

Company incorporation

The Companies Register API can be used to create a company, set up all details, and incorporate the company. Before you incorporate a New Zealand company with the Companies Office, you must reserve a company name. There are [fees](#) for reserving a name and incorporating a company.

1. RESERVE A COMPANY NAME

Step	Operation	Description
1	GET <code>/?company-name={name}&entity-type={entity-type}&usage=name-check</code>	<p>Before you reserve a company name check that the name you want to reserve is available and make sure it meets all our criteria for a suitable name.</p> <p>Valid values for the entity-type can be obtained from the company-entity-types or other-entity-types tables in a reference data lookup. You can use GET/reference-data/{tableName} to return the usable values.</p>
2	POST <code>/</code>	Create a new company record.
3	POST <code>/[{companyId}]/reserve-name</code>	Submit a name reservation request for the company.

All requests to reserve a name will need to undergo a manual review by Companies Office staff before the approved use is granted. See [here](#) for more details about name reservation.

Note: Once you've reserved a company name, you have 20 working days to complete the incorporation of your New Zealand company. This includes filing signed consent forms for all directors and shareholders.



2. REQUEST TO INCORPORATE THE COMPANY

Once you've reserved a company name you can begin your application to incorporate your company by adding details to the company record.

Operation

Description

PUT

`/[companyUuid]`

and

POST

`/[companyUuid]/contacts`

Company contact details You must provide contact details for the company, including addresses for the registered office, service and correspondence. You must also provide an email address. This is the address we send your company's certificate of incorporation and future correspondence to, for example, annual return reminders.

[Company addresses](#)

POST

`/[companyUuid]/tax-registration` and other operations

Tax registration You can choose to register for an Inland Revenue number, a Goods and services tax (GST) number, and register as an employer.

[Tax registration](#)

POST

`/[companyUuid]/directors` and other operations

Registering directors You must register all your company's directors. Each director must sign and return a consent form certifying they can, and agree to be a director.

[Who can be a director](#)

[Registering the appointment of a director](#)

PUT

`/[companyUuid]/shareholding`

Registering shares and shareholders You must register all shareholders in your company, and each shareholder must sign and return a consent form. You must also provide details of how many shares each shareholder owns.

[Registering a shareholder](#)

PUT

`/[companyUuid]`

Declaring an ultimate holding company (UHC) If your company is controlled by a UHC, you must tell us what type of company or entity the UHC is. You must also tell us its name, country of registration, registration number or code, if any, and registered office address.



[Ultimate holding companies](#)**PUT** `/{{companyUuid}}`

Annual return filing month Every company on the Companies Register must file an annual return. When you incorporate your company, you must select the month which your future annual returns will fall due. You can change your filing month after your company is incorporated.

POST `/{{companyUuid}}/constitution`

Providing a company constitution A constitution sets out the rights, powers and duties of your company, its board, directors and shareholders. When you incorporate as a limited company you can:

- Do so without a constitution
- Buy one from a third party and upload it as part of your application, or
- Prepare and upload a copy of your own constitution.

Note: Co-operative companies must incorporate with a constitution.

[Incorporating with a company constitution](#)

3. SUBMIT AND PAY FOR INCORPORATION

Operation**Description****POST** `/{{companyUuid}}/incorporate`

Submit the incorporation application for the new company.

See the fee payment section in the [Companies Register API documentation](#) for details on how fees are charged.



4. FILE DIRECTORS' AND SHAREHOLDERS' CONSENT FORMS

Once you've successfully submitted the application for incorporation, the Companies Office will send your user an email within a few minutes. Attached to the email are individual consent forms for each director and shareholder you're registering.

Each director or shareholder must sign and return their form to the Companies Office within 20 working days to avoid having their registration cancelled. See [here](#) for more detail on consent forms.

The consent forms can be sent back to us over the API and we [accept electronic signatures](#).

Step	Operation	Description
1	POST <code>/[companyUuid]/documents</code>	Upload a document.
2a	POST <code>/[companyUuid]/directors/{directorId}/document-associations</code>	Associate an uploaded consent document with a director.
2b	POST <code>/[companyUuid]/shareholder-allocations/{shareholderAllocationId}/document-associations</code>	Associate an uploaded consent document with a shareholder.

5. COMPLETE THE INCORPORATION PROCESS

Once the Companies Office has received all the directors' and shareholders' consent forms your application is complete.

We now manually review each consent form. The incorporation will not be registered until all consents have been approved. Upon approval of the final consent we will complete the incorporation process. This includes:

- The user is emailed a Certificate of Incorporation, and
- The company details become publicly available on the Companies Register.

