GOVERNMENT OF ZAMBIA

STATUTORY INSTRUMENT NO. 15 OF 2019

The Companies Act, 2017
(Act No. 10 of 2017)

The Companies (Fees) Regulations, 2019

In exercise of the powers contained in section 374 of the Companies Act, 2017, the following Regulations are made:

1. These Regulations may be cited as the Companies (Fees) Regulations, 2019.

2. The fees set out in the Schedule are payable in respect of the matters specified therein.

3. The Companies (Fees) Regulations, 1995, are revoked.

Copies of this Statutory Instrument can be obtained from the Government Printer,
P.O. Box 30136, 10101, Lusaka. Price K8.00 each
SCHEDULE
(Regulation 2)

PRESCRIBED FEES

(A) Companies limited by shares, limited by guarantee and unlimited Companies

1. Registration of a company limited by shares and unlimited companies, 2.5% of the nominal capital shall be paid as incorporation fees, except that the total fee for registration (incorporation) fees shall not exceed 8,333,333.33 fee units, but in no case shall the nominal capital be less than—

<table>
<thead>
<tr>
<th>Fee Units</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Private Company</td>
</tr>
<tr>
<td>(b) Public Company</td>
</tr>
<tr>
<td>(c) Bureau de-Change</td>
</tr>
<tr>
<td>(d) Financial Institution</td>
</tr>
<tr>
<td>(e) For a Local Bank</td>
</tr>
<tr>
<td>(f) For a Foreign Bank</td>
</tr>
<tr>
<td>(g) For an Insurance Broker</td>
</tr>
<tr>
<td>(h) For an Insurance Company</td>
</tr>
<tr>
<td>(i) For a Re-Insurance Company</td>
</tr>
</tbody>
</table>

2. Company Limited by Guarantee

(a) Registration of a company limited by guarantee 3,166.67
(b) The guaranteed amount of a company limited by guarantee shall not be less than: 50,000

3. The Registration fee for incorporation of a company filed online shall be 250 unit less the prescribed fee under paragraphs 1 and 2

4. Registration fee for increase in capital after the first registration of a company shall be 2.5% of the value of the increase in share capital except that the total fee for increase in capital shall not exceed 8,333,333.33 fee units and in no case shall the nominal capital be less than the minimum nominal capital prescribed under paragraph 1

5. Certificates

(a) Incorporation 500
(b) Share Capital 583.33

6. Adoption of new Articles of Association by companies incorporated under Cap. 388 3,333.33

7. Filing of Articles of Association

(a) on incorporation Nil
(b) after incorporation 333.33

8. Registration of change of name and issuance of certificate of incorporation 1,666.67

9. Registration of a prospectus 6,666.67

10. Consent to be Director or Secretary 500

11. Declaration of compliance 500

12. Notice of change of Director or Secretary and particulars 666.67

13. Notice of change of registered office 333.34
### 14. Annual Returns

<table>
<thead>
<tr>
<th>Type</th>
<th>Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Private Company not filed online</td>
<td>666.67</td>
</tr>
<tr>
<td>(b) Private Company filed online</td>
<td>500</td>
</tr>
<tr>
<td>(c) Public Company</td>
<td>3,333.33</td>
</tr>
<tr>
<td>(d) Private Bank</td>
<td>5,566.67</td>
</tr>
<tr>
<td>(e) Public Limited Bank</td>
<td>8,333.33</td>
</tr>
<tr>
<td>(f) Private Insurance Company</td>
<td>5,566.67</td>
</tr>
<tr>
<td>(g) Public Insurance Company</td>
<td>8,333.33</td>
</tr>
<tr>
<td>(h) Other financial institution</td>
<td></td>
</tr>
<tr>
<td>(i) Private</td>
<td>5,566.67</td>
</tr>
<tr>
<td>(ii) Public</td>
<td>8,333.33</td>
</tr>
<tr>
<td>(i) Fee for late filing of annual return per year</td>
<td>333.34</td>
</tr>
</tbody>
</table>

### 15. Registration of a charge or acquired property subject to a charge: 1% of the borrowed amount but in no case shall the fees exceed 15,000 fee units

### 16. Registration of particulars of series of debentures where property is charged: 1% of the borrowed amount but in no case shall the fees exceed 15,000 fee units

### 17. Notice of discharge for the release of property from a charge

### 18. Application for reservation of name

### 19. Particulars of variation to a registered charge

### 20. Notice of entry into possession of property as mortgagee

### 21. Notice of going out of possession of property as mortgagee

### 22. Certificate of copies of any document per page

### 23. Request for information

### 24. Application for name clearance

### 25. Appeal against rejected name

### 26. Application to dispense with the word “limited”

### 27. Notice of reduction of share capital

### 28. Application for conversion of a company

### 29. Application for Registrar to act as representative of de-registered company

### 30. Notice of forfeiture or surrender of shares

### 31. Notice of allotment of shares

### 32. Notice to Registrar to become or cease to be guarantor of a company limited by guarantee and declaration of guarantee

### 33. Registration of amended Articles of Association

### 34. Notice of transfer of shares

### 35. Notice of transmission of shares

### 36. Application for duplicate certificate

### 37. Application for company de-registration

### 38. Application for registration of amalgamation

### 39. Return on distribution on accumulated profits in reduction of paid up share capital

### 40. Notice of acquisition of fully paid up shares by company

### 41. Notice of change of financial year

### 42. Declaration to provide financial assistance

### 43. Notice to dispense with holding of annual general meeting

### 44. Registration of prospectus
<table>
<thead>
<tr>
<th></th>
<th></th>
<th><strong>Statutory Instruments</strong></th>
<th>1st March, 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>45.</td>
<td>Return of declaration of beneficial ownership</td>
<td></td>
<td>666.67</td>
</tr>
<tr>
<td>46.</td>
<td>Notice of changes in particulars in shareholding or</td>
<td></td>
<td>666.67</td>
</tr>
<tr>
<td></td>
<td>beneficial ownership</td>
<td></td>
<td></td>
</tr>
<tr>
<td>47.</td>
<td>Maximum administrative penalty per day</td>
<td></td>
<td>3,333.33</td>
</tr>
<tr>
<td>48.</td>
<td>Any other lodgement</td>
<td></td>
<td>666.67</td>
</tr>
<tr>
<td>49.</td>
<td>Notice of lodgement</td>
<td></td>
<td>Nil</td>
</tr>
</tbody>
</table>

(B) **Foreign Companies**

1. Application for registration as a foreign company 13,900
2. Notice of alteration of registered particulars of a foreign company 3,000.00
3. Request for information 666.67
4. Notice of cessation of business of foreign company 3,333.34
5. Notice of winding-up of a foreign company 3,333.34
6. Annual accounts of foreign company 3,333.33
7. Application for name clearance 666.67
8. Application by foreign or non-Zambian company to waive or modify provisions of Part X 6,666.67
9. Certification of documents per page 666.67
10. Maximum administrative penalty per day 3,333.33
11. Any other lodgement 1,666.67
12. Notice of lodgement Nil

**Lusaka**

19th February, 2019

[MTCL 10/21/1]

C. Yaluma,
Minister of Commerce,
Trade and Industry