

[www.companiesoffice.govt.nz](http://www.companiesoffice.govt.nz)

Please send your completed to [covidnotices@mbie.govt.nz](mailto:covidnotices@mbie.govt.nz)

## Notice of modification to constitution or rules

Section 22, COVID-19 Response (Requirements for Entities—Modifications and Exemptions) Act 2020

**IMPORTANT** — *This notice, along with the supporting documents, will be published on the appropriate public register.*

### Entity name

### Registration number (if any)

### NZBN (if any)

I give notice that the entity named above is relying on section 13 of the Section 22, COVID-19 Response (Requirements For Entities—Modifications and Exemptions) Act 2020 (“the Act”) to modify the following provisions because of the outbreak of COVID-19 (*Please see notes on page 2*).

*Please select all that apply*

- Calling or holding meetings, including procedures at meetings
- A method or form of voting
- Giving or receiving information
- Making or keeping new records
- A method or form of dispute resolution
- A method or form of disciplinary procedure
- A waiver, suspension, deferral, or reduction of fees or other amounts payable by members of the entity to the entity
- A deferral of auditing, assurance, or financial reporting or review requirements
- Use of electronic means to do any matter listed in section 10(2) of the legislation
- Other procedural or administrative process, or any other matters prescribed in regulations made under the Act.

### Attach the following documents

*Please make sure that the following documents are uploaded with this notice*

- A copy of the written record required under section 18(1)(a) of the Act (*Please see the notes on page 2*)
- A certificate by a governing officer of the entity certifying that, in making the modification, all requirements of the Act were complied with.

## Notice given by

**Name**

**Position**

- Governing officer       Authorised agent (Accountant/Lawyer etc)

## Presenter details

<p>Name:</p>	<p>Postal address:</p>
<p>Email address:</p>	
<p>Telephone number:</p>	

## Notes

### This notes page doesn't need to be returned with the notice

An entity may by notice in writing signed by majority officers modify a requirement/restriction if it's one set out in section 14 of the Act, and is not inconsistent with any enactment or rule of law, and majority of governing officers believe on reasonable grounds that because of the outbreak of COVID-19, it is not, or is not likely to be, reasonably practicable:

- (i) to comply (or comply fully) with the requirement or restriction; and
- (ii) the modification goes no further than is, or is likely to be, reasonably necessary in the circumstances.

### Entities who may use this notice

The following entity types may complete this notice and send it to the Registrar of Companies if they are relying on section 13 of the Act:

- › building societies
- › charitable trust boards
- › companies
- › credit unions
- › friendly societies
- › incorporated societies
- › industrial and provident societies, and
- › limited partnerships.

### Some provisions may not be modified

Section 15 of the Act outline which matters may not be modified under section 13, namely:

- a. the purpose or objects of the entity:
- b. the powers of the entity (other than a procedural or an administrative power):
- c. the sale, transfer, or other disposition of real or personal property:
- d. voting rights or rights to a dividend or other distribution:
- e. the number, or need, for a quorum:
- f. rights of access to courts, tribunals, or arbitral tribunals:
- g. the duties of the governing body or governing officers (other than a procedural or an administrative duty):
- h. fees or other payments (other than a waiver, suspension, deferral, or reduction of fees or other amounts payable by members of the entity to the entity):
- i. an alteration or addition made to the constitution or rules by an order of a court:
- j. any matter if the modification to that matter has a material detrimental effect (direct or indirect) on the substantive rights or powers of any creditor or other person
- k. any other matter that is not listed in section 14, or that may be prescribed by regulations under the Act.

### Modifications must expire no later than 30 November 2020

A modification made under section 13 of the Act must have an express expiry date that is no later than 30 November 2020 although this date may be extended by Order in Council.

### Written record required under section 18(1)(a)

Section 18(1)(a) of the Act outlines what must be in the written record. A copy of the written record must also be sent to the Registrar.

The entity must keep a written record of —

- (i) the notice of the modification, and
- (ii) its reasons as to how the requirements of section 13 were satisfied in respect of the modification; and
- (iii) the reasons for the beliefs of the majority of its governing officers referred to in section 13(2)(c), 13(2)(e) and 13(2)(f).

You should also refer to the legislation: [COVID-19 Response \(Requirements For Entities—Modifications and Exemptions\) Act 2020](#)