration, was a member of the company may apply to the Court for an order under this section.

(2) On any application under this section, the Court may, if it is satisfied that the applicant has been prejudiced as a result of the reregistration, make such order as it thinks fit, including, without limiting the generality of this subsection, an order—

(a) Requiring the company or any other person to acquire the applicant's shares; or

(b) Requiring the company or any other person to pay compensation to the applicant; or

(c) Regulating the future conduct of the company's affairs; or

(d) Putting the company into liquidation.

(3) An application under this section must be made within 2 years after the end of the transition period in relation to the company.

(4) In making an order under subsection (2) (b) of this section, the Court must have regard to—

- (a) The extent of the loss or damage suffered by the applicant as a result of the company having been deemed to have been reregistered; and
- (b) The extent to which the person against whom the order is sought was responsible for the failure of the company to make an application for reregistration to the Registrar.

(5) The Court must not put the company into liquidation if—

- (a) It considers that the applicant has acted unreasonably in seeking to have the company put into liquidation; or
- (b) The company resolves, prior to the hearing of the application, to adopt a constitution or to amend its constitution and the Court is satisfied that under the constitution or the constitution as amended the applicant will no longer be prejudiced; or
- (c) An order for the payment of compensation under subsection (2) (b) of this section would adequately compensate the applicant.

(6) If the Court makes an order putting the company into liquidation, the liquidation shall be in accordance with the Companies Act 1955 as if the company had not been reregistered under the Companies Act 1993 but had remained registered under the Companies Act 1955 with the same memorandum of association and articles of association as it had at the close of the transition period.

(7) No order may be made against the company under this section unless the company is a party to the proceedings in which the application is made.

(8) In this section, the term “member” includes a reference to a personal representative of a member, and a person to whom shares of a member have passed by operation of law.

**15. Reduction of member’s liability on reregistration—**(1) Where, by reason of the reregistration of an existing company, the liability of a member of the company,—

- (a) In respect of any share held by that member prior to that reregistration; or
- (b) In the case of an unlimited company or a company limited by guarantee, under an undertaking to contribute to the assets of the company in the event of its being wound up,—

is cancelled or reduced, the cancellation or reduction of that liability shall, for the purposes of this section, be treated as a distribution of the amount by which that liability is reduced made to that person in his or her capacity as a shareholder in the company on its reregistration.

(2) A distribution may be recovered from a shareholder if, immediately after reregistration, the company was unable to pay its debts, including contingent debts, as they became due in the normal course of business unless,—

- (a) On the reregistration of the company, the shareholder had no knowledge that the company was unable to so pay its debts; and
- (b) The shareholder has altered the shareholder's position in reliance on the validity of the distribution; and
- (c) It would be unfair to require repayment in full or at all.

(3) A distribution may be recovered from a director, if immediately after reregistration, the company was unable to pay its debts, including contingent debts, as they became due in the normal course of business.

(4) If, in an action against a shareholder under this section, the Court is satisfied that the liability of that person could properly have been reduced by a lesser amount without resulting in the company being unable to pay its debts, the Court may allow that person to retain an amount equal to the value of the distribution that could properly have been made.

(5) If, in an action against a director under this section, the Court is satisfied that there were reasonable grounds for believing that the liability of the shareholder could properly have been reduced by the amount of the distribution or a lesser amount without resulting in the company being unable to pay its debts, the Court may relieve the director from liability in respect of that amount or lesser amount, as the case may be.

(6) The amount that may be recovered from a director is limited to the amount that is not able to be recovered from a shareholder under subsection (2) of this section.

**16. Service of documents**—(1) Section 391 of the Companies Act 1993 shall apply, with such modifications as may be necessary, in relation to the sending of any notice or other document to a member of a company under this Act.

(2) Section 391 of the Companies Act 1993 shall apply, with such modifications as may be necessary, in relation to the sending of any notice or other document under this Act to a specified person.

**17. Offences**—(1) Every director of a company who,—

- (a) Having voted in favour of a resolution referred to in subsection (1) (a) (ii) of section 4 of this Act, fails to sign a certificate in accordance with subsection (1) (b) of that section; or
- (b) Having voted in favour of a resolution referred to in paragraph (b) of subsection (1) of section 6 of this Act, fails to sign a certificate in accordance with paragraph (c) of that subsection,—

commits an offence and is liable on summary conviction to a fine not exceeding \$5,000.

(2) Where a company fails to comply with section 10 (4) of this Act, the company and every director of the company commits an offence and is liable on summary conviction to a fine not exceeding \$10,000.

(3) It is a defence to a director charged with an offence against subsection (2) of this section if the director proves that—

- (a) The company took all reasonable and proper steps to ensure that the requirements of section 10 (4) of this Act would be complied with; or
- (b) He or she took all reasonable steps to ensure that the company complied with the requirements of that subsection; or
- (c) In the circumstances he or she could not reasonably have been expected to take steps to ensure that the company complied with the requirements of that subsection.

**18. Regulations**—The Governor-General may, from time to time, by Order in Council, make regulations—

- (a) Prescribing fees payable to the Registrar on the making of applications for reregistration and fees may be set at different levels in respect of different periods during the transition period:
  - (b) Providing for such other matters, not inconsistent with this Act, as are necessary for giving full effect to this Act and for its due administration.
-

## Section 13

## SCHEDULE

## PROVISIONS APPLYING IN RELATION TO COMPANIES DEEMED TO HAVE BEEN REREGISTERED UNDER COMPANIES ACT 1993

In any case where a company is deemed to have been reregistered pursuant to section 13 of this Act,—

- (a) The memorandum and articles, if any, of the company cease to have effect:
- (b) The persons holding office as directors of the company immediately before the company was deemed to be reregistered are the directors of the company:
- (c) The particulars of the directors of the company shown in—
  - (i) The latest return furnished by the company under section 200 (4) of the Companies Act 1955:
  - (ii) The latest annual return filed by the company under section 130 or section 131 of the Companies Act 1955,— whichever is later, shall be treated as entered on the New Zealand register under section 360 of the Companies Act 1993:
- (d) In the case of a company, not being a company of the kind referred to in paragraph (e) or paragraph (f) of this Schedule,—
  - (i) The number of shares in the company is the number of shares in the company issued on the date of expiry of the transition period:
  - (ii) Those shares have attached to them the same liability to make the payments specified, if the holder is called on to do so by the board, as the shares had immediately before the company was deemed to have been reregistered:
- (e) In the case of an unlimited company or a company limited by guarantee, if the company does not have a share capital,—
  - (i) The number of shares in the company is equal to the number of members of the company set out in the articles of association or, if it is greater, to the number of members registered in the register of members on the date of expiry of the transition period:
  - (ii) Every member of the company is the holder of one share in the company with no further consideration for the issue of that share being payable by that person:
  - (iii) The shares are subject to the conditions that—
    - (A) The holder agrees to contribute to the assets of the company in the event of its being liquidated while he or she is a member, or within 3 years thereafter, for payment of the debts and liabilities contracted before he or she ceases or ceased to be a member, and the costs, charges, and expenses of liquidation, and for the adjustment of the rights of members among themselves, such amount as may be required but not exceeding, in the case of a limited company, the sum specified in the memorandum of association:
    - (B) The holder may at any time surrender a share to the company by notice in writing to the company without any payment by the company, and, without affecting any liability of that member to the company under subparagraph (A), such share surrendered to be treated as cancelled:

SCHEDULE—*continued*PROVISIONS APPLYING IN RELATION TO COMPANIES DEEMED TO HAVE BEEN REREGISTERED UNDER COMPANIES ACT 1998—*continued*

- (C) The board may not issue other shares in the company:
- (f) In the case of an unlimited company or a company limited by guarantee, if the company has a share capital,—
- (i) The company has 2 classes of shares, class “A” shares and class “B” shares:
- (ii) The number of A shares in the company is equal to the number of persons who were members of the company on the expiry of the transition period other than by reason only of holding a share in the company:
- (iii) The number of B shares in the company is equal to the number of shares in the company issued as at the expiry of the transition period:
- (iv) Every person who was a member of the company other than by reason only of holding a share in the company as at the date of expiry of the transition period is issued one A share in the company on the date on which the company is deemed to have been reregistered with no further consideration for the issue of that share payable by that person:
- (v) Every share in the company as at the date on which the company is deemed to have been reregistered was a B share:
- (vi) The A shares are subject to the conditions that—
- (A) The holder agrees to contribute to the assets of the company in the event of its being liquidated while he or she is a member, or within 3 years thereafter, for payment of the debts and liabilities contracted before he or she ceases or ceased to be a member, and the costs, charges, and expenses of liquidation, and for the adjustment of the rights of members among themselves, such amount as may be required but not exceeding, in the case of a limited company, the sum specified in the memorandum of association:
- (B) The holder may at any time surrender a share to the company by notice in writing to the company without any payment by the company, and, without affecting any liability of that member to the company under subparagraph (A), such share surrendered to be treated as cancelled:
- (C) The board may not issue other A shares in the company:
- (vii) The B shares have attached to them the same liability to make the payments specified, if the holder is called on to do so by the board, as the shares had immediately before the company was deemed to have been reregistered:
- (g) The registered office of the company is the same as the address of the registered office of the company under the Companies Act 1955:
- (h) The address for service of the company is at the registered office of the company.