

GOVERNMENT OF ZAMBIA

STATUTORY INSTRUMENT NO. 30 OF 2005

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

The Companies (Prescribed Forms) (Amendment) Regulations, 2005

IN EXERCISE of the powers contained in section four hundred of the Companies Act, the following Regulations are hereby made:

1. These Regulations may be cited as the Companies (Prescribed Forms) (Amendment) Regulations, 2005, and shall be read as one with the Companies (Prescribed Forms), Regulations, 1995, in these Regulations referred to as the principal Regulations.

Title

Cap. 388

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:

Revocation
and
replacement
of Schedule

Titles of Companies Forms

<i>Form No.</i>	<i>Form Title</i>
1.	Application for incorporation as a public company (Section 6).
2.	Application for Incorporation as private company limited by shares (Section 6).
3.	Application for Incorporation as a company Limited by guarantee (Section 6).
4.	Application for incorporation as an unlimited company (Section 6).
5.	Declaration of consent to act as directors or secretary (Section 6).
6.	Certificate of incorporation as a public company (Section 6)
7.	Certificate of incorporation of a private company limited by shares (Section 10).
8.	Certificate of incorporation of company limited by guarantee (Section 10).

9. Certificate of incorporation of an unlimited company (Section 10).
10. Certificate of share capital (Section 10).
11. Declaration of compliance (Section 9).
12. Declaration of compliance with minimum capital requirements for a public company section 15).
13. Certificate of minimum capital (Section 15).
14. Application for conversion of company (Section 35).
15. Replacement certificate of incorporation for a company converted to a public company Section 36).
16. Replacement certificate of incorporation for a company converted to a public company limited by shares (Section 36).
17. Replacement certificate of incorporation converted to a company limited by guarantee (Section 36).
18. Replacement certificate of incorporation converted to an unlimited company (Section 36).
19. Application for reservation of name (Section 38).
20. Notice of reservation of name (Section 38)
21. Application for change of company name (Section 40)
22. Replacement certificate of incorporation for change of name of a public company (Section 40)
23. Replacement certificate of incorporation for change of name of private company limited by shares (Section 40).
24. Replacement certificate of incorporation for change of name of a company limited by guarantee (Section 40).
25. Replacement certificate of incorporation for change of name of an unlimited company (Section 40).
26. Notice of change of financial year of a company (Section 42)
27. Form of transfer of fully-paid shares in a company limited by shares (Section 57).
28. Return of allotment of shares (Section 63).
29. Notice of alteration in capital (Section 74).
30. Replacement certificate of share capital (Section 74 and 79).
31. Particulars of charge or mortgage (Section 99).
32. Particulars of a mortgage or charge subject of which property has been acquired (Section 99).
33. Particulars of series of debentures where property is charged (Section 99).
34. Particulars of an issue of debenture in a series (Section 97).
35. Memorandum of satisfaction / discharge and release from mortgage or charges (Section 102).

36. Notice of variation in a mortgage or charge (Section 103).
37. Notice of Entry into possession as Mortgagee (Section 104).
38. Notice that Mortgage has gone out of possession (Section 104).
39. Notice of Appointment of Receiver or Receiver and Manager (Section 109).
40. Notice of Address of Receiver or Receiver and Manager (Section 109).
41. Notice of Ceasing to Act as Receiver or Receiver and Manager (Section 109).
42. Annual Return of a Company Limited by Shares (Section 184).
43. Notice of Change of Situation of Registered Office or Registered Postal Address (Section 190).
44. Notice of Change of Situation of Registered Records Office (Section 191).
45. Notice of Changes in Directors or Secretaries (Section 226).
46. Application for Registered as a foreign Company. Statement of Particulars of a Foreign Company (Section 245)
47. Notice of Alteration of the Registered Instrument Constituting or defining the Constitution of Foreign company (Section 247).
48. Notice of Alteration of the Registered particulars of a Foreign Company (Section 247).
49. Notice of Winding-Up or Dissolution of a Foreign Company in Country of Incorporation (Section).
50. Notice of Cessation of Business of Foreign Company in Zambia (Section 258).
51. Return of Final Winding- Up Meeting (Section 324).
52. Companies form Lodgement Schedule.
53. Certificate of Compliance of a Private Company (Section 188)
54. Notice of Persons Ceasing to be Members of a Company Limited by Guarantee (Section 19).
55. Declaration of Compliance with Minimum Capital Requirements for a Public Company (Section 18).
56. Certificate of Minimum Capital (Section 18).
57. Notice Of Ceasing to Act as Liquidator (section 337)
58. Annual Return of a Company Limited by Guarantee (Section 184)

59. Notice of Appointment of Liquidator (Section 337.)
60. Foreign Companies (Statement in the Form of Balance Sheet) (Section 251(1)).
61. Processing Schedule.
62. Notice of Person Becoming Members of a Company Limited by Guarantee (Section 19(3)(a)).
63. Replacement Certificate of Incorporation for a Company Limited by Guarantee (Section 39) (Dropping word "Limited" in its name).
64. Certificate of Status of Business/Business Person.

APPENDIX

(Regulations 2)

SCHEDULE
(Regulations 2)

Companies Form 1

Application for Incorporation as a Public Company
(Section 6)

NOTE: A Public company must have share capital (section 14). It has the capacity to enter any business, unless restricted by its articles (section 22). However, it is bound by its acts even if they are contrary to restrictions in its articles (sections 23 and 24). If it is wound up and its assets are insufficient to cover its liability, the liability of its shareholders is limited to the amount left unpaid on their shares (Sections 265 and 266).

(1) Name of company:.....PLC

(2) General nature of business:

(a) Principal business:.....

(b) Other business:.....

(3) *The articles do not restrict the business that the company may conduct.

or

*The articles do restrict the business that the company may conduct as follows:

(4) Physical situation of regisretred office:.....

(5) Postal address of the company:.....

(6) Nominal Capital:

K, US\$,£.....

Divided into.....shares of K.....each share.

(7)*The articles place no limit on the number of shareholders of the company.

or

*The articles limit the number of shareholders to.....

(8) Date of beginning of second financial year (if not anniversary of date of incorporation):

*Delete whichever is not applicable

(9) Particulars of first directors:

Present forenames and surnames	Former forenames or surnames if any	Nationality and NRC No. or Passport No.	Residential and Postal address	Occupation, and other bodies corporate in which directorship is held

(10) Particulars of first secretary of company

(a) (If an individual):

Present forenames and surnames	Former forenames or surnames if any	Nationality and NRC No. or Passport No.	Residential and Postal address	Occupation, and other bodies corporate in which secretaryship is held

(b) (If an a body corporate):

Name of Body corporate	Registered officer of body corporate	Registered postal address	Name of any other body corporate in which secretaryship is held	Address of principal office, if different from registered office

Note: Where all the partners in a firm are joint secretaries, the name and address of the principal officer of the firm (and, if that address is outside Zambia, the address of the principal officer of the firm in Zambia) may be given, instead of the particulars of each partner.

Where the Secretary is a body corporate the name of the body corporate and its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given.

We, the several persons whose names and addresses are subscribed, wish to be formed into a PRIVATE COMPANY in pursuance of this application, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Forenames and Surnames	Nationality and NRC number or Passport number	Residential address	Postal address	No. and class of shares to be taken		Signature of subscriber
				Ordinary	Preference	
	©					

Dated the day of 20.....

Witness to the above signatures:

..... <i>Name</i> <i>Address</i> <i>Occupation</i> <i>Signature</i>
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Name and address of individual lodging the application:

.....

Capacity under which lodging application:

.....

Application for Incorporation as a Private Company Limited by Shares
(Section 6)

Note: This application is for a private company with share capital (section 17). It may not have more than 50 shareholders (section 16). It has the capacity to enter any business, unless restricted by its articles (section 22). However, it is bound by its acts even if they are contrary to restrictions in its articles (sections 23 and 24). The articles may restrict the right to transfer shares. It is prohibited from making any invitation to the public to purchase its shares or debentures (section 122). If it is wound up and its assets are insufficient to cover its liability, the liability of its shareholders is limited to the amount left unpaid on their shares (section 265 and 266).

(1) Name of company:.....Limited

(2) General nature of business:

(a) Principal business:.....

(b) Other business:.....

(3) *The articles do not restrict the business that the company may conduct.

OR

*The articles restrict the business that the company may conduct as follows:

(4) Physical situation of registered office:.....

(5) Postal address of the company:.....

(6) Nominal Capital:

K, (US\$,£).....

divided into.....shares of K.....each share.

(7) The articles limit the number of shareholders to.....

(8) Date of beginning of second financial year (if not anniversary of date of incorporation):

.....

*Delete whichever is not applicable

(9) Particulars of first directors:

Present forenames and surnames	Former Forenames or surnames	Nationality and NRC No. or passport No.	Residential and Postal address	Occupation, and other bodies corporate in which directorship is held

(10) Particulars of first secretary of company

(a) (if an individual):

Present Forenames and Surnames	Former Forenames or Surnames	Nationality and NRC. No. or Passport No.	Residential and Postal Address	Occupation, any other secretaryship held

(b) (if body corporate):

Name of body Corporate	Registered office of body Corporate	Registered Postal Address	Name of any other body Corporate in which a secretaryship is held	Address of Principal office, if different from registered office

NOTE: Where all partners in a firm are joint secretaries, the name and address of the principle office of the firm (and, if that address is outside Zambia, the address of the principal office of the firm in Zambia) may be given instead of the particulars of each partner.

Where the Secretary if a body corporate name and its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given.

**APPLICATION FOR INCORPORATION AS A COMPANY LIMITED
BY GUARANTEE
(Section 6)**

NOTE: A Company Limited by guarantee does not have share capital. It must not carry on business for the purpose of making profits for its members or for anyone concerned in its promotion or management (section 19). It may not have more than 50 members (section 16). It is prohibited from making any invitation to the public to purchase its debentures (section 122). It has the capacity to enter into any activity, unless restricted by its articles (section 22). However, it is bound by its acts even if they are contrary to restrictions in its articles (sections 23 and 24). Each member must sign a declaration of guarantee, specifying the amount that he undertakes to contribute if the company is wound up. If it is wound up and its assets are insufficient to cover its liabilities, the liability of its members is limited to the amount so guaranteed (sections 265 and 266).

(1) Name of company: Limited

(2) General nature of activities:

(a) Principal activities:.....

.....

(b) Other activities:.....

.....

(3) *The articles do not restrict the activities that the company may conduct

OR

* The articles restrict the activities that the company may conduct as follows:

.....

(4) Physical Situation of registered office:.....

.....

(5) Postal Address of the company:.....

(6) Total amount guaranteed by subscribers:

K (US\$,£).....

(7) The articles limit the number of members to.....

(8) Date of beginning of second financial year (if not anniversary of date of incorporation):

.....

* Delete whichever is not applicable

(9) Particulars of first directors:

Present Forenames and Surnames	Former Forenames or Surnames	Nationality and NRC No. or Passport No.	Residential and Postal Address	Occupation, and other bodies corporate in which directorship is held

(10) Particulars of first secretary of company

(a) (if an individual):

Present Forenames and Surnames	Former Forenames or Surnames	Nationality and NRC No. or Passport No.	Residential and Postal Address	Occupation, any other secretaryship held

(b) (if body corporate):

Name of body Corporate	Registered office of body Corporate	Registered Postal Address	Name of any other body Corporate in which a secretaryship is held	Address of Principal office, if different from registered office

NOTE: Where all partners in a firm are joint secretaries, the name and address of the principal office of the firm (and, if that address is outside Zambia, the address of the principal office of the firm in Zambia) may be given instead of the particulars of each partner.

Where the Secretary is a body corporate name and its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given.

APPLICATION FOR INCORPORATION AS AN UNLIMITED COMPANY
(Section 6)

NOTE: An unlimited company is a private company with share capital (sections 13 and 20). It may not have more than 50 shareholders (section 16). It has the capacity to enter business, unless restricted by its articles (section 22). However, it is bound by its acts even if they are contrary to restrictions in its articles (section 23 and 24). The articles may restrict the right to transfer shares. It is prohibited from making any invitation to the public to purchase its shares or debentures (section 122). If it is wound up and its assets are insufficient to cover its liabilities, the liability of its shareholders to contribute to the discharge of those liabilities is unlimited (sections 20 and 265).

(1) Name of company: Limited

(2) General nature of business:

(a) Principal business:.....

.....

(b) Other business:.....

.....

(3) *The articles do not restrict the business that the company may conduct

OR

* The articles restrict the business that the company may conduct as follows:

.....

(4) Physical Situation of registered office:.....

.....

(5) Postal Address of the company:.....

.....

(6) Nominal capital:

K (US\$, £).....

Divided into..... shares of K..... each share

(7) The articles limit the number of members to.....

(8) Date of beginning of second financial year (if not anniversary of date of incorporation):

.....

* Delete whichever is not applicable

(9) Particulars of first directors:

Present Forenames and Surnames	Former Forenames or Surnames	Nationality and NRC No. or Passport No.	Residential and Postal Address	Occupation, and other bodies corporate in which directorship is held

(10) Particulars of first secretary of company

(a) (if an individual):

Present Forenames and Surnames	Former Forenames or Surnames	Nationality and NRC. No.	Residential and Postal Address	Occupation, any other secretaryship held

(b) (if body corporate):

Name of body Corporate	Registered office of body Corporate	Registered Postal Address	Name of any other body Corporate in which a secretaryship is held	Address of Principal office, if different from registered office

NOTE: Where all partners in a firm are joint secretaries, the name and address of the principal office of the firm (and, if that address is outside Zambia, the address of the principal office of the firm in Zambia) may be given instead of the particulars of each partner.

Where the Secretary if a body corporate name and its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given.

We, the several persons whose names and addresses are subscribed, wish to be formed into an **UNLIMITED COMPANY** in pursuance of this application, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Forenames and surname	Nationality and NRC No. or Passport No.	Residential Address	Postal Address	No. and class of shares to be taken		Signature of subscriber
				Ordinary	Preference	

Dated the..... day of 20.....

Witness to the above signatures:

.....
<i>Name</i>	<i>Address</i>	<i>Occupation</i>	<i>Signature</i>

Name and address of individual lodging the application:

.....

Capacity under which lodging application:

.....

Companies Form 5

DECLARATION OF CONSENT TO ACT AS DIRECTOR OR SECRETARY

(Section 6)

Company Registration No.

TO: THE REGISTRAR OF COMPANIES

*I/*We, the undersigned, hereby testify *my/*our consent to act as director or secretary to the proposed company

.....
(Company Name)

Pursuant to section 6(1) (c).

Forenames & Surnames	Residential & Postal address	Description	Signature

Dated this Day of 20....

Witness to above Signatures:

Name	Address	Occupation	Signature
.....

NOTE: If a director or secretary signed by his agent authorised in writing, the authority must be produced and a copy filed, together with statutory declaration executed by the agent that he/she is authorised to sign the consent to act as a director.

Companies Form 6

CERTIFICATE OF INCORPORATION OF A PUBLIC COMPANY
(Section 10)

Company Registration No.

This is to certify that.....

.....PLC (company name)

is on and from theday of..... 20.....

incorporated as a public company.

Given under my hand and seal at Lusaka, Zambia, this

day of 20.....

.....
Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed. Further, the issuance of the Certificate of Incorporation does not entitle the company to commence business unless and until Section 15 is fully satisfied)

Companies Form 7

**CERTIFICATE OF INCORPORATION OF A PRIVATE COMPANY
LIMITED BY SHARES**
(Section 10)

Company Registration No.

This is to certify that.....

.....limited (company name)

is on and from theday of..... 20.....

incorporated as a private company limited by shares.

Given under my hand and seal at Lusaka, Zambia, this

day of 20.....

.....
Registrar of Companies

(Note that this certificate is not valid unless the official seal of the Registrar of Companies has been affixed. Further, the issuance of this certificate does not entitle the company to commence business until Section 18 on minimum capital requirements for a private company is satisfied)

Companies Form 8

**CERTIFICATE OF INCORPORATION OF A COMPANY
LIMITED BY GUARANTEE
(Section 10)**

Company Registration No.

This is to certify that.....

.....limited (company name)

is on and from theday of..... 20.....

incorporated as a company limited by guarantee.

Given under my hand and seal at Lusaka, Zambia, this

day of 20.....

.....
Registrar of Companies

(Note that this certificate is not valid unless the official seal of the Registrar of Companies has been affixed).

Companies Form 9

**CERTIFICATE OF INCORPORATION OF
AN UNLIMITED COMPANY**
(Section 10)

Company Registration No.

This is to certify that.....

..... (company name)

is on and from theday of..... 20.....

incorporated as an unlimited company.

Given under my hand and seal at Lusaka, Zambia, this

day of 20.....

.....

Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed. Further, unlimited company is not entitle to operate until a certificate under section 18 is issued that minimum capital requirements are satisfied).

Companies Form 10

CERTIFICATE OF SHARE CAPITAL
(Section 10)

Company Registration No.

This is to certify that

.....(company name)

has the nominal capital of

k+.....

divided into:*..... share of K..... each.

..... share of K..... each.

..... share of K..... each.

Given under my hand and seal at Lusaka, Zambia, this

day of 20.....

.....
Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed).

*Specify whether ordinary or preferential shares
+Where other currency is used state the currency

DECLARATION OF COMPLIANCE
(Section 9)

Company Registration No.

To: THE REGISTRAR OF COMPANIES

I,.....

of.....

.....

Residential Address

do solemnly and sincerely declare that I am: *a legal practitioner engaged in the formation of the company, a first director named in the application for the incorporation or the first secretary named in the application for incorporation

of.....

.....

Name of Company

and that all the requirements of the Companies Act, CAP 388 in respect of matters precedent to the incorporation of the Company and incidental hereto have been complied with. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act, 1835, of the United Kingdom.

Declared at

the day of..... 20.....

Before me,

.....

Commissioner for oaths, or Notary Public

*Delete whichever is not applicable

Companies Form 12

DECLARATION OF COMPLIANCE WITH MINIMUM CAPITAL REQUIREMENTS FOR A PUBLIC COMPANY

(Section 15)

Company Registration No.

To: THE REGISTRAR OF COMPANIES

I,.....

of.....

being *the secretary/* a director of the company.....

.....PLC

(Name of Company)

do solemnly and sincerely declare:

- (1) That the company has not transacted any business, exercised any borrowing powers or incurred any indebtedness, except for a purpose incidental to its incorporation or the obtaining of subscriptions to or payment for shares;
(2) That the minimum amount fixed which the company may proceed to transact business is

K.....
(being not less than the minimum provided under the Act);

- (3) That the nominal value of share capital of the company allotted is

K.....
(being not less than the minimum provided under the Act);

- (4) That the amount paid upon the allotted share capital of the company (whether paid in cash or otherwise) is

K.....
(being not less than the minimum provided under the Act);

- (5) That the amount or estimated amount, of the preliminary expenses that have been paid or are payable is

K.....

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835, of the United Kingdom.

Declared at

theday of..... 20.....

Before me,

.....
Commissioner for oaths, or Notary Public

*Delete whatever is not applicable

CERTIFICATE OF MINIMUM CAPITAL

(Section 15)

Company Registration No.

This is to certify that.....

.....PLC (full name of company)

satisfies the requirements of section 15 of the Companies Act and is entitled to commence business as a public company.

Given under my hand and seal at Lusaka, Zambia, this

.....day of 20.....

.....

Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed.)

Companies Form 14

APPLICATION FOR CONVERSION OF COMPANY
(Section 36)

Company Registration No.

Company Name:.....

The above named company, having satisfied the requirements of section*..... hereby applies to the Registrar for conversion of the company in accordance with the resolution or agreement of the company.

.....

Name and signature of Secretary of the Company

*Enter number of the appropriate conversion section of the Companies Act (sections 30-35).

Note: This form must be accompanied by the documents referred to in subsection 36(4) of the Companies Act, CAP 388.

Companies Form 15

**REPLACEMENT CERTIFICATE OF INCORPORATION FOR A
COMPANY CONVERTED TO
A PUBLIC COMPANY**

(Section 36)

Company Registration No.....

This is to certify that.....

.....(company name)

having been:

* a private company limited by shares

* a company limited by guarantee

* an unlimited company

incorporated on the day of 20....

is on and from day of 20....

converted to a public company in accordance with a special resolution passed on

the of 20.....

Given under my hand and seal in Lusaka, Zambia, this.....day

of 20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note that this certificate is not valid unless the official seal of the Registrar of Companies has been affixed)

Companies Form 16

REPLACEMENT CERTIFICATE OF INCORPORATION FOR A
COMPANY CONVERTED TO A PRIVATE
COMPANY LIMITED BY SHARES
(Section 36)

Company Registration No.....

This is to certify that.....

.....(company name)

having been:

- * a public company
- * a company limited by guarantee
- * an unlimited company

incorporated on theday of.....20.....is on and
from.....day of.....20..... converted to a private
company limited by shares in accordance with a special resolution passed on
the.....of.....20.....

Given under my hand and seal in Lusaka, Zambia, this.....day
of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)

Companies Form 17

**REPLACEMENT CERTIFICATE OF INCORPORATION FOR A
COMPANY CONVERTED TO A COMPANY LIMITED BY
GUARANTEE
(Section 36)**

Company Registration No.....

This is to certify that.....

.....(company name)

having been:

- * a public company
- * a company limited by shares
- * an unlimited company

incorporated on theday of.....20.....is on and
from.....day of.....20.... converted to a company
limited by guarantee in accordance with a special resolution passed on
the.....of.....20.....

Given under my hand and seal in Lusaka, Zambia, this.....day
of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

**(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)**

Companies Form 18

REPLACEMENT CERTIFICATE OF INCORPORATION FOR A
COMPANY CONVERTED TO AN UNLIMITED COMPANY
(Section 36)

Company Registration No.....

This is to certify that.....

.....(company name)

having been:

- * a public company
- * a company limited by shares
- * a company limited by guarantee

incorporated on theday of.....20..... is on

and from the.....day of.....20.....

converted to an unlimited company in accordance with a special resolution passed

on the..... day of.....20.....

Given under my hand and seal in Lusaka, Zambia, this.....

day of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)

Companies Form 19

APPLICATION FOR RESERVATION OF NAME*(Section 38)*

REF:.....

DATE:.....

The persons specified below, proposing to form a company, hereby request that the

name:.....

.....

.....

be reserved by Registrar for that purpose.

Details of applicants:

Corporate Name or Forenames and Surname	If Corporate Address/Registered Office	Postal Address/Registered Postal Address	Signature (of Secretary in case of a body corporate)

NB: This application is only valid upon payment of reservation fee.

Companies Form 20

NOTICE OF RESERVATION OF NAME

(Section 38)

To:.....(name of applicant)
The name.....
is available for registration of a company under Companies Act, and is reserved for
the applicant for a period of 3 months from the date of this notice.

Dated this.....day of.....20.....

.....
Registrar of Companies

NB: This is only valid where a reservation fee has been paid.

Companies Form 21

APPLICATION FOR CHANGE OF COMPANY NAME
(Section 40)

Company Registration No.

Company Name:.....

The above-named company hereby notifies the Registrar that it intends to change

its name to:.....

.....

.....

for the following reasons:.....

.....

.....

and requests the Registrar to consider whether the proposed name is available for registration.

Address for notice:.....

.....

Name:.....

Signature:.....

Date:.....

Companies Form 22

REPLACEMENT CERTIFICATE OF INCORPORATION FOR
CHANGE OF NAME OF A PUBLIC COMPANY

(Section 40)

Company Registration No.

This is to certify that..... is

(Company Name)

a public company and was incorporated on the.....day
of.....20.....having been known before
the.....day of.....20.....by the name:

Given under my hand and seal at Lusaka, Zambia, this.....day
of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)

Companies Form 23

REPLACEMENT CERTIFICATE OF INCORPORATION FOR
CHANGE OF NAME OF A PRIVATE COMPANY
LIMITED BY SHARES

(Section 40)

Company Registration No.....

This is to certify that..... is

(Company Name)

a private company and was incorporated on the.....day

of.....20.....having been known before

the.....day of.....20.....by the name:

.....

Given under my hand and seal in Lusaka, Zambia, this.....day

of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)

Companies Form 24

REPLACEMENT CERTIFICATE OF INCORPORATION FOR
CHANGE OF NAME OF A COMPANY LIMITED BY GUARANTEE

(Section 40)

Company Registration No.....

This is to certify that..... is

(Company Name)

a company limited by guarantee and was incorporated on the.....day
of.....20.....having been known before
the.....day of.....20.....by the name:
.....

Given under my hand and seal at Lusaka, Zambia, this.....day
of.....20.....

.....
Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of
Companies has been affixed)

Companies Form 25

REPLACEMENT CERTIFICATE OF INCORPORATION FOR CHANGE OF NAME OF AN UNLIMITED COMPANY

(Section 40)

Company Registration No.....

This is to certify that..... is

(Company Name)

an unlimited company and was incorporated on the.....day of.....20.....having been known before the.....day of.....20.....by the name:

Given under my hand and seal at Lusaka, Zambia, this.....day of.....20.....

..... Registrar of Companies

*Delete whichever is not applicable

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed)

Companies Form 26

NOTICE OF CHANGE OF FINANCIAL YEAR OF A COMPANY
(Section 42)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES**

Name of Company.....

Notice is hereby given that the above-mentioned company intends to change its financial year by changing the accounting date that would have fallen

on.....day of.....20.....

to.....day of.....20.....

Notice of the change has been sent to each registered member and to the auditors of the company.

Date.....

Name and Signature of Secretary

Companies Form 27

FORM OF TRANSFER OF FULLY-PAID SHARES IN A COMPANY LIMITED BY SHARES (Section 57 and 58)

Company Registration No.....

I, (full name, address and occupation of transferor)

in consideration of.....

hereby transfer to..... (full name, address and occupation of transferor)

.....fully paid..... (number of shares) (class of shares)

shares, numbered.....to.....(inclusive) (distinguishing numbers of shares if any)

in..... (name of company)

..... Signature of transferor

(If the transfer is not made by the registered holder of a share, the name(s) and capacity (e.g. Executor) of the person making the transfer should also be stated)

ACKNOWLEDGEMENT BY THE TRANSFEREE

I, the saidhereby acknowledge the transfer.

..... Signature of transferee

* Distinguish whether ordinary preference, etc. ** Where shares are fully paid up none of those shares need thereafter have a distinguishing number.

Companies Form 28

RETURN OF ALLOTMENT OF SHARES
(Section 63)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Name of Company:.....

The shares referred to in this return were allotted:

*on the.....day of.....20.....

*from the.....day of.....20.....

*to the.....day of.....20.....

*delete whichever is not applicable - if the return covers only allotments made on one date, the first applies, if it covers allotments made on several dates, the second applies, and the dates of the first and last allotments covered should be entered.

Number of the.....shares allotted payable in cash:.....

Number of the.....shares allotted payable in cash:.....

Nominal amount of the.....share allotted:.....

Nominal amount of the.....shares allotted:.....

Amount due and payable on each such share:.....

Nominal amount of shares so allotted:.....

Amount to be treated as paid on each such share:.....

The consideration for which the shares have been allotted is as follows:

.....
.....
.....
.....

Distinguished between ordinary, preference, etc.

NOTICE OF ALTERATION IN CAPITAL
(Section 74)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in respect of.....
(Name of company)

that by a.....Resolution of the Company

passed on the.....20.....the nominal capital
of the company has been varied, as permitted by section 74 of the Companies Act, as
follows:

.....
.....
.....
.....

and that the capital of the company now stands as follows:

a nominal share capital of K(US\$, £).....

divided into:..... *shares of K.....each

..... *shares of K.....each

..... *shares of K.....each

Date.....

Signature.....
Secretary/Director

Applicants Address:.....

.....
.....

*Indicate whether ordinary, preference, etc.

Companies Form 30

REPLACEMENT CERTIFICATE OF SHARE CAPITAL
(Sections 74 and 79)

Company Registration No.....

This is to certify that.....
.....(name of company)

has the nominal share capital of K.....

divided into:.....shares of K.....each
.....shares of K.....each
..... shares of K.....each

having varied its nominal share capital from a nominal share capital of K.....

divided into:.....*shares of K.....each
.....shares of K.....each
..... shares of K.....each

Given under my hand and seal in Lusaka, Zambia, thisday
of.....20.....

.....
Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed)

*Indicate whether ordinary, preference, etc.

PARTICULARS OF CHANGE OR MORTGAGE
(Section 99)

Company Registration No.....

Name of Company:.....

Registered Office:.....

Presented by:.....

Address of Presenter:.....

Date and description of instrument creating or evidencing the mortgage:

.....
.....
.....

Amount secured by the mortgage or charge.....

Short particulars of all the property mortgage:

.....
.....

Name(s) address (es) and description(s) of the mortgagee(s) or chargee(s) or the person(s) entitled to the mortgage or charge:

.....
.....

Particulars of any commission, allowance or discount:

.....
.....

Signature of person delivering particulars:.....

Position in relation to company, if any.....

Date:.....

Note: A copy of the instrument, if any, creating the mortgage or charge, certified to be a true and complete copy of the original instrument, must be delivered to the Registrar with these particulars, unless the mortgage or charge is registered under some other Act, in which case particulars of the instrument sufficient to identify it should be given.

Companies Form 32

**PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT TO WHICH
PROPERTY HAS BEEN ACQUIRED**

(Section 99)

Company Registration No.....

Name of Company:.....

Registered Office:.....

Presented by:.....

Address of Presenter:.....

Date and description of instrument creating or evidencing the mortgage:
.....
.....

Amount secured by the mortgage or charge:.....

Date of acquisition of the property:.....

Short particulars of all the property mortgaged:
.....
.....

Name(s) address(es) and description(s) of the mortgagee(s) or chargee(s) or the
person(s) entitled to the mortgage or charge:
.....
.....

Signature of person delivering particulars:.....

Position in relation to company, if any.....

Date:.....

Note: A copy of the instrument, if any, creating the mortgage or charge, certified to be a true and complete copy of the original instrument, must be delivered to the Registrar with these particulars, unless the mortgage or charge is registered under some other Act, in which case particulars of the instrument sufficient to identify it should be given.

PARTICULARS OF SERIES OF DEBENTURES WHERE PROPERTY IS CHARGED
(Section 99)

Company Registration No.....

Name of Company:.....

Registered Office:.....

Particulars of the series of debentures:

.....
.....
.....

Total amount secured by the series or debentures:.....

Date(s) of resolution(s).....

Authorising issue of series:.....

Date of document (if any) by which the charge is created or defined:.....

Short particulars of all the property charged:

.....
.....
.....

Date and amount of present issue (if any) of debentures of the series.....

Names, addresses and descriptions of the trustees (if any) for the debenture-holders

.....
.....

Signature of person delivering particulars:.....

Date:.....

NOTE: 1. If the debentures contain or given a charge by reference to some other instrument, the date of that instrument should be given. If there is no such instrument, the date be given of the first execution of any debenture of the series.

2. This form should be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of the date and amount of each issue subsequent to the first should be given to the Registrar in Form 34.

3. A copy of the instrument, if any, creating or containing the charge, certified to be a true and complete copy of the original instrument, must be delivered to the Registrar with these particulars. If there is no such instrument, a certified copy of one of the debentures of the series must be delivered.

PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES
(Section 97)

Company Registration No.....

Name of Company:.....

Registered Office:.....

Particulars of the series of debentures:

.....
.....
.....

Total amount secured by the series or debentures:.....

Date and amount of present issue of debentures of the series.....

Signature of person delivering particulars:.....

Position in relation to company, if any.....

Date:.....

Note: For the registration of particulars of the whole series, Form No. 36 should be used.

Companies Form 28

RETURN OF ALLOTMENT OF SHARES

(Section 63)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Name of Company:.....

The shares referred to in this return were allotted:

*on the.....day of.....20.....

*from the.....day of.....20.....

*to the.....day of.....20.....

*delete whichever is not applicable-if the return covers only allotments made on one date, the first applies, if it covers allotments made on several dates, the second applies, and the dates of the first and last allotments covered should be entered.

Number of the.....shares allotted payable in cash:.....

Number of the.....shares allotted payable in cash:.....

Nominal amount of the.....shares allotted:.....

Nominal amount of the.....shares allotted:.....

Amount due and payable on each such share:.....

Nominal amount of shares so allotted:.....

Amount to be treated as paid on each such share:.....

The consideration for which the shares have been allotted is as follows:

.....
.....
.....
.....

Distinguished between ordinary, preference, ect.

NOTICE OF VARIATION IN A MORTGAGE OR CHARGE
(Section 103)

Company Registration No.....

Name of Company:.....

Registered Office:.....

Presented by:.....

Address:.....

Notice is hereby given in relation to the above named company and the registered charge

.....(registration number)

That, on.....day of....., 20.....the terms of the charge were varied as follows:

(Identify each term varied, and state how it is varied)

.....
.....
.....
.....
.....

Signed on behalf of company.....

Position in relation to company.....

Date:.....

Signed by person(s) entitled to the charge

.....
.....

Date:.....

NOTE: Notification of the satisfaction of a mortgage or charge (in whole or in part), or of the release of part of the property or undertaking from a mortgage or charge secured over it, or of part of that property or undertaking, should be given to the Registrar on Form No. 36 and not on this form.

Companies Form 37

NOTICE OF ENTRY INTO POSSESSION AS MORTGAGEE
(Section 104)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation to (name of company whose property is mortgaged)

.....
.....

that (name and address of mortgagee).....

.....

being the mortgagee of the company under registered mortgage.....(registration number) in relation to the following property:

.....
.....
.....

has entered into possession of the property on the.....

20....., under the following powers contained in the registered mortgage:

.....
.....

Signature:.....

Capacity in which this notice is given.....

Date:.....

NOTICE THAT MORTGAGEE HAS GONE OUT OF POSSESSION
(Section 104)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation to (name of company whose property is mortgaged)

.....
.....

that (name and address of mortgagee).....

.....

being the mortgagee of the company under registered mortgage..... (registration number) in relation to the following property:

.....
.....
.....

has gone out of possession of the property on the.....20.....

Signature:.....

Capacity in which this notice is given.....

Date:.....

NOTICE OF APPOINTMENT OF RECEIVER OR RECEIVER AND MANAGER
(Section 109)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation to (name of company whose property is mortgaged)

.....
.....

that (full name and address).....

.....

has being appointed receiver* / receiver and manager* in relation to the following business and property of the company:

.....
.....
.....

on the....., 20....., under

- *1. The following order of the court; or
- *2. Powers contained in the following instrument:

**.....
.....
.....
.....
.....

Full name and address of person who obtained the court order or made the appointment under the instrument:

.....
.....

Signature:.....

Date:.....

*Delete as appropriate

**Where the appointment is under the order of a court, insert the name of the court and particulars of the order. Where the appointment is under an instrument, insert particulars identifying the instrument and setting out the power used.

NOTICE OF ADDRESS OF RECEIVER OR RECEIVER AND MANAGER
(Section 109)
(Notice by the receiver)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

I,
having been appointed receiver* / receiver and manager* in relation to (name of company)
....., On
.....
the..... day of.....,
20....., hereby give notice that my postal address, for the purpose of my business as receiver, is:

and the physical address of my office is:

Signed:.....

Date:.....

*Delete as appropriate

NOTICE OF CESSING TO ACT AS RECEIVER OR RECEIVER AND MANAGER
(Section 109)
(Notice by the receiver)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

I,
having been appointed receiver* / receiver and manager* in relation to (name of company)
..... hereby give notice that I
ceased so to act on the..... day of....., 20.....

Signed:.....

Date:.....

*Delete as appropriate

ANNUAL RETURN OF A COMPANY LIMITED BY SHARES
(Section 184)

Company Registration No.

(1) Annual return of
.....
made up to the

NOTE: under section 184, the return should be made up to the date of the annual general meeting or, if there is no annual general meeting, any date within three months after the end of the financial year.

(2) Nature of the business or businesses of the company or, if the company is not carrying on any business, the nature of its objects:
.....
.....

(3) Situation of the company's registered office.....
.....

(4) Situation of the company's registered records office, if different from registered office:
.....

(5) Situation of the company's principal place of business in Zambia:
.....

(6) Situation(s) at which company's register of members and register of debenture holders are kept, if elsewhere than at registered records office:
.....

(7) Summary of share capital and debentures:

(a) Nominal Share Capital

(1) Nominal share capital K, US\$, £..... divided into

<i>Number</i>	<i>*Class</i>	<i>Value</i>
.....	..... shares of	..... each
.....	..... shares of	..... each
.....	..... shares of	..... each
.....	..... shares of	..... each

(b) Issue share capital and debentures:

	<i>Number</i>	<i>Class</i>
(2) Number of shares of shares
Each class issued up to the date of this return (which number must agree with the total show in the list as held by existing members) shares

(3) Amount called up on number of shares of each class:
..... per share on shares
..... per share on shares
..... per share on shares
..... per share on shares

- (4) Total amount of called received, (Note 3)
K.....
- (5) Total amount of called unpaid
K.....
- (6) Amount of unpaid liability on shares in each class, not yet due for payment:

.....	per share on.....	.....	shares
.....	per share on.....	.....	shares
.....	per share on.....	.....	shares
.....	per share on.....	.....	shares
- (7) Total amount of unpaid liability K.....
- (9) Total number of shares of each class forfeited:

<i>Number</i>	<i>Class</i>	
.....	shares
.....	shares
- (10) Total amount paid (if any) on shares forfeited: K.....
- (11) Total amount of shares for which share warrants to bear are outstanding
K.....
- (12) Total amount of share warrants to bearer surrendered since the date of the last return: K.....
- (13) Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind:

<i>Number</i>	<i>Kind</i>
.....
.....
.....
- (8) Particulars of indebtedness:

Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with Registrar of Companies: K.....

(9) Particulars of current directors:

Present forenames and Surnames in full	Former forenames and Surnames in full	Nationality and NRC No. or Passport No.	Residential and Postal Address	Occupation and other bodies corporate in which directorship is held

(10) Particulars of secretary of company (a) (if an individual):

Present forenames and Surnames	Former forenames or Surnames	Nationality and NRC No. or Passport No.	Residential and Postal Address	Occupation, any other secretaryship held

(b) (if a body corporate)

Name of body corporate	Registered office of body corporate	Registered postal address	Name of any other corporate in which a secretaryship is held	Address of principal office, if different from registered office

NOTE: Where all the partners in a firm are joint secretaries, the name and address of the principal officer of the firm (and, if that address is outside Zambia, the address of the principal officer of the firm in Zambia) may be given, instead of the particulars of each partner.

Where the secretary is a body corporate its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given.

(11) Particulars of:

(a) persons holding shares in the company on.....(Date to which this return is made up); and

(b) persons who held shares in the company at anytime during the period since.....,20..... (Date of previous annual return)

Folio in register with details	Names, address and occupations									Remarks
	Surnames	Forenames	Address	Occupation	Shares held On return day	Shares acquired during year		Shares divested during year		
						Number	Date	Number	Date	

Companies Form 43

NOTICE OF CHANGE OF SITUATION OF REGISTERED OFFICE OR OF REGISTERED POSTAL ADDRESS

(Section 190)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation to (name of company).....

.....
.....

that

*1. the registered address of the company will change to:

.....
.....

on and from..... day of....., 20.....

*2. The registered postal address of the company will change to:

.....
.....

on and from..... day of....., 20.....

Date.....

Signature.....
Secretary/Director

*Delete if not applicable.

Companies Form 44

NOTICE OF CHANGE OF SITUATION OF REGISTERED RECORDS OFFICE
(Section 191)

Company Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation to (name of company).....

.....

that the situation of the registered records office of the company will change to:.....

.....

.....on and

from.....day of....., 20.....

(full physical address must be given; Post Office Box number is not sufficient, but should be provided in addition to the full address)

Date.....

Signature.....

Secretary/Director

*Delete if not applicable.

NOTICE OF CHANGES IN DIRECTORS OR SECRETARIES
(Section 226)

Companies Registration No.....

To: **THE REGISTRAR OF COMPANIES:**

Notice is hereby given in relation

to.....
(Name of Company)

that the following are the present directors and secretary(ies) of the company. The changes since the last notice was given are recorded in the sixth column.

Directors:

Present forenames and surnames	Former forenames or surnames	Nationality and NRC. number or passport number	Residential and postal address	Occupation, and other bodies corporates in which a directorship is held (if none, say so)	Changes(see note)

NOTE: The list should contain the names of each person who was a director at the time of last return, and each one who is a director at the time of the present return.

The "changes" column should mark the changes since the last return e.g by placing against the name of a person no longer a director "dead" or "resigned", etc., and against the name of a new director "in place of (name)", etc.

Secretary:
(a) (if an individual);

Present forenames and Surnames	Former forenames or Surnames	Nationality and NRC No. or passport No.	Residential and postal address	Occupation, Any other Secretaryships held	Changes(see note)

(b) (if a body corporate):

Name of body corporate	Registered office of body corporate	Registered Postal address	Name of any other body corporate in which a secretary-ship is held	Address of principal office, if different from registered office	Changes(see note)

NOTE: Where all the partners in a firm are joint secretaries, the name and address of the principal officer of the firm (and, if that address is outside Zambia, the address of the principal officer of the firm in Zambia) may be given, instead of the particulars of each partner.

Where the Secretary is a body corporate name and its registered or principal office (and, if that office is outside Zambia, the address of the body corporate in Zambia) should be given

I confirm that each persons appointed to office as director or secretary has consented in writing to act in that capacity.

Signed on behalf of the company.....

Full names of person signing.....

Position in relation to the company.....

Companies Form 46

APPLICATION FOR REGISTRATION AS A FOREIGN COMPANY
STATEMENT OF PARTICULARS OF A FOREIGN COMPANY

(Section 245)

- 1. Name of company.....
- 2. Country of incorporation.....
- 3. Date of incorporation in country of origin.....
- 4. Is the liability of its members limited or unlimited?
If limited, state nature of limitation on liability.....
- 5. Nature of business or businesses or other main objects of the company.....
- 6. Particulars of persons who are to be the local directors of the company are as shown in Appendix A (1) to this Form;
- 7. The share structure of the company is constituted as shown in Appendix B (.....) to this Form.
(Appendix B consists of three forms, B(1) to B(3) inclusive. Use particular form appropriate to the share structure of the company).
- 8. The address of the registered or principal office of the company in the country of its incorporation is:.....
- 9. The address of the established place of business of the company in Zambia is:
.....
- 10. (a) The full name and residential address of the documentary agent of the company in Zambia is:
.....

(b) The business address in Zambia of such documentary agent is:

.....
.....
.....

(c) The Post Office Box Number in Zambia of such documentary agent is:

.....

(d) The said documentary agent is bonafide resident of Zambia at the date of this statement, and I am informed by him, and believe, that he intends to continue to reside in Zambia for an indefinite period of time.

11. (a) Particulars of all charges on or affecting any property of the company in Zambia—

- (i) created prior to the date the company established a place of business in Zambia; and
- (ii) created prior to the 1st day of february, 1972, are as shown in Appendix "C" to this Form.

(Delete (a) or (b) where not applicable)

This statement is made by me.....

(name of person)

.....for and on behalf of the said.....

I have been duly authorised in that behalf by Letter of Authority executed by the said company on the.....

day of.....20.....which

said Letter of Authority is hereto attached, and I state that this statement is true of my knowledge, save where otherwise appears.

Made at....., this.....

day of..... 20.....

Signed.....

APPENDIX "A (1)"
PARTICULARS OF LOCAL DIRECTORS OF
FOREIGN COMPANY

Name of company.....

The names and particulars of local directors of the above-named company,
appointed pursuant to section 245 of the Act, are as follows—

Name (present forename and surname)

.....
.....

dh

Any former forename or forenames and surname

.....
.....

Nationality

.....

Usual residential address in Zambia

.....
.....

Other business occupation or directorships, if any, if none, state so

.....
.....
.....

Mr.....(No.....above-named

Has been designated chairman of local directors by the company. All the above-named persons have consented in writing to act as local directors of the company.

Dated this.....day of.....20....

.....

Name and Signature of person authorised to make statement

APPENDIX " B(1) "

Name of company.....

Where incorporated.....

**SHARE STRUCTURE OF ABOVE NAMED
FOREIGN COMPANY****(For a company having SHARE CAPITAL)**

Company having share capital

1. Total authorised share capital:
2. Share into which authorised share capital divided: showing classes of shares, number of shares authorised in each class; par value per share; of each class; and number issued in each Class:

Class of shares	Number authorised	Par value per share	Number issued

3. Shares issued for cash:

Class of share	Number issue	Number issued as fully paid	Number issued subject to call	Balance outstanding per share subject to call

4. Shares issued other than for cash:

Class of shares	Number issue	Number issued as fully paid	Number issued subject to call	Balance outstanding per share subject to call

5. Total paid up capital:.....

6. Amount outstanding on shares subject to call:.....

Dated this.....day of.....20.....

Signature of person authorised to make statement.....

APPENDIX "B (2)"

Name of company.....

Where incorporated.....

**SHARE STRUCTURE OF ABOVE NAMED FOREIGN
(For a company having NO PAR VALUE SHARES,
exclusively)**

Company incorporated with shares of no par value:

1. Total number of shares issued.....
2. Total number of shares issued.....
3. Shares issued fully for cash:.....

Date of issue	Number issued	Issue price per share	Number sold	Total sold

4. Shares issued fully paid other than for cash

Date of issue	Number issued	Issue price per share	Total value of consideration

5. Shares issued subject to call:

Date of issue	Number issued	Issue price per share	Cash or value received per share	Balance subject to call

6. Preference shares (if any) issued:

Date of issue	Number issued	Issue price per share	If no fully paid up, amount paid per share	Balance outstanding subject to call	Nature of preference

7. State capital of the company:.....

Dated this.....day of.....20.....

Signature of person authorised to sign statement.....

APPENDIX "B (3)"

Name of company.....

Where incorporated.....

**SHARE STRUCTURE OF ABOVE NAMED
FOREIGN COMPANY**
(For a company having both PAR VALUE and
NO PAR VALUE shares)

Company incorporated with having both par and no par value shares:

1. Total number of share authorised:
2. Class and number of par value shares authorised

Class of shares	Number authorised	Parvalue per share	Number issued

3. Number of par value authorised:
4. Number of no par value shares issued:
5. Par value issued for cash

Class of shares	Number issued	Par value per share	Number issued as fully paid	Number issued subject to call	Balance outstanding per share subject to call

6. Par value shares issued other than cash:

Class of shares	Number issued	Par value per share	Number issued as fully paid	Number issued subject to call	Balance outstanding per share subject to call

7. No par value shares issued fully paid for cash:

Date of issue	Number issued	Issued price per share	Number sold	Total cash received

8. No par value issued fully paid other than for cash:

Date of issue	Number issued	Issue price per share	Total value of consideration

9. No par value shares issued subject to call:

Date of issue	Number issued	Issue price per share	Cash or value received per share	Balance subject to call

10. No par value preferences shares (if any) issued:

Date of issue	Number issued	Issue price per share	If not fully paid up, amount paid per share	Balance outstanding subject to call	Nature of preference

11. State capital of the company:

Dated this.....day of.....20.....

Signature of person authorised to sign statement.....

Companies Form 47

**NOTICE OF ALTERATION OF THE REGISTERED INSTRUMENT
CONSTITUTING OR DEFINING THE CONSTITUTION OF A
FOREIGN COMPANY**
(Section 247)

Company Registration No.....

(NOTE: This Form to be signed by not less than TWO of the local directors)

To: **THE REGISTRAR OF COMPANIES:**

Name of foreign company:

.....
.....

Notice is hereby given by the above named foreign company that the instrument constituting or defining its constitution, registered in respect thereof pursuant to section 245, has been altered in the following respect—

(Here state nature and date of alteration)

.....
.....
.....
.....

A certified copy ofaffecting the alteration is hereto attached.

Dated thisday of.....20...

Name.....

Signatures of Local Directors.....

Companies Form 48

**NOTICE OF ALTERATION OF THE REGISTERED PARTICULARS
OF A FOREIGN COMPANY**
(Section 247)

Company Registration No.....

(NOTE: This Form to be signed by not less than TWO of the local directors.)

To: **THE REGISTRAR OF COMPANIES:**

Name of foreign company:

.....

Notice is hereby given by the above named foreign company that particulars stated in the application for registration as a foreign company have been altered as follows:

(Here state nature and date of alteration)

.....

.....

.....

.....

Dated this.....day of.....20.....

Name.....

.....

Signature of Local Directors.....

.....

Companies form 49

NOTICE OF WINDING-UP DISSOLUTION OF A FOREIGN COMPANY IN COUNTRY OF INCORPORATION

(Section 256)

Company Registration No.....

(NOTE: This Form to be signed by not less than TWO of the local directors.)

To: THE REGISTRAR OF COMPANIES:

Name of foreign company:

Notice is hereby given that.....

*(a) By an Order of theCourt of(the country of incorporation)

of foreign company above-named, dated the.....day

of.....20.....,it was ordered and decreed that the said company be wound up by the said Court.

The following person(s) was/were appointed Liquidator/Liquidators/ Receiver/Receivers by the Court for the purposes of the winding-up

*(b) On this.....day of.....20...

by.....in accordance with the law (resolution or other instrument)

of....., it was determined that the above (country or other incorporation)

named foreign company be wound up voluntarily. The following person(s) was /were appointed Liquidator/Liquidators for the purposes of the winding-up:

.....

*(c) On the.....day of.....20..... the above named foreign company was dissolved in accordance with the law of

..... (country of incorporation)

*Delete whichever is not applicable.

Dated thisday of20.....

Name.....

Signature.....

Companies Form 50

NOTICE OF CESSATION OF BUSINESS OF A FOREIGN COMPANY IN ZAMBIA (Section 258)

Company Registration No..... (NOTE: This Form to be signed by not less than TWO of the local directors.)

To: THE REGISTRAR OF COMPANIES:

Name of foreign company:

Notice is hereby given that the above named company.....

has as of and from theday of.....20... ceased to have an established place of business in Zambia.

Dated thisday of20..

Date.....

Signature of Local Directors.....

.....

Companies Form 51

RETURN OF FINAL WINDING MEETING

(Section 324)

To: THE REGISTRAR OF COMPANIES:

I/ Weof.....being the liquidator(s)
.....have to inform you that a general meeting of
the Company was duly held on.....day

of....., 20....., pursuant to section 324 of the Compa-
nies Act for the purpose of having an account laid before them showing the
manner in which the Winding-up of the Comapny has been conducted, and the
property of the Company disposed of, and that the same was done accordingly.

Dated.....day of....., 20.....

.....
.....
.....

(To be signed by each liquidator if more than one)

Companies Form 52

COMPANIES FORMS—LODGEMENT SCHEDULE

Date	Particulars of document lodged	Fees payable

Name of Person Lodging Documents.....

Signature of Person Lodging the Documents.....

Address.....

Capacity of Person Lodging the Documents.....

Date.....

Companies Form 53

CERTIFICATE OF COMPLIANCE OF A PRIVATE COMPANY
(Section 188)

To: **THE REGISTRAR OF COMPANIES:**

I hereby certify that.....limited has not since the date of the last return (or, where there has been no return since the date of incorporation of the company as, or its conversion to, a private company, since the date of the incorporation or conversion), issued any invitation to the public to subscribe for any shares or debentures of the company.

And I certify that the excess of the number of members of the company above 50 consist wholly of persons who, having been formerly in the employment of the company, were while in such employment, and have continued after determination of such employment to be, members of the company.

Dated thisday of20.....

.....
Director

Companies Form 55

DECLARATION OF COMPLIANCE WITH MINIMUM CAPITAL REQUIREMENTS FOR A PRIVATE COMPANY

(Section 18)

Company Registration No:.....

To:.....

.....

.....

being the secretary/director of the company.....

.....(Name of Company)

do solemnly and sincerely declare:

(1) That the company has not transacted any business, exercised any borrowing powers or incurred any indebtedness, except for the purpose incidental to its incorporation or the obtaining of subscription to or payment for its shares;

(2) That the nominal value of share capital of the Company allotted is K..... (being not less than the minimum provided under the Act);

(3) That the amount paid up on the allotted share capital of the capital of the Company (whether paid in cash or otherwise) is K..... (being not less than the minimum provided under the Act)

(4) That the amount, or estimated amount, of the preliminary expenses that have been paid or are payable is K.....

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the statutory Declaration Act, 1835 of the United Kingdom.

Declared at.....

the.....day of.....20..

Before me,.....

(Commissioners for Oaths, Or Notary Public)

*Delete whatever is not applicable

Companies Form 56

CERTIFICATE OF MINIMUM CAPITAL

(Section 18)

Company Registration No.....

This is to certify that the company.....

.....(full name of company)

satisfies the requirements of section 18 of the Companies Act and is entitled to commence business as private company.

Given under my hand and seal at Lusaka, Zambia this.....

day of,20.....

.....

Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been fixed)

Companies Form 57

NOTICE OF CEASING TO ACT AS LIQUIDATOR

(Section 337)

(Notice by the Liquidator)

Company Registered No.....

To: **THE REGISTRAR OF COMPANIES:**

I,.....
having been appointed liquidator in relation to (name of company)

.....,hereby give notice that I ceased so to act on the

.....day of,20....

Signed:.....

Date:.....

Companies Form 58

ANNUAL RETURN A COMPANY LIMITED BY GUARANTEE

(Section 184)

Company Registration No.....

Annual return of.....

.....

made up to the20.....

NOTE: under section 184 the return should be made up to the date of the annual general meeting or if there is no annual general meeting, any date within three months after the end of the financial year.

(2) Nature of the business or businesses of the company or, if the company is not carrying on any business, the nature of its objects:

.....

(3) Situation of the company's registered office.....

.....

Post Office Box No.....

(4) Situation of the company's registered records office, if different from registered office:

.....

(5) Situation of the company's principal place of business in Zambia

.....

(6) Situation(s) at which company's register of members and register of debenture holders are kept if elsewhere than at register records office:

.....

(7) Particulars of indebtedness: K.....

Attach to the copies of the mortgages or charges, where applicable.

(8) Particulars of directors or trustees

Present forenames and Surnames	Former forenames or surnames	Nationality and NRC No. or Passport No	Residential and postal address	Occupation and other bodies corporate in which directorship is held

(9) Particulars of secretary of company (a) (if and individual):

Present forenames and surnames No	Fomer fornames or surnames	Nationality and NRC No. or Passport	Residential and postal address	Occupation, any other secretaryship held

(b) (if a body corporate)

Name of body	Registered office of body corporate	Registered postal address	Address of principal office, if different from registered office	Name of any other body corporate in a secretaryship

NOTE: Where all the partners in a firm are joint secretaries, the name and address of the principal officer of the firm (and, of that address is outside Zambia, the address of the principal officer of the firm in Zambia) may be given, instead of the particulars of each partner.

Where the secretary is a body corporate its registered or principal office (and, if office is outside Zambia, the address of the body corporate in Zambia) should be given.

Companies Form 59

NOTICE OF APPOINTMENT OF LIQUIDATOR
(Section 337)

Company Registration No.....

To: THE REGISTRAR OF COMPANIES:

Notice is hereby given in relation to

.....
(name of companies)

that (full name and address).....

has been appointed liquidator in relation to the following business and property of the company:

on the.....day of.....20....., under

- *1. the following order of the court; or
- *2. powers contained in the following special resolution:

Full name and address of person who obtained the court order or made the appointment under the instrument.

Signature:..... Date:.....

*Delete as appropriate

**Where the appointment is under the order of a court, insert the name of the court and particulars of the order. Where the appointment is under an instrument, insert particulars identifying the instrument and setting out the power use.

Companies Form 60

REPUBLIC OF ZAMBIA
 The Companies Act (26 of 1994 of the Laws)
**FOREIGN COMPANIES (STATEMENT IN THE FORM OF A
 BALANCE SHEET)**

Section 251(1)

To: **THE REGISTRAR OF COMPANIES:**

RETURN pursuant to section 251(1) of the Companies Act by the

.....Limited, incorporated

in (insert country of origin).....and which

has a place of business in the Republic of Zambia at.....

.....(registered office) hereby sub-

mits a statement in the form of a Balance Sheet, audited by the Company's Audi-

tors (insert names and address of Auditors).....

.....

and made up to.....day of.....20.....

Signature of the person authorised
 under section 25(i) of the Companies
 Act, or some other person in the
 Republic of Zambia dully, authorised
 by the Company.

.....

Date.....

Companies Form 61

**PROCESSING SCHEDULE
PATENTS AND COMPANIES REGISTRATION OFFICE**

CLIENT/APPLICANT	
COMPANY BUSINESS NAME:	
NATURE OF DOCUMENT:	
EVENT	DATE STAMP AND SIGNATURE
1. FIRST LODGEMENT	
2. APPROVED FOR PAYMENT	
3. APPROVED FOR REGISTRATION	
4. ENTERED IN THE REGISTER	
5. REGISTRATION APPROVED FOR UPLIFTING	
6. REGISTERED IN THE COMPUTER	
7. QUERY	
8. ANSWER TO 7 ABOVE	

Companies Form 63

REPLACEMENT CERTIFICATE OF INCORPORATION FOR A COMPANY BY GUARANTEE

(Section 39)

(Dropping the word 'Limited' in its name)

Company Registration No.....

This is to certify that.....

.....(Company Name)

a company limited by guarantee and incorporated on theday

of.....20.....by the name.....

.....,has been allowed to omit the word "Limited" from its

name.

Given under my hand and seal in Lusaka, Zambia, this.....day

of '.....20,.....

.....
Registrar of Companies

(Note: This certificate is not valid unless the official seal of the Registrar of Companies has been affixed)

Companies Form 64

Certificate of Status of Business/Business Person

This serves to certify that.....
(Name of Company)

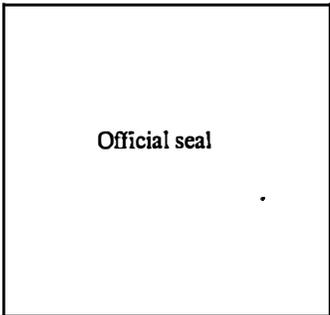
is registered as from.....
(Principal business activities)

.....
.....
(Address of establishment)

its/his/her registration number being*

--	--	--	--	--	--	--	--

Given under my hand at Lusaka this.....day of20.....



.....
Registrar

***If the applicant does not have a registration number, the official authority should state the reason for this.**

LUSAKA
11th March, 2005
[]

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