

## Company maintenance

The API can be used to maintain a company and file an [annual return](#). Changing company details such as contact address, director, shareholder information should be submitted prior to filing the annual return.

**Note:** The NZBN of an entity should be used in the companyUuid field for company maintenance requests.

A [three-legged OAuth token](#) must be generated and used in the API calls. The “user” is the person that has provided consent for an application to act on their behalf as part of the token generation process.

### CHECK USER AUTHORITY

The user or organisation the user belongs to must have authority of over the company before they can maintain details or file an annual return.

The NZBN API can be used to check the user has the appropriate authority to perform maintenance tasks.

Step	Operation	Description
1	<b>GET</b> /nzb/users	Use the NZBN API to GET details for the current user account, including userId.
2	<b>GET</b> /nzb/organisations	Use the NZBN API to GET details and organisationId of every organisation account where the user is a member or administrator.
3	<b>GET</b> /nzb/authorities?nzb={nzb}&organisation-id={organisationId}&user-id={userId}	Return details of authorities for the given NZBN/organisation/user combination in the request. No result is returned where the user has no suitable authority. Only use one of the parameters organisation-id or user-id, not both.



## CHECK COMPANY DETAILS

The user should review that the company details are up to date and either send updated details or declare that the company's details are correct when filing the annual return.

Operation	Description
<b>GET</b> <code>/{{companyUuid}}/</code>	Return details of the company with the given company identifier.
<b>GET</b> <code>/{{companyUuid}}/contacts</code>	View organisation contact details.
<b>GET</b> <code>/{{companyUuid}}/directors</code>	View director details for the given director id.
<b>GET</b> <code>/{{companyUuid}}/shareholding</code>	View shareholdings.

**Note:** There is no fee charged for maintaining details such as contacts, directors, and shareholdings.

## MAINTAIN DIRECTORS

The Companies API can be used to maintain director details of a company such as:

- Appointing a new director to the company. This will require a director consent form to be provided and subsequently approved by the Companies Office.
- Updating the details of an existing director such as address and other contact details.
- Advising that a director has ceased to hold office.

**Note:** Birth information such as date and place of birth is private information and is not available to update or view by the API.



## 1. Add a Director

Operation	Description
<b>GET</b> <code>/[companyUuid]/directors</code>	Find all directorship details against the company.
<b>POST</b> <code>/[companyUuid]/directors</code>	Add a new Director to an existing company using the company NZBN or companyUuid.
<b>POST</b> <code>/[companyUuid]/documents</code>	Upload signed consents for each director document-type=ConsentOfDirector and Optionally upload director consent support documents document-type=ConsentOfDirectorSupportDocument.
<b>POST</b> <code>/[companyUuid]/document-associations</code>	Associate previously uploaded consents (and supporting document if applicable) to each director.

The Director becomes "current" once the director consent has been approved by the Registrar of Companies.

## 2. Update a Director

Operation	Description
<b>GET</b> <code>/[companyUuid]/directors</code>	Find all directorship details against the company.
<b>PUT</b> <code>/[companyUuid]/directors/{directorId}</code>	Use NZBN and directorId to replace a specific director's details. Where directorId in the request URI is equal to the roleId of the director.



### 3. Cease or Withdraw a Director

Operation	Description
<b>GET</b> <code>/{{companyUuid}}/directors</code>	Find all directorship details against the company.
<b>DELETE</b> <code>/{{companyUuid}}/directors/{{directorId}}</code>	Use NZBN and directorId to cease a current or withdraw a pending director. Where directorId in the request URI is equal to the roleId of the director you wish to remove. There must be at least 1 other active director.



## MAINTAIN SHAREHOLDINGS

The Companies API can be used to register and maintain the [shares, shareholders and shareholdings](#) of a company.

**Note:** PUT requests must include all shareholdings and shareholder data, not just the data field you wish to update.

### 1. Increasing or decreasing shares

A company may decide to issue shares (increase the total) or acquire its own shares (decrease the total). This type of change must be notified to the Registrar of Companies within ten working days.

Operation	Description
<b>POST</b> <code>/[companyUuid]/documents</code>	Optionally upload Directors Certificate to support share increase, document-Type=DirectorCertificate.
<b>PUT</b> <code>/[companyUuid]/shareholding</code>	Increase or decrease shares. Add numberOfSharesChangeInfo to request along with increaseSpecific or decreaseSpecific details.

- On a share increase or decrease the total number of shares and total number of shares in shareAllocations must be equal unless absorbed as treasury stock.
- When increasing shares the date or terms of approval can be entered and, where applicable, a prior uploaded director's certificate can be referenced to support the share increase.
- When decreasing shares, you will need the number of shares purchased or acquired and the date of purchase, redemption, consolidation, or acquisition.



## 2. Adding, updating, or deleting a shareholder

The information required to support the change is dependent on the type of shareholder you are adding.

<b>Person</b>	The full name and residential address of a personShareholder needs to be supplied when adding. Name details of an existing personShareholder are read-only and cannot be updated.
<b>Registered New Zealand entity</b>	For organisationShareholder that are a body corporate registered in New Zealand all details are read only and cannot be updated. Only the NZBN number should be passed when adding as a shareholder.
<b>Other registered entity</b>	For shareholders classed as Other Entities ensure you have the full name and address (for example, an overseas registered company).
<b>Trusts as shareholders</b>	You cannot register an unincorporated trust, for example, a family trust. Instead you must register each trustee as holding shares jointly. Some legislation — for example, the Charitable Trusts Act 1957 and the Maori Land Act 1993 — does allow for an exception to this rule. In this case, seek legal advice before registering a new shareholder.

Operation	Description
<b>PUT</b> <code>/{{companyUuid}}/shareholding</code>	Add, update or delete a Shareholder.

## 3. Adding, removing, and managing share allocations

A company may decide to add, remove, or manage share allocations to reflect the number of shares a shareholder/s hold.

- A company must have at least one share.
- How the company's shares are held is reflected by share allocations. The shares have no monetary value.



- A company can have one or more share allocation/s and a share allocation can have one or more shareholders.
- If a share allocation has more than one shareholder the shares will be jointly owned by those shareholders.

Operation	Description
<b>PUT</b> <code>/[companyUuid]/shareholding</code>	Add, update or remove share allocations.
<b>POST</b> <code>/[companyUuid]/shareholding</code>	Associate previously uploaded document of type ConsentOfShareholder or ConsentOfShareholderSupportDocument to shareholder allocation.

## MAINTAIN OTHER COMPANY DETAILS

A range of information is held for each company on the Companies Register. You can change the following through this API:

- Company addresses such as the registered office address, address for service, address for communication, address for share register and address for records.
- Annual Return filing month
- Ultimate Holding Company details such as the name, country of registration, registration number or code and registered office address

**Note:** For updating Annual return filing month and Ultimate Holding Company see operations under Company incorporation.

### Updating contact details

Operation	Description
<b>GET</b> <code>/[companyUuid]/contacts</code>	Get contacts associated with a given company.



POST

/{companyUuid}/contacts

Add a new contact to the company.

DELETE

/{companyUuid}/contacts/{contactId}

Remove a company contact.

GET

/{companyUuid}/contacts/{contactId}

Get details of the given company contact.

PUT

/{companyUuid}/contacts/{contactId}

Replace details of a given company contact by its addressId, phoneContactId or emailAddressId.

## FILE ANNUAL RETURN

An [annual return](#) is a yearly update of publicly available information about a company on the Companies Register. Each company is designated a month for filing their annual return and must confirm or update information with the Companies Office each year to maintain its registration. If an annual return is not filed by the due date, the company risks being removed from the New Zealand Register of Companies. To remain on the register, information must be confirmed to be correct or updated when filing an annual return.

**Note:** Changing company details such as address, director and shareholder information should be submitted prior to filing the annual return and the user should be given the opportunity to review their details are correct before continuing to file.

A [fee](#) is applicable for filing an annual return. There is a lower fee for filing by API compared to filing in the Companies Register website. See the fee payment section in the [Companies Register API documentation](#) for details on how fees are charged.

### Operation

### Description

GET

/nzbn/authorities?nzbn={nzbn}&amp;organisation-id={organisationId}&amp;user-id={userId}

Use NZBN API to check whether the user or organisation account has sufficient authority to file. Use only one of the parameters organisation-id or user-id, not both.





## POST

/[companyUuid]/annual-returns

File annual return.

Add fileAnnualReturnForOrganisation to body of request for a user to file on behalf of a linked organisation account instead of using their individual user account.

The following conditions must be met for the annual return to be processed successfully:

- The User account, or Organisation account the user account is linked to, must have authority over the Company.
- The Company must be one of the following entity types:
  - NZ Limited (LTD)
  - NZ Unlimited (UNLTD)
  - NZ Cooperative (COOP)
- The company must have a status of registered (50).
- An annual return cannot have been filed for the company for the last 12 month period, inclusive of the current month.
- An annual return must be due. The annual return is available for filing on the first calendar day of the due month until filed. A company does not file an annual return in the calendar year of incorporation / registration.

The NZBN API GET/entities/{nzbn} operation may be used to track when a company last filed.

