

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. Title
2. The fees set out in the Schedule are payable in respect of the matters specified therein. Fees
3. The Companies (Fees) Regulations, 1995, are revoked. Revocation
of S.I No. 16
of 1995

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—

	<i>Fee Units</i>
(a) Private Company	50,000
(b) Public Company	5,000,000
(c) Bureau de-Change	250,000
(d) Financial Institution	2,500,000
(e) For a Local Bank	520,000,000
(f) For a Foreign Bank	2,600,000,000
(g) For an Insurance Broker	2,600,000
(h) For an Insurance Company	5,000,000
(i) For a Re-Insurance Company	25,000,000
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. <i>Certificates</i>	
(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	1,667.67
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	
(a) Private Company not filed online	666.67
(b) Private Company filed online	500
(c) Public Company	3,333.33
(d) Private Bank	5,566.67
(e) Public Limited Bank	8,333.33
(f) Private Insurance Company	5,566.67
(g) Public Insurance Company	8,333.33
(h) Other financial institution—	
(i) Private	5,566.67
(ii) Public	8,333.33
(i) Fee for late filing of annual return per year	333.34
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	666.67
18. Application for reservation of name	666.67
19. Particulars of variation to a registered charge	666.67
20. Notice of entry into possession of property as mortgagee	666.67
21. Notice of going out of possession of property as mortgagee	666.67
22. Certificate of copies of any document per page	116.67
23. Request for information	300
24. Application for name clearance	300
25. Appeal against rejected name	666.67
26. Application to dispense with the word “limited”	3,333.33
27. Notice of reduction of share capital	3,000
28. Application for conversion of a company	5,000
29. Application for Registrar to act as representative of de-registered company	13,900
30. Notice of forfeiture or surrender of shares	3,333.33
31. Notice of allotment of shares	666.67
32. Notice to Registrar to become or cease to be guarantor of a company limited by guarantee and declaration of guarantee	666.67
33. Registration of amended Articles of Association	500
34. Notice of transfer of shares	3,000.00
35. Notice of transmission of shares	666.67
36. Application for duplicate certificate	500
37. Application for company de-registration	2,500
38. Application for registration of amalgamation	8,333.34
39. Return on distribution on accumulated profits in reduction of paid up share capital	3,000.00
40. Notice of acquisition of fully paid up shares by company	3,000.00
41. Notice of change of financial year	666.67
42. Declaration to provide financial assistance	666.67
43. Notice to dispense with holding of annual general meeting	1,666.67
44. Registration of prospectus	6,666.67

45.	Return of declaration of beneficial ownership	666.67
46.	Notice of changes in particulars in shareholding or beneficial ownership	666.67
47.	Maximum administrative penalty per day	3,333.33
48.	Any other lodgement	666.67
49.	Notice of lodgement	Nil
(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

[MCTL 10/21/1]

C. YALUMA,
*Minister of Commerce,
 Trade and Industry*