

Companies (Address Information) Amendment Bill

Member's Bill

As reported from the committee of the whole House

Key to symbols used in reprinted bill

As reported from the committee of the whole House

text inserted

~~text deleted~~

Hon Dr Deborah Russell

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The Parliament of New Zealand enacts as follows:

1 Title

This Act is the Companies (Address Information) Amendment Act **2024**.

2 Commencement

- (1) This Act comes into force on a single date set by Order in Council.
- (2) If the Act has not come into force by the first anniversary of Royal assent, it comes into force then.
- (3) An Order in Council made under this section is secondary legislation (*see* Part 3 of the Legislation Act 2019 for publication requirements).

3 Principal Act

This Act amends the Companies Act 1993.

3A Section 2 amended (Interpretation)

- (1) In section 2(1), insert in its appropriate alphabetical order: 10
alternative address, in relation to a person, means—
 - (a) the address given for the person in an application under **section 360D(3)(c)**; or
 - (b) a new alternative address given in a notice under section 159(1)
- (2) After section 2(5), insert: 15
- (5A) Subsection (5) does not affect **section 215(1A) or (1B), or sections 360D to 360G**, and the definition in that subsection does not apply to an alternative address.

3B Section 159 amended (Notice of change of directors)

- (1) In section 159(1)(b), replace “name or the residential address” with “name, the residential address, or the alternative address”. 20
- (2) In section 159(2)(d)(ii), replace “name or residential address” with “name, the residential address, or the alternative address”.

3C Section 189 amended (Company records)

In section 189(1)(f), after “addresses”, insert “(including any alternative addresses)”. 25

4 Section 215 amended (Public inspection of company records)

After section 215(1), insert:

- (1A) If **section 360D** applies, a company may replace a director’s residential address with their alternative address on the company’s records that are available for inspection under subsection (1). 30
- (1B) If **section 360F** applies, a company may replace a shareholder’s address, as it appears in the share register that is available for inspection under subsection (1), with their alternative address.

4A Section 328 amended (Registrar may restore company to New Zealand register)

- (1) In section 328(3)(a)(ii), after “address”, insert “(or alternative address)”.
- (2) In section 328(3)(b)(ii), after “address”, insert “(or alternative address)”.

5 New sections 360D to 360G inserted

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After section 360C, insert:

360D Alteration of entries on New Zealand register on application for safety reason

- (1) This section applies if—
 - (a) residential address information about a director has been provided to the Registrar in accordance with this Act or regulations made under it (regardless of whether the information was provided before or after the commencement of this section or is visible to the public on the New Zealand register); and 10
 - (b) the Registrar receives an application from that director that complies with the requirements specified in **subsection (3)**. 15
- (2) The Registrar must—
 - (a) take reasonable steps to prevent public access from the New Zealand register to the residential address (including by redacting information from a document that is publicly available from the New Zealand register); and 20
 - (b) ensure the alternative address is publicly available from the New Zealand register.
- (3) The application must—
 - (a) be made by the director in the prescribed form; and 25
 - (b) include a statutory declaration made by the director verifying that public availability of the director’s residential address is likely to result in physical or mental harm to—
 - (i) the director; or
 - (ii) a person with whom the director resides; and 30
 - (c) specify 1 alternative address that complies with **section 360E** for—
 - (i) the director; and
 - (ii) if **section 360F(1)(b)** applies, the shareholder referred to in that paragraph; and
 - (d) be accompanied by the prescribed fee (if any). 35
- (4) An application under this section may relate to more than 1 company.
- (5) This section does not limit—

(a) any requirement to provide residential address information about a director to the Registrar in accordance with this Act or regulations made under it; or (b) the Official Information Act 1982.	
(6) In this section and sections 360E to 360G,— company includes a proposed company director includes a prospective director shareholder includes a prospective shareholder.	5
360E Requirements for alternative address	
(1) The alternative address of a director or shareholder of a company must not be— (a) the company's registered office or address for service; or (b) a postal centre or document exchange.	10
(2) If the alternative address is at the offices of any firm of accountants, barristers and solicitors, or any other person, the alternative address must state— (a) that the address is at the offices of that firm or person; and (b) particulars of the location in any building of those offices.	15
(3) If subsection (2) does not apply, but the alternative address is located in a building containing a number of premises, the alternative address must state particulars of its location in the building.	20
(4) A person may only have 1 alternative address at any time.	
360F Director who is also shareholder or who resides with shareholder	
(1) This section applies if section 360D applies to a director in relation to a company and either or both of the following apply: (a) the director is also a shareholder of the company: (b) the director resides with a shareholder of the company who, in the application under section 360D, consents to the Registrar complying with subsection (2) in relation to them.	25
(2) The Registrar must— (a) take reasonable steps to prevent public access to the residential address of a person referred to in subsection (1)(a) or (b) in their capacity as a shareholder of the company from the New Zealand register (including by redacting information from a document that is publicly available from the New Zealand register); and (b) ensure the alternative address is publicly available from the New Zealand register for the person in their capacity as a shareholder of the company.	30 35

- (3) If the director's alternative address is changed, the Registrar must change the shareholder's alternative address to match that of the director.
- (4) **Section 360D(5)** applies with any necessary modifications.

360G Removal of alternative address from register

- (1) **Subsection (2)** applies if— 5
 - (a) the Registrar has taken the steps described in **section 360D(2)** in relation to the director of a company; and
 - (b) ~~either of the following events occur:~~ 10
 - ~~(i) the director notifies the Registrar that they no longer wish to have an alternative address in relation to the company;~~
 - ~~(ii) the director ceases to be a director of the company.~~
 - (b) the director notifies the Registrar that they no longer wish to have an alternative address in relation to the company.
- (2) If this subsection applies,— 15
 - (a) **section 360D(2)** no longer applies; and
 - (b) the Registrar must, as soon as practicable, ensure the residential address is publicly available from the New Zealand register; and
 - (c) the Registrar may make any other relevant alterations to the New Zealand register that they think fit.
- (3) **Subsection (4)** applies if— 20
 - (a) the Registrar has, after receiving an application from a director under **section 360D**, taken the steps described in **section 360F(2)** in relation to a shareholder of the company; and
 - (b) any of the following events occur: 25
 - (i) the director notifies the Registrar that they no longer wish to have an alternative address in relation to the company;
 - ~~(ii) the director ceases to be a director of the company;~~
 - (iii) the shareholder notifies the Registrar that they are withdrawing their consent given under **section 360F(1)(b)**;
 - (iv) the Registrar becomes aware that the director and the shareholder 30
no longer reside together.
- (4) If this subsection applies,— 35
 - (a) **section 360F(2)** no longer applies; and
 - (b) the Registrar must, as soon as practicable, ensure the residential address is publicly available from the New Zealand register; and
 - (c) the Registrar may make any other relevant alterations to the New Zealand register that they think fit.

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Section 387A amended (Service of documents on directors in legal proceedings)

After section 387A(1)(b), insert:
(ba) by leaving it at the director’s alternative address (as that address is shown in the register); or

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Section 388A amended (Service of other documents on directors)

(1) In section 388A(a), after “(b),”, insert “**(ba)**,”.
(2) In section 388A(b), after “residential address”, insert “or alternative address”.
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Section 391 amended (Service of documents on shareholders and creditors)

In section 391(1)(b), after “address”, insert “(or alternative address)”.

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Legislative history

15 February 2024	Introduction (Bill 18–1)
20 March 2024	First reading and referral to Economic Development, Science and Innovation Committee
18 September 2024	Reported from Economic Development, Science and Innovation Committee (Bill 18–2)
19 February 2025	Second reading
8 October 2025	Committee of the whole House (Bill 18–3)