

GOVERNMENT OF ZAMBIA

STATUTORY INSTRUMENT NO. 29 OF 2005

The Companies Act
(Laws, Volume 21, Cap. 388)

The Companies (Fees) (Amendment) Regulations, 2005

IN EXERCISE of the powers contained in section *four hundred* of the Companies Act, the following Order is hereby made:

- | | |
|---|---|
| <p>1. These Regulations may be cited as the Companies (Fees) (Amendment) Regulations, 2005 and shall be read as one with the Companies (Fees) Regulations, 1998, in these Regulations referred to as the principal Regulations.</p> | <p>Title
S.I. No. 99 of 1998</p> |
| <p>2. The principal Regulations are amended by the revocation of the Schedule and the substitution therefor of the schedule set out in the Appendix to these Regulations.</p> | <p>Revocation and replacement of Schedule</p> |

APPENDIX
(Regulation 2)

SCHEDULE
(Regulation 2)

TABLE 1

FEES PAYABLE BY A COMPANY (OTHER THAN A FOREIGN COMPANY) UNDER THE ACT

PART 1

Companies Limited by Shares and Unlimited Companies

1. Registration of a Company:
- 2.5% of the nominal capital shall be paid as registration fees but in no case shall be nominal capital be less than:
- | | |
|--|---------------|
| (a) For a private company | 5,000,000 |
| (b) For a public company | 50,000,000 |
| (c) For a bureau de change | 250,000,000 |
| (d) For a financial institution or insurance company | 500,000,000 |
| (e) For a Bank | 1,000,000,000 |

2.	Registration fee of an increase in capital after the first registration of a company shall be 2.5% of every K200 or part thereof of the additional capital but in no case shall the nominal capital be less than:	
	(i) K5,000,000 in respect of Private Companies	
	(ii) K50,000,000 in respect of Public Companies	
3.	Certificate	<i>Fee Units</i>
	(i) Incorporation	167
	(ii) Share Capital	167
4.	Registration of Articles of Association:	
	(a) On incorporation	Nil
	(b) Adoption of new article pursuant to section 391:	
	(i) Registration	556
	(ii) Penalty	1,389
	(iii) Certificate of Incorporation	167
	(iv) Certificate of share capital	56
	(v) Sealing under the hand of the Registrar	56
	(c) Lodgment of amended Articles of Association under section 8	556
	(d) Lodgment of Articles of Association after incorporation of company	228
5.	Certificate under sections 15 and 18	167
6.	Registration of change of name and issue of certificate thereof	833
7.	Registration of any prospectus pursuant to section 126 of the Act	
8.	Registration of any document required to be registered on incorporation of a company	
	(a) Companies Form 5	56
	(b) Companies Form 11	56
9.	Alteration of registered particulars of Directors and secretary(is) and Resolution thereto	288
10.	Alteration in the registered office of the company	56
11.	Annual return together with Director's statement, balance sheet and certificate for a:	
	(i) Private company	222
	(ii) Public company	333
	(iii) Private Bank (Private)	2,778
	Public Bank (Public)	4,167
	(iv) Insurance Company	
	Private	2,222
	Public	2,778

	(v) Other financial institutions	
	Private	1,667
	Public	2,222
12.	Registration of a mortgage, debenture or other charge	1% of the amount borrowed but in no case shall the fees be less than 1,389
13.	Discharge of a mortgage and statement of satisfaction	833
14.	Copies of any deed or other document	
	(a) where prepared by an official	625
	(b) where prepared by the applicant	139
	(c) For any copy certificate issued	167
15.	Inspection of a document relating to company filed with the Registrar, including inspection of the Register in respect of a company	
16.	Name search or clearance:	
	(a) for the first three names applied for	56
	(b) any additional two names	28
	(c) reapplication where initial application has been rejected	28
	(d) appeal on rejected name(s)	83
17.	Collating documents and certification of every folio	56
18.	Registration and /or filling of any other forms not specifically mentioned	111
19.	Name reservation up to sixty days	278
20.	Late filing of any of the prescribing forms:	
	(a) For documents filed later than thirty days but not later than three months after the prescribed date	222
	(b) For documents filed later than three months, but not later than six months	417
	(c) For documents filed later than six months after the prescribed date	806
21.	For application for reduction of paid up capital	1,389
22.	For an application to restore a company which has been struck-off under section 362	5,556
23.	Handling fees for <i>Gazette</i> Notices	227
24.	Conversion of a company from one type to another	1,389
25.	Application under section 363 of the Act	
	If a Company	13,889
	If a Business name	2,778
26.	Sealing fee of certificate or documents under the hand of the Registrar	28

27. Upon coming into effect of this statutory instrument all companies whose authorised capital shall be below the prescribed minimum shall be required to convert to the minimum nominal capital as prescribed by this statutory instrument within six months from the date of the publication of this statutory instrument after which the relevant penalty for late filing will apply.
28. Purchase of Forms

TABLE 2

PART II
COMPANIES LIMITED BY GUARANTEE

	<i>Fee Units</i>
1. Registration of a Company Limited by Guarantee (but in no case shall the minimum amount guaranteed be less than K5,000,000)	944
2. Registration of Articles of Association— (i) on incorporation (ii) after incorporation	Nil 278
3. For application to dispense with the word "Limited" under section 39	1,389
4. Registration of change of name and issuance of certificate thereof	5,556
5. Registration of any document or the recording of any authorised document required to be registered or renewed or required to be delivered, sent or forwarded to the Registrar and not previously specified	56
6. Annual return and certificate inclusive	222
7. Registration of altered Articles of Association	278
8. Certified copy of Certificate of Incorporation	111
9. Sealing fee of any certificate or document under the hand of the registrar	28

TABLE 3

PART II
FEES PAYABLE IN THE CASE OF A FOREIGN COMPANY UNDER THE ACT

1. Registration of a certified copy of a charter, statute or memorandum and articles of association of a company or other instrument constituting or defining the constitution of the company (in English)	5,556
2. Registration of an alteration in any instrument stated above	833
3. Change of name	1,111
4. Registration of any document or making a record of any fact authorised to be delivered, sent, or forwarded to the Registrar and not previously specified	833

5.	Any certificate issued by the Registrar	833
6.	Inspection of any document relating to a foreign company filed with the register	278
7.	Inspection of entries in the Register kept by the Registrar relating to any foreign company, per folio	56
8.	Copies of any instrument:	
	(a) where prepared by an official, for every folio	250
	(b) where prepared by the applicant, for every folio	312
9.	Collating documents and certification for every folio or part thereof	139
10.	Cessation of business of a foreign company	1,667
11.	Sealing fee of any certificate or document under the hand of the Registrar	278

LUSAKA
11th March, 2005

D. K. A. PATEL,
*Minister of Commerce
Trade and Industry*

