NEW ZEALAND

LIMITED COMPANY

CLIENT GUIDE 2026

Company incorporation, international ownership, taxation and annual compliance

Professional company formation and ongoing corporate administration

BRIS GR LIMITED | 66 Paul Street, London EC2A 4NA, United Kingdom

general.info@bris-group.com | +44 207 206 2487 | +44 775 479 5814 | bris-group.com

New Zealand Limited Company at a Glance

A New Zealand company incorporated under the **Companies Act 1993** is a separate legal entity. The standard private business vehicle is a company with limited-liability shareholders, normally using a name ending in **Limited**.

Topic	Current legal / practical position
Shareholders	At least **1 shareholder**. Individuals and corporate shareholders can be used; foreign ownership is generally permitted.
Shares	At least **1 share**. The Companies Act does not impose a general minimum paid-up share-capital amount for an ordinary company.
Directors	At least **1 natural-person director**. At least one must live in New Zealand, or live in an enforcement country and also be a director of a qualifying company incorporated there.
Australia option	Australia is the practical enforcement-country alternative under the current regime; the Australian-resident director must also be a director of an Australian company meeting the statutory test.
Registered office	A New Zealand registered office and address for service must be provided.
Constitution	Optional. A company may operate without a constitution under the Companies Act.
Official name fee	NZD **10 + GST** (NZD 11.50 incl. GST).
Official incorporation fee	NZD **118.74 + GST** (NZD 136.55 incl. GST), including current levies.
Annual return fee	NZD **49.74 + GST** (NZD 57.20 incl. GST) through the Companies Register online service.
Corporate income tax	Most New Zealand companies pay **28%** income tax.

Tax Position for Foreign Owners

New Zealand is not a 0% foreign-source company jurisdiction

A company incorporated in New Zealand is a **New Zealand tax resident**. New Zealand residents are generally taxed on worldwide income. Therefore, having only foreign shareholders or foreign customers does **not** make the company's foreign trading profits exempt from New Zealand company tax.

Foreign tax credits and double tax agreements can relieve double taxation where the same foreign income is taxed overseas. New Zealand also has specific international rules for foreign investments and controlled foreign companies.

Key Benefits

• Well-established common-law jurisdiction with an electronic Companies Register.

• 100% foreign shareholding is generally possible.

• Low statutory incorporation and annual-return fees.

• One shareholder and one director can be sufficient, subject to the resident-director rule.

• No general statutory minimum capital for an ordinary private company.

• Constitution is optional.

• Company and tax registrations can be coordinated through the online incorporation process.

• Extensive double-tax treaty network and foreign-tax-credit framework.

Company Requirements

Topic	Current legal / practical position
Company name	Must be reserved before incorporation; a limited-liability company name must end in **Limited** or **Tapui Limited**.
Name reservation	Most online requests are processed during business hours within about 2 hours; reservation is valid for **20 working days**.
Shareholder consent	Every shareholder must consent to being a shareholder and to the shares allocated.
Director consent	Every director must consent in writing and certify they are not disqualified.
Director eligibility	Director must be a natural person aged **18 or over** and not otherwise disqualified.
Addresses	Registered office, address for service and correspondence/contact details are required.
Ultimate holding company	Incorporation application must provide ultimate holding company information where applicable.
Public register	Core company, shareholder and director information becomes available on the Companies Register, subject to statutory privacy protections.

Resident Director Requirement

The Companies Act requires at least one director who either **lives in New Zealand**, or lives in an enforcement country and is also a director of a company incorporated in that enforcement country under an equivalent law. This requirement is important for non-resident founders and should be resolved before incorporation.

Share Capital

The Act requires one or more shares but does not prescribe a general minimum monetary share capital for an ordinary company. Share number, class and issue terms should be selected to suit ownership, investment and governance needs.

Corporate Income Tax

Inland Revenue's current business tax-rate table sets the rate for **most companies at 28%**. A New Zealand-incorporated company is tax resident by incorporation and should generally expect New Zealand taxation of its worldwide taxable income, subject to the Income Tax Act, DTAs and specific exemptions/credits.

Foreign Income & Foreign Tax Credits

New Zealand tax residents generally pay tax on worldwide income. Where foreign tax is paid on the same income, a foreign tax credit may usually be available, limited broadly to the foreign tax paid, the New Zealand tax on the same income and any applicable DTA limit.

International Holding / CFC Rules

New Zealand has controlled foreign company rules. Broadly, active foreign business income of a qualifying CFC may fall within the active-business approach, while passive income can be attributed to New Zealand owners. This is a specialist regime and is **not** a blanket exemption for foreign income earned directly by a New Zealand company.

Dividends & Imputation

Most New Zealand resident companies maintain an **imputation credit account**, allowing company tax paid to be attached to dividends under the imputation system. Payments of dividends, interest and royalties to non-residents can be subject to non-resident withholding tax (NRWT), with treaty and domestic relief depending on the payment and recipient.

Non-Resident Withholding Tax

Where no treaty or special relief applies, Inland Revenue's current default table uses **30% for dividends** and **15% for interest and royalties**. DTA rates can be lower; for example, treaty dividend rates commonly vary according to ownership and treaty conditions.

GST

New Zealand GST is generally **15%**. Registration depends on the statutory turnover/activity rules; international and cross-border supplies can have special GST treatment and should be reviewed transaction by transaction.

Formation Process

1. Reserve company name **2.** Confirm shareholder/share structure **3.** Confirm qualifying resident director **4.** Provide NZ addresses **5.** Submit online incorporation **6.** File signed director/shareholder consents **7.** Receive Certificate of Incorporation **8.** Complete tax/banking setup

After the online application is submitted, the Companies Office issues individual consent forms. Signed director and shareholder consents must be returned within the 20-working-day incorporation window. Once the application and consents are approved, the Certificate of Incorporation is issued.

Typical Client Documents & Information

- Certified passport/identity evidence for shareholders, directors and beneficial owners.
- Recent residential address evidence.
- Proposed company name and business activities.
- Number/classes of shares and allocation to each shareholder.
- New Zealand registered office, service and correspondence addresses.
- Details and consent of the qualifying New Zealand/Australian resident director.
- For corporate shareholders: incorporation extract/certificate, constitutional records and ownership chain.
- Ultimate holding company information where applicable.
- Source-of-funds/source-of-wealth and business-purpose information for professional KYC and banking.
- Tax registration details, expected turnover and GST/employer information where relevant.

Annual Return

Annual Companies Register filing is mandatory

Every year the company must confirm its Companies Register information and pay the annual-return fee. This **is not the company's income tax return**. Failure to complete annual returns can ultimately lead to removal from the register.

Accounting & Tax Returns

A New Zealand company must maintain accounting and tax records sufficient to support its income tax, GST, payroll and other obligations. Most companies file an annual company income tax return and may need to pay provisional tax after their first year, depending on their tax position.

Financial Statements & Audit

An ordinary small private company does **not automatically have to file audited financial statements with the Companies Office**. Filing/audit obligations apply to specified large companies and Financial Markets Conduct reporting entities. Since September 2025, the large-company thresholds differ depending on overseas ownership.

Topic	Current legal / practical position
Foreign subsidiary threshold	A New Zealand company that is a subsidiary of an overseas body corporate is large if, broadly, assets exceed **NZD 22m** or revenue exceeds **NZD 11m** in each of the 2 preceding periods, or it has a large subsidiary.
25%+ overseas-owned threshold	A New Zealand company with at least 25% overseas voting ownership is large if, broadly, assets exceed **NZD 66m** or revenue exceeds **NZD 33m** in each of the 2 preceding periods, or it has a large subsidiary.
Large-company filing	Companies meeting the statutory large-company rules must file the required annual audited financial statements; FMC reporting entities have separate statutory reporting requirements.

Annual / Ongoing Compliance Checklist

- File Companies Register annual return and pay the current fee.
- Maintain at least one qualifying resident director.
- Keep registered office/address for service and company details current.
- Update directors, addresses, shares and constitution changes within statutory deadlines.
- Maintain shareholder, director, share and other company records.
- File annual company income tax return and pay income/provisional tax when due.
- Maintain imputation credit account where required.
- Register/file GST and payroll obligations where applicable.
- Review NRWT on dividends, interest and royalties paid to non-residents.
- Review foreign tax credits, DTA treatment and international tax rules.
- Assess large-company/audit filing thresholds annually, especially for foreign-owned companies.
- Maintain banking and AML/KYC records.

Why New Zealand Can Be Attractive

Topic	Current legal / practical position
International ownership	Foreign individuals and companies can generally own New Zealand companies.
Low registry cost	Official incorporation and annual-return fees are comparatively modest.
Simple structure	One shareholder and one director can be enough, subject to the resident-director rule.
No general minimum capital	Ordinary companies need shares, but no general minimum monetary capital is imposed.
Treaty network	DTAs and foreign-tax-credit rules can mitigate international double taxation.
Imputation system	Corporate tax paid can generate imputation credits for shareholder distributions.
Established legal system	Companies Act 1993, transparent public registry and common-law commercial framework.
Online administration	Name reservation, incorporation and annual-return administration are primarily electronic.

How BRIS Group Supports You

Structure & tax review - Assess New Zealand Limited company suitability, ownership, resident-director solution and international tax implications.

Company formation - Coordinate name reservation, incorporation application, shareholder/director consents and company registration.

Corporate shareholder documents - Coordinate overseas corporate records, ownership chain, resolutions and certification requirements.

Registered office / administration - Coordinate compliant New Zealand address and ongoing company-secretarial support through appropriate local providers.

Tax registration - Coordinate IRD, income tax, GST and employer registrations where applicable.

Accounting / compliance - Coordinate bookkeeping, annual company tax returns, GST/payroll and financial reporting.

International tax - Coordinate foreign-tax-credit, DTA, NRWT, imputation and cross-border structuring review.

Banking & annual maintenance - Prepare banking/KYC documentation and coordinate annual return and corporate changes.

Professional Fees & Quotations

Tailored quotation

This brochure is informational and is not a fee quotation. Current Companies Office fees are shown where officially verified. BRIS Group professional fees, New Zealand registered-office/director arrangements, accounting/tax, certifications, banking support and optional services are quoted separately.

Important Legal & Tax Notes

New Zealand is not an offshore 0% company jurisdiction. A company incorporated in New Zealand is a New Zealand tax resident and most companies are taxed at **28%**. Foreign ownership, foreign customers and keeping profits outside New Zealand do not by themselves create a foreign-source exemption. International relief instead comes principally through DTAs, foreign-tax credits and specific statutory regimes.

Official Sources Reviewed

New Zealand Companies Office / Companies Register: current incorporation guidance; name reservation; schedule of fees; annual-return guidance; financial-reporting requirements including the September 2025 large-company threshold changes.

New Zealand Legislation: Companies Act 1993, including incorporation requirements, shareholders, directors, resident-director requirement, constitution and company administration.

Inland Revenue (IRD): current business tax rates; company tax residence; international tax and DTA guidance; foreign tax credits; controlled foreign companies; imputation; non-resident withholding tax and 2026 NRWT guidance.

Correct BRIS tax positioning

The accurate message is: **New Zealand offers a reputable, straightforward company regime for international owners, but a New Zealand-incorporated company is generally taxed in New Zealand on worldwide taxable income at 28%.** It should not be promoted as a 0% foreign-source structure.

Information reviewed: August 2026. Resident-director arrangements, regulated activities, GST, audit/large-company thresholds, NRWT and DTA treatment should be confirmed for the client's actual ownership and business model before incorporation.

PREPARED BY BRIS GROUP

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Professional incorporation and corporate administration for international clients.