

STATUTORY INSTRUMENTS SUPPLEMENT

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S T A T U T O R Y I N S T R U M E N T S

2016 No. 7.

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S T A T U T O R Y I N S T R U M E N T S

2016 No. 7.

The Companies (General) Regulations, 2016

(Under section 294(1) of the Companies Act, 2012, Act No. 1 of 2012).

IN EXERCISE of the powers conferred on the Minister responsible for justice by section 294(1) of the Companies Act, 2012, these Regulations are made this 2nd day of October, 2015.

PART I—PRELIMINARY

1. Title.

These Regulations may be cited as the Companies (General) Regulations, 2016.

2. Interpretation.

In these Regulations, unless the context otherwise requires—

“Act” means the Companies Act, 2012;

“registrar” means the registrar of companies or an assistant registrar or other officer performing the duty of registration of companies under the Act and these Regulations;

“single member company” means a private company which has only one member.

PART II—REGISTRATION AND INCORPORATION OF COMPANIES

3. Submission of registration form.

(1) Any one or more persons who wish to form a company shall submit to the registrar the form for registration of a company specified in the Second Schedule to the Act.

(2) The registration form may be submitted in hard copy or electronic form.

(3) Where the registration form is submitted in electronic form, the promoter shall print out the duly filled form and submit it to the registrar.

(4) Every form for the registration of a company shall be accompanied with the prescribed fees.

4. Type or nature of company to be registered.

(1) A person registering a company shall, at the time of registration, specify the type or nature of company they wish to incorporate.

(2) For the purposes of this regulation a person shall specify whether the company is—

- (a) a private or a public company;
- (b) limited by shares, limited by guarantee or is an unlimited company; or
- (c) a single member company.

5. Submission of memorandum and articles of association.

The memorandum and articles of association of a company, if any, shall be submitted to the registrar at the time of submitting the form for the registration of the company.

6. Certificate of incorporation.

(1) The registrar shall, upon the registration of a company, issue to the company a certificate of incorporation in Form 1 in the Schedule.

(2) Notwithstanding sub regulation (1), the certificate of incorporation of a single member company shall be in accordance with the Companies (Single Member) Regulations, 2016.

PART III—RE-REGISTRATION OF COMPANIES

7. Re-registration of private company as a public company.

(1) An application for re-registration of a private company as a public company shall be in Form 2 in the Schedule and shall be signed by at least one director or secretary of the company.

(2) Where a company re-registering as a public company changes the name of the company, the proposed name shall be included in the application for re-registration.

(3) The application shall be accompanied with the prescribed fees and shall be submitted to the registrar with the following documents—

- (a) a printed copy of the memorandum and articles as altered in accordance with the resolution;
- (b) a copy of a written statement by the company's auditors that, in their opinion, the relevant balance sheet shows that at the balance sheet date, the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves; and
- (c) a copy of the relevant balance sheet, together with a copy of an unqualified report by the company's auditors in relation to that balance sheet;

(4) For the purposes of section 24 (4) (d) of the Act, the statutory declaration in support of an application for re-registration of a private company as a public company shall be in Form 3 in the Schedule.

8. Certificate of re-registration of private company as a public company.

Where the Registrar is satisfied that a private company has met the requirements for re-registration as a public company, the registrar shall issue a certificate of incorporation in Form A1 in the Schedule.

9. Re-registration of limited liability company as unlimited.

(1) An application for re-registration of a limited liability company as an unlimited company shall be in Form 4 in the schedule and shall be signed by at least one director or secretary of the company.

(2) Where a company re-registering as an unlimited company changes the name of the company, the proposed name shall be included in the application for re-registration.

(3) The application shall be accompanied with the prescribed fees and shall be submitted to the registrar with the following documents—

- (a) the prescribed form of assent to the company's being registered as unlimited, subscribed by or on behalf of all the members of the company; and
- (b) a statutory declaration made by the directors of the company stating—
 - (i) that the persons by whom or on whose behalf the form of assent is subscribed constitute the whole membership of the company; and
 - (ii) if any of the members have not subscribed that form themselves, that the directors have taken all reasonable steps to satisfy themselves that each person who subscribed it on behalf of a member was lawfully empowered to do so.

10. Certificate of incorporation upon re-registration of a private limited company as unlimited.

Where the Registrar is satisfied that a private limited company has met the requirements for re-registration as an unlimited company, the registrar shall issue a certificate of incorporation in Form A1 in the Schedule.

11. Re-registration of unlimited company as limited.

(1) An application for re-registration of an unlimited company as a limited company shall be in Form 5 in the Schedule and shall be signed by at least one director or secretary of the company.

(2) Where an unlimited company re-registering as a limited company changes the name of the company, the proposed name shall be included in the application for re-registration.

(3) The application shall be accompanied with the prescribed fees and shall be submitted to the registrar with a special resolution and the following documents—

- (a) a printed copy of the memorandum as altered in accordance with the resolution; and
- (b) a printed copy of the articles as altered.

12. Certificate of incorporation upon re-registration of unlimited company as limited.

Where the registrar is satisfied that an unlimited company has met the requirements for re-registration as a limited company, the registrar shall issue a certificate of incorporation in Form A1 in the Schedule.

13. Re-registration of a public company as private.

(1) An application for re-registration of a public company as a private company shall be in Form 6 in the Schedule and shall be signed by at least one director or secretary of the company.

(2) Where a public company re-registering as a private company changes the name of the company, the proposed name shall be included in the application for re-registration.

(3) The application shall be accompanied with the prescribed fees.

14. Application objecting to resolution to re-register public company as private.

(1) An application under section 34 objecting to the re-registration of a public company as a private company shall be made in Form 7 in the Schedule.

(2) The application shall be accompanied with the prescribed fees and shall specify the grounds for the objection.

15. Certificate of incorporation upon re-registration of a public company as private.

Where the registrar is satisfied that a company has met the requirements for re-registration of a public company as a private company, the registrar shall issue a certificate of incorporation in Form A1 in the Schedule.

PART IV—COMPANY NAMES

16. Power to dispense with “LTD” or limited.

A licence issued by the Registrar to an association registered as a limited liability company to dispense with use of the word “limited” in its name shall be in Form 8 in the Schedule.

17. Change of name.

(1) A resolution for change of name of a company shall be submitted to the registrar, accompanied by evidence of reservation of the new name.

(2) The registrar shall, upon receipt of the resolution, issue, at the expense of the company, a notice in the *Gazette* and a newspaper of wide circulation notifying the public of the intended change.

(3) The registrar shall, upon the lapse of thirty days from the date of publication of the notice, change the name of the company, if the registrar has not received any objection to the change, and issue a certificate of change of name in Form 9 in the Schedule.

PART V—SHARE CAPITAL.

18. Form of return of allotment of shares.

(1) A private company limited by shares or a company limited by guarantee and having share capital shall deliver to the registrar for registration within sixty days after the date of allotment, a return of the allotment.

(2) The return of allotment shall be in Form 10 in the Schedule.

19. Notice to the registrar of consolidation of share capital, conversion of shares into stock and related matters.

The notice to the registrar of consolidation of share capital, conversion of shares into stock or reconverting of stock into shares under section 72 of the Act shall be in Form 11 in the Schedule.

20. Notice of increase of share capital.

(1) The notice to the registrar of increase in share capital under section 73 of the Act shall be in Form 12 in the Schedule.

(2) The resolution authorising the increase of share capital and required to accompany the notice shall be a special resolution.

21. Particulars of nominee shareholders.

For the purposes of section 119 (1) of the Act, where shares are held by a nominee, a company shall register the following particulars in respect of the shares or the nominee—

- (a) the name and address of the nominee shareholder;
- (b) the number of shares and amount paid or agreed to be paid in respect of each share;
- (c) the date on which the person was appointed nominee shareholder in respect of the shares; and
- (d) the name and address of the person to whom the shares were allotted.

22. Change in the register of members.

(1) A company shall notify by resolution, the registrar of any change in the register of members kept by the company under section 119 of the Act within 30 days after the change.

(2) A company, which does not notify the registrar of a change in the register of members is liable to a default fine of forty currency points and shall, in addition, be liable to a default fine of six currency points for every day on which the default continues after the 30 days.

PART VI—REGISTRATION OF CHARGES

23. Registration of charges

(1) Every charge created by a company registered in Uganda or a foreign company, being a charge over property situated in Uganda, shall be registered in Form 13 in the Schedule.

(2) Any charges to secure a series of debentures shall be registered in form 14 in the Schedule.

(3) Where a company acquires property that is the subject of a charge, the particulars of the charge, together with a certified copy of the instrument creating the charge, shall be registered in form 15 in the Schedule.

(4) Upon registration of a charge, the registrar shall issue a certificate of registration of charge in Form 16 in the Schedule.

24. Release of charge.

(1) Where the debt for which a charge was created has been paid or satisfied in full, the company shall submit to the registrar a memorandum of satisfaction of charge in Form 17 in the Schedule.

(2) The registrar shall upon receipt of the memorandum of satisfaction of charge record the satisfaction in the register and release the property from the charge.

PART VII—MANAGEMENT AND ADMINISTRATION

Registered office and name

25. Notice of situation of registered office.

A notice of the situation of the registered office, postal address and of any change in them shall be filed with the registrar in Form 18 in the Schedule.

Meetings, accounts and audit, investigations and inspection, minorities Directors and other officers

26. Appointment and removal of directors and secretary of a company.

(1) The form of the consent by a person to act as director of a company shall be in Form 19 in the Schedule.

(2) Every company shall notify the registrar of the appointment of a director or secretary by filing a notice with the registrar in Form 20 in the Schedule.

27. Authorisation of amalgamation.

(1) The form of the incorporation document for authorisation of amalgamation of company under section 240 of the Act shall be in Form 21 in the Schedule.

(2) The form of certificate of the directors of each amalgamating company stating that the amalgamation is in the best interests of the shareholders and that the amalgamating company will be solvent immediately after the amalgamation shall be in Form 22 in the Schedule.

28. Certificate of amalgamation.

(1) The certificate of amalgamation issued by the registrar where the amalgamated company is the same as one of the amalgamating companies shall be in Form 23 in the Schedule.

(2) The certificate of amalgamation issued by the registrar where the amalgamated company is a new company shall be in Form 1 in the Schedule.

PART VIII—COMPANIES INCORPORATED OUTSIDE UGANDA

29. Registration of foreign companies.

(1) A foreign company which establishes a place of business within Uganda shall, within thirty days after the establishment of the place of business, deliver to the registrar for registration, the documents specified in section 252.

(2) The list of directors and secretary of a foreign company required by section 252(1) (b) of the Act shall be in Form 24 in the Schedule.

(3) The particulars of one or more persons resident in Uganda and authorised to accept service of process and any notices required to be served on a foreign company shall be in Form 25 in the Schedule.

(4) The particulars of the address and registered or principal office of a foreign company required by section 252(1) (e) of the Act shall be in Form 26 in the Schedule.

30. Certificate of registration of foreign company in Uganda.

The form of the certificate of registration of a foreign company in Uganda issued by the registrar under section 253 of the Act shall be in Form 27 in the Schedule.

31. Form of notice of cessation of business in Uganda.

The form of notice to the registrar by a foreign company ceasing to do business in Uganda shall be in Form 28 in the Schedule.

PART IX—VOLUNTARY WINDING UP

32. Voluntary winding up of company.

The notice of resolution of voluntary winding up of a company required by section 269 of the Act shall be in Form 29 in the Schedule.

33. Statutory declaration of solvency.

The statutory declaration of solvency required by section 271 of the Act shall be in Form 30 in the Schedule.

PART X—MISCELLANEOUS AND GENERAL MATTERS

34. Filing or submission of documents to the registrar.

All documents filed or submitted to the registrar shall be submitted in triplicate unless otherwise directed by the registrar.

35. Company records.

(1) A company shall keep and maintain proper records of all the affairs of the company including the register of members, accounting records, agreements, memoranda, minutes, resolutions, decisions or other documents relating to the company.

(2) The company records may be kept in hard copy or electronic form or in such manner as the directors shall determine.

(3) Where company records are kept in electronic form or other form by means of a computer or other device, the company shall ensure that there are adequate information security safeguards to protect the information.

(4) Company records shall be kept by the company for at least seven years.

36. Electronic communications.

(1) A company may serve documents, issue notices or otherwise communicate by email or other electronic means.

(2) Electronic communications shall comply with the requirements of the Act with respect to content and format.

37. Extension of time.

The registrar may, on such terms as he or she considers just and expedient, extend the time for filing, registration of documents or any other matter required to be done under these Regulations.

38. Revocation of S.I. 110-1.

The Companies (General) Regulations are revoked.

SCHEDULE

FORMS.

Arrangement of Forms.

Form

1. Certificate of Incorporation.
- A1. Certificate of Incorporation upon re-registration.
2. Application for re-registration of a private company as a public company.
3. Declaration of compliance with the requirements for re-registration of a private company as a public company.
4. Application for re-registration of a private limited liability company as unlimited.
5. Application for re-registration of unlimited company as a private limited company.
6. Application for re-registration of a public company as private.
7. Application objecting to resolution to register a public company as private.
8. License to dispense with the word “limited”.
9. Certificate of change of name.
10. Return of allotment of shares.
11. Notice of consolidation, subdivision, redemption of shares, or conversion of stock into shares.
12. Notice of increase of share capital.
13. Statement of all subsisting charges created by the company being charges of the kind set out in section 105(3) the act and not being charges comprising solely property situate outside the republic of Uganda.
14. Statement of particulars of charges to secure a series of debentures.
15. Statement of charges existing on property acquired.
16. Certificate of registration of charge.

17. Memorandum of satisfaction of charge.
18. Notice of situation of the registered office and the registered postal address or of any change therein.
19. Consent to act as director of company.
20. Notification of appointment of director and secretary of company.
21. Incorporation document of amalgamated company/notice of change of incorporation document.
22. Certificate of directors.
23. Certificate of amalgamation.
24. List of directors and secretary of foreign company.
25. List of names and address of persons resident in Uganda authorised to accept service on behalf of a company incorporated outside Uganda.
26. Address of the registered or principal office of a company incorporated outside Uganda.
27. Certificate of registration of foreign company.
28. Notice of cessation of business.
29. Notice of special resolution for voluntary winding.
30. Statutory declaration of solvency embodying a statement of assets and liabilities.

Company Form 1

Reg. 6

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CERTIFICATE OF INCORPORATION

(Under section 18(3) of the Act)

I CERTIFY THAT:
(insert name of company) has this day been incorporated as a company under the Companies Act, 2012 with limited/unlimited* liability under the following company number.....

Dated this.....day of.....the year.....

.....
Registrar of Companies.

* Delete whichever is not applicable

Company Form A1

Reg. 8, 10, 12, 15.

THE REPUBLIC OF UGANDA

CERTIFICATE OF INCORPORATION UPON RE-REGISTRATION.

(Under sections 27, 30, 32 or 35 of the Act.)

THIS is to certify that _____ (*insert name of company*) which was on the _____ day of _____ incorporated under the Companies Act as a public/private/single member company has on the _____ day of _____, re-registered as _____.

GIVEN under my hand and seal at _____ this _____ day of _____ the year _____.

.....
Registrar of Companies.

* Delete whichever is not applicable

Company Form 2

Reg 7

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

**APPLICATION FOR RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY**

(Under section 24 of the Act)

PART 1—PARTICULARS OF THE COMPANY

1. Name of Company:.....
2. Company Registration Number:.....
3. Date of first registration:.....

PART II—RE-REGISTRATION

1. The above company applies to be re-registered as a public company by the names of _____ (*insert proposed name*).
2. The following documents have been submitted together with the application for re-registration:
 - (a) a special resolution that the company be so- registered;
 - (b) a printed copy of the memorandum and articles as altered in accordance with the resolution;
 - (c) a written statement of the company’s auditors in accordance with section 24(4) (b) of the Act;
 - (d) a copy of the balance sheet together with an unqualified report of the auditors; and
 - (e) a statutory declaration as required by section 24(d) (i) and (ii) of the Act;

PART III—STATEMENT OF COMPLIANCE

I _____ (*insert name of director/secretary*) confirm that this application together with the supporting documents comply with the requirements of the Act for re-registration of a private company as a public company.

Signature _____

Date _____

Company Form 3

Reg 7(4)

THE REPUBLIC OF UGANDA
THE COMPANIES ACT

**DECLARATION OF COMPLIANCE WITH THE REQUIREMENTS
FOR RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY**

(Under section 24 (4) (d) of the Act)

Name of Company:.....

Presented by:.....

(insert name of director or secretary)

I,.....

(insert name of director or secretary) of*(insert address)*

Do solemnly and sincerely declare that:

1. I am*(director/ secretary)*
of, Limited.
2. That the special resolution required for re-registration of the company as a public company has been passed.
3. That the conditions specified in sections 25 and 26 so far as applicable, have been satisfied.
4. That between the date of the balance sheet and that of the application for re-registration, there has been no change in the company’s financial position that has resulted in the amount of its net assets becoming less than the aggregate called up-share capital and un-distributable reserves.
5. That all the requirements of the Companies Act, in respect of re-registration of as a public company and incidental thereto have been complied with.
6. That I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, Cap 22.

Declared at..... this.....day of.....the year

Declared before me by:

Name

Signature

BEFORE ME

**COMMISSIONER FOR OATHS/REGISTRAR OF COURT/
MAGISTRATE**

Company Form 4

Reg 9(1).

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

APPLICATION FOR RE-REGISTRATION OF A PRIVATE LIMITED LIABILITY COMPANY AS UNLIMITED

(Under section 29(4) of the Act)

PART 1—PARTICULARS OF THE COMPANY

- 1. Name of Company:.....
- 2. Company Registration Number:.....
- 3. Date of first registration:.....

PART II—RE-REGISTRATION

- 1. The above company applies to be re-registered as an unlimited company by the names of _____ (*insert proposed name*).
- 2. The following documents have been submitted together with the application for re-registration:
 - (a) assent by the members to the company being registered as unlimited;
 - (b) a statutory declaration as required by section 29(b) (i) and (ii) of the Act;
 - (c) a printed copy of the memorandum incorporating the necessary alterations;
 - (d) a printed copy of the articles incorporating the necessary alterations

PART III- STATEMENT OF COMPLIANCE

I _____ (*insert name of director/secretary*) confirm that this application together with the supporting documents comply with the requirements of the Act for re-registration of a limited liability company as unlimited.

Signature _____ *Date* _____

Company Form 5

Reg 11

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

APPLICATION FOR RE-REGISTRATION OF UNLIMITED COMPANY AS A PRIVATE LIMITED COMPANY.

(Under section 31(4) of the Act)

PART 1—PARTICULARS OF THE COMPANY

- 1. Name of Company:.....
- 2. Company Registration Number:.....
- 3. Date of first registration:.....

PART II—RE-REGISTRATION

- 1. The above company applies to be re-registered as a private limited company by the names of _____ (*insert proposed name*).
- 2. The following documents have been submitted together with the application for re-registration—
 - (a) a special resolution that the company be so- registered; and
 - (b) a printed copy of the memorandum and articles as proposed to be amended.

PART III—STATEMENT OF COMPLIANCE

I _____ (*insert name of director/secretary*) confirm that this application together with the supporting documents comply with the requirements of the Act for re-registration of unlimited company as a private limited company.

Signature _____ *Date* _____

Company Form 6

Reg 13

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

**APPLICATION FOR RE-REGISTRATION OF A
PUBLIC COMPANY AS PRIVATE**
(Under section 33(1) (b) of the Act)

PART 1 – PARTICULARS OF THE COMPANY

- 1. Name of Company:.....
- 2. Company Registration Number:.....
- 3. Date of first registration:.....

PART II – RE-REGISTRATION

- 1. The above company applies to be re-registered as a private limited company by the names of _____ *(insert proposed name)*.
- 2. The following documents have been submitted together with the application for re-registration:
 - (a) a special resolution that the company be re- registered as a private limited liability company; and
 - (b) a copy of the memorandum and articles as proposed to be amended.

PART III-STATEMENT OF COMPLIANCE

I _____ *(insert name of director/secretary)*
confirm that this application together with the supporting documents comply with the requirements of the Act for re-registration of a public company as a private limited liability company.

Signature _____ *Date* _____

Company Form 7

Reg 14

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

**APPLICATION OBJECTING TO RESOLUTION TO REGISTER A
PUBLIC COMPANY AS PRIVATE**

(Under section 34(4) of the Act)

PART 1—PARTICULRS OF THE COMPANY

- 1. Name of Company:.....
- 2. Company Registration Number:.....
- 3. Date of first registration:.....

PART II—NOTIFICATION TO REGISTRAR

An application has been made to the Registrar under section 34 of the Act objecting to the special resolution for re-registration of the above named public company as private.

PART III—GROUNDS FOR THE APPLICATION.

This application is based on the following grounds:.....
.....
.....
.....
.....
.....

For and on behalf of _____ *(insert name of company)*

Name _____

Signature _____

Date _____

Company Form 8

Reg 16

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

LICENSE TO DISPENSE WITH THE WORD “LIMITED” OR “LTD”

(Under Section 41(1) of the Act)

WHEREAS it has been proved that _____ (*insert proposed name of association*) which intends to be registered under the Companies Act as a limited liability company for the purpose of promoting the objects of the nature contemplated by section 41 of the Act .

In pursuance of the powers vested in me, I hereby grant a license to _____ (*insert proposed name of association*) to be registered with limited liability without the addition of the word “limited” to its name.

GIVEN under my hand and seal at _____ this _____ day of _____ year _____.

REGISTRAR

Company Form 9

Reg 17

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CERTIFICATE OF CHANGE OF NAME

(Under section 40(4) of the Act)

THIS is to certify that _____ (*insert name of company*) which was on the _____ day of _____ incorporated under the Companies Act as a public/private/single member company, on the _____ day of _____, changed its name to _____.

GIVEN under my hand and seal at _____ this _____ day of _____ the year _____.

REGISTRAR OF COMPANIES

Company Form 10

Reg 18

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

RETURN OF ALLOTMENT OF SHARES

(Under section 61(1) (a) of the Act)

To be delivered to the Registrar of Companies within sixty days after the allotment is made

PARTICULARS OF COMPANY:

1. Name of Company:.....
2. Presented by:

PERIOD OF RETURN

From the.....day ofthe year.....

To theday of.....the year.....

PARTICULARS OF ALLOTMENT

1. Number of the shares allotted payable in cash:.....
2. Nominal amount of the shares so allotted:.....
3. Amount paid or due and payable on each share:.....
4. Number of shares allotted for consideration other than cash:.....
5. Nominal amount of the shares so allotted:.....
6. Amount to be treated as paid on each such Share:.....
7. The consideration for which such Shares have been allotted is as follows-
.....
.....
.....

NAMES, ADDRESS AND PARTICULARS OF ALLOTMENT

Names	Address	No. of shares allotted			Amount Paid	Amount Unpaid	Details of non-cash consideration
		Preference	Ordinary	Other kinds			

SHARE CAPITAL OF THE COMPANY:

Particulars of shares	Ordinary	Preference	Other
No. of shares			
Amount Paid			
Amount unpaid			
Total nominal value			
Rights attaching to shares			

Signed:.....
(Director/Secretary)

Dated this.....day ofthe year.....

Company Form 11

Reg 19

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTICE OF CONSOLIDATION, SUBDIVISION, REDEMPTION OF SHARES, OR CONVERSION OF STOCK INTO SHARES

(Under Section 72(1) of the Act)

1. Name of Company:.....
2. Presented by:.....
3. Date of resolution:.....

4. CONSOLIDATION

Class of shares	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary				
Preference				
Other				

2. SUB DIVISION

Class of shares	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share
Ordinary				
Preference				
Other				

3. REDEMPTION

Please show the class number and nominal value of shares that have been redeemed. Only redeemable shares can be redeemed.				
Class of shares		Number of issued shares		Nominal value of each share
Ordinary				
Preference				
Other				

4. CONVERSION INTO STOCK			
Class of shares	Number of issued shares	Nominal value of each	Value of stock
Ordinary			
Preference			
Other			

5. RE-CONVERSION

Please show the class number and nominal value of shares following conversion from stock

New share structure			
Value of stock	Class of shares	Number of issued shares	Nominal value of each share
	Ordinary		
	Preference		
	Other		

6. CANCELLATION OF SHARES

Class of shares	Number of shares cancelled	Nominal value of each
Ordinary		
Preference		
Other		

11. SHARE CAPITAL OF THE COMPANY:

Particulars of shares	Ordinary	Preference	Other
No. of shares			
Amount Paid			
Amount unpaid			
Total nominal value			
Rights attaching to shares			

Signed.....
(Director/Secretary)

Dated this.....day ofthe year.....

Company Form 12

Reg 20

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTICE OF INCREASE OF SHARE CAPITAL

(Under section 73 of the Act)

TO: THE REGISTRAR OF COMPANIES

.....
(Insert name of company)

Hereby gives notice in accordance with section 73 of the Act that by resolution of the company dated theday of.....the year....., the share capital of the company was increased from..... to.....

A copy of the resolution authorising the increase is attached.

The conditions (such as voting, dividend rights) subject to which the new shares have been or are to be issued are as follows:

Signed.....
(Director/Secretary)

Dated this.....day of.....the year.....

Company Form 13

Reg 23(2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

STATEMENT OF ALL SUBSISTING CHARGES CREATED BY THE COMPANY BEING CHARGES OF THE KIND SET OUT IN SECTION 105(3) THE ACT AND NOT BEING CHARGES COMPRISING SOLELY PROPERTY SITUATE OUTSIDE THE REPUBLIC OF UGANDA.

(Under section 105 (3) of the Act)

Name of the company:

Presented by:.....

The company hereby gives notice that the following charges created by the company are subsisting:—

Date & Description of the instrument creating or evidencing the mortgage or Charge	Amount secured	Short Particulars of property mortgaged or charged	Names, addresses and Description of mortgages or persons entitled to the charge

Signature

.....
Designation of Position in relation to company

Dated thisday ofthe year

Company Number

Company Form 14

Reg 23(3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

**STATEMENT OF PARTICULARS OF CHARGES TO
SECURE A SERIES OF DEBENTURES.**

(Under section 105 (8) of the Act)

Name of the company:.....

Presented by:.....

The company hereby gives notice that the following charges created by the company are subsisting-

Date & Description of the instrument creating or evidencing the mortgage or Charge	Amount secured	Short Particulars of property mortgaged or charged	Names, addresses and Description of mortgages or persons entitled to the charge	Commissions/ allowances/ discounts paid by company

Signature:

.....
Designation of Position in relation to company

Dated thisday ofthe year

Company Number

Company Form 15

Reg 23(3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

STATEMENT OF CHARGES EXISTING ON PROPERTY ACQUIRED
(Under Section 107 of the Act)

Name of the company:.....

Presented by:.....

The company hereby gives notice that the following charges exist on property acquired—

Date property was acquired	Date & Description of the instrument creating or evidencing the mortgage or Charge	Amount secured	Short Particulars of property mortgaged or charged	Names, addresses and Description of mortgages or persons entitled to the charge

Signature

.....
Designation of Position in relation to company

Dated thisday ofthe year

Company Form 16

Reg 24

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CERTIFICATE OF REGISTRATION OF CHARGE

(Under section 108 of the Act)

THIS IS TO CERTIFY THAT a charge created the.....day of.....the year.....created by.....(*insert name of company*) in favour of.....(*insert particulars of mortgagee or persons entitled to the charge*)

to secure the amount stated in the particulars in respect of the charge dated the.....day of.....the year....., has been registered and numbered on the Register of charges.

GIVEN under my hand and seal at.....this.....day of.....the year.....

.....

REGISTRAR

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

MEMORANDUM OF SATISFACTION OF CHARGE

(Under section 110 of the Act)

PARTICULARS OF THE COMPANY

1. Name of the company:.....
2. Company Number:.....
3. Charge Number:.....
4. Date of Registration of Charge.....
5. Description of Instrument:

NATURE OF SATISFACTION (*tick appropriate*):

- Total satisfaction and removal from the register
- Partial satisfaction and remain in the register
- Partial satisfaction and remove from the register
- Partial discharge and remove from the register
- Partial discharge and remain in the register
- Total discharge and remove from the register

Date of release.....

Amount secured by the charge:

Instrument number	Currency	Secured amount	Amount satisfied

DECLARATION:

I/WE confirm the charge, particulars of which are given above, was paid or satisfied as stated above.

Signed
(For and on behalf of the company)

Signed.....
(Chargee or authorised representative of the charge)

Dated thisday ofthe year

Company Form 18

Reg 25

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTICE OF SITUATION OF THE REGISTERED OFFICE AND THE REGISTERED POSTAL ADDRESS OR OF ANY CHANGE THEREIN

(Under section 116 of the Act).

Name of Company:.....

NOTE- This Notice must be forwarded to the Registrar of Companies within 14 days after the date of the incorporation of the company or of the change, as the case may be.

Presented by:.....

NOTICE of the situation of the Registered Office of any change therein.

TO: THE REGISTRAR OF COMPANIES:

.....
.....*(insert name of company)*hereby gives you notice, in accordance with section 116 of the Companies Act, that the Registered Office of the Company is situated at
and the registered postal address of the company isas from theday ofthe year.....

Signed
(Director/ Secretary)

DATED theday ofthe year

Company Form 19

Reg 26(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CONSENT TO ACT AS DIRECTOR OF COMPANY

(Under section 192 (1) (a) of the Act)

Name of Company:.....

Presented by:.....

TO: THE REGISTRAR OF COMPANIES.

I/We, the undersigned, hereby consent to act as Director (s) of..... *(insert name of company)* pursuant to Section 192 (1) (a) of the Companies Act.

Names	Address	Signature

Dated theday of the year.....

Company Form 20

Reg 26(2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTIFICATION OF APPOINTMENT OF DIRECTOR AND SECRETARY OF COMPANY

(Under section 192(4) of the Act).

Name of Company:.....

Presented by:.....

TO: THE REGISTRAR OF COMPANIES.

TAKE NOTE that the person/ persons whose particulars are provided below has/ have been appointed as director/ directors/ secretary of the above named company with effect from the..... day of..... the year.....

(a) PARTICULARS OF DIRECTORS -INDIVIDUALS

Names (first name and surname)	Date of birth	Address	Nationality	Occupation	Other Directorships

PARTICULARS OF CORPORATE DIRECTORS

Corporate Name	Registered or principal office	Postal address

**(b) PARTICULARS OF THE PERSON (S) WHO IS SECRETARY
PARTICULARS OF INDIVIDUAL SECRETARY**

Names (first name and surname)*	Residential and postal address

*state any former first and surnames

PARTICULARS OF CORPORATE SECRETARY

Corporate Name	Registered office

Dated theday of the year

Company Form 21

Reg 27

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

INCORPORATION DOCUMENT OF AMALGAMATED COMPANY/ NOTICE OF CHANGE OF INCORPORATION DOCUMENT* (Under Section 240 of the Act)

1. Name of amalgamated company: _____
2. Share structure of amalgamated company
 - (a) Number of shares:
 - (b) the rights, privileges, limitations and conditions attached to each share or class of share and its transferability, if different from fundamental rights attached to shares
- *The first part applies where the amalgamating company is a new entity while a notice of change of incorporation document applies where the proposed amalgamating company is one of the amalgamating companies.
3. Full names, postal and residential addresses of each director of the amalgamated company

PARTICULARS OF INDIVIDUAL DIRECTORS

Names (first name and surname)	Date of birth	Address	Nationality	Occupation	Other Directorships

PARTICULARS OF CORPORATE DIRECTORS

Corporate Name	Registered or principal office	Postal address

4. Full names, postal and residential address of secretary of the amalgamated company

PARTICULARS OF INDIVIDUAL SECRETARY

Names (first name and surname)*	Residential and postal address

*state any former first and surnames

PARTICULARS OF CORPORATE SECRETARY

Corporate Name	Registered office

5. The registered office of the amalgamated company:
6. Place where the amalgamated company’s records are kept, if different from the registered office:.....
7. The amalgamated company’s reference date:.....
8. Restrictions, if any of the amalgamated company’s capacity and powers:.....
9. Any matters relating to the internal management of the amalgamated company:.....

Company Form 22

Reg 27(2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

_____ (*insert name of company*)

CERTIFICATE OF DIRECTORS

(Under Section 241(2) of the Act)

The director(s) of _____ (*insert name of amalgamating company*) one of the amalgamating companies stated in the amalgamation proposal hereby certify and state as follows:

1. THAT we have conducted such examination of the books and records of the company and made such inquiries and investigations as are necessary to enable us satisfy ourselves that:
 - (a) the amalgamation is in the best interests of the shareholders;
 - (b) the amalgamated company will be solvent immediately after the time at which the amalgamation is to become effective.

Dated this _____ day of _____ year _____

Signed

Name of director

Signature

Name of director

Signature

Name of director

Signature

The certificate shall be signed by all directors voting in favour of the resolution to amalgamate and submitted together with a statement of material interests of directors.

Company Form 23

Reg 28(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CERTIFICATE OF AMALGAMATION

(Under section 243(1) (a) of the Act)

(insert company name)

(insert company number)

IS THE RESULT OF AN AMALGAMATION FILED ON _____ day
of _____ *(insert date)*

List amalgamating companies

1.
2.
3.
4.

REGISTRAR OF COMPANIES

Company Form 24

Reg 29

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

LIST OF DIRECTORS AND SECRETARY OF FOREIGN COMPANY.

(Under section 252 (1) (b) of the Act)

Name of Company.....*(insert name of company)*

Presented by

(a) **PARTICULARS OF THE PERSONS WHO ARE DIRECTORS**
PARTICULARS OF INDIVIDUAL DIRECTORS

Names (first name and surname)	Date of birth	Address	Nationality	Occupation	Other Directorships

PARTICULARS OF CORPORATE DIRECTORS

Corporate Name	Registered or principal office	Postal address

(b) **PARTICULARS OF THE PERSON (S) WHO IS SECRETARY**
PARTICULARS OF INDIVIDUAL SECRETARY

Names (first name and surname)*	Residential and postal address

*state any former first and surnames

PARTICULARS OF CORPORATE SECRETARY

Corporate Name	Registered office

Dated the day of the year.....

Signed
Director

Signed
Secretary

NOTES

- (1) “Director” includes any person who occupies the position of a director by whatever name called and any person in accordance with whose direction or instructions the directors of the company are accustomed to act.
- (2) “Christian name” includes a forename, and “surname”, in the case of a peer or person usually known by a title different from his surname, means that title.
- (3) “Former Christian name” and “former surname” do not include:—
 - (a) In the case of a peer or a person known by title different from his surname, the name by which he or she was known prior to the adoption of or succession to the title;

- (b) In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty year;
or
 - (c) In the case of married woman the name or surname by which she was known previous to the marriage.
- (4) The name of all bodies corporate incorporated in Uganda of which the director is also a director, should be given except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is sufficient, particulars of other directorships should be listed on a separate statement attached to this return.
- (5) Dates of birth need only be given in the case of a company which is subject to section 197 of the Companies Act, namely a company which is not a private company or which, being a private company, is the subsidiary of a body corporate incorporated in Uganda, which is not a private company.
- (6) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated.

Company Form 25

Reg 29

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

LIST OF NAMES AND ADDRESS OF PERSONS RESIDENT IN UGANDA AUTHORISED TO ACCEPT SERVICE ON BEHALF OF A COMPANY INCORPORATED OUTSIDE UGANDA

(Under section 252 (1) (d) of the Act).

List of Persons Resident in Uganda authorised to accept on behalf of the Company Service of Process and any Notices required to be served on
.....(*insert name of company*), a company incorporated in
(*insert country of incorporation*) and which has established a place of business in Uganda at

Names (first name and surname)	Address	Occupation

Signed*

Dated theday ofthe year

**Signed by the person authorised to act on behalf of the company under section 252(1), (d).*

Company Form 26

Reg 29(3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

**ADDRESS OF THE REGISTERED OR PRINCIPAL OFFICE
OF A COMPANY INCORPORATED OUTSIDE UGANDA**

(Section 252 (1) (e) of the Act)

NOTICE

NOTICE of the situation of the Registered or Principal office of
.....(*insert name of company*),
a company Incorporated in (*insert
country of incorporation*) and which has established a place of business in Uganda
at

TO THE REGISTRAR OF COMPANIES:

I hereby give notice, in accordance with section 252(I) (e) of the companies Act
that the Registered office of the Company is situated at.....
.....
.....

Signed*

Dated thisday of the year.....

**Signed by the person authorised to act on behalf of the company under section
252(1)(d).*

Company Form 27

Reg. 30,

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

CERTIFICATE OF REGISTRATION OF FOREIGN COMPANY

(Under section 253 of the Act)

I CERTIFY THAT:
(insert name of company) has this day been registered as a foreign
company under the Companies Act, 2012 with the following company
number.....

Dated this.....day of.....the year.....

.....
REGISTRAR OF COMPANIES

Company Form 28

Reg 31

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTICE OF CESSATION OF BUSINESS

(Under section 259 of the Act)

Name of Company:

Presented by:

NOTICE

TO: THE REGISTRAR OF COMPANIES:

.....(*name of the company*)
hereby give you notice, in accordance with section 259 of the Companies Act,
that the Company has ceased to have a place of business in Uganda as from
the.....day of..... the year.....

Dated this day ofthe year.....

Signed*.....

**Signed by the person authorised to act on behalf of the company under section 252(2),(d).*

THE REPUBLIC OF UGANDA

THE COMPANIES ACT

NOTICE OF SPECIAL RESOLUTION FOR VOLUNTARY WINDING

(Under section 269(1) of the Act)

NOTICE

TAKE NOTICE THAT on the.....day of.....
the year, a special resolution for voluntary
winding up of (*insert
name of company*) was passed by the shareholders at a meeting held at
.....

TAKE FURTHER NOTICE THAT from day of
..... the year....., the said company ceased to carry on
business except so far as is required to wind up the company.

Dated this..... day of..... the year

Signed.....

Company Form 30

Reg 33

THE REPUBLIC OF UGANDA
THE COMPANIES ACT

MEMBER’S VOLUNTARY WINDING UP

**STATUTORY DECLARATION OF SOLVENCY EMBODYING A
STATEMENT OF ASSETS AND LIABILITIES**

(Under Section 271 of the Act)

WE/I the undersigned, being directors of.....(*insert name of the company*) do solemnly and sincerely declare that we/I have made a full enquiry into the affairs of the company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full within a period of twelve months, from the commencement of the winding up, and we refer to a statement of the company’s assets and liabilities attached to this declaration.

WE/I make this declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, Cap 22.

Declared before me by:

Name

Signature

Name

Signature

BEFORE ME

**COMMISSIONER FOR OATHS/ REGISTRAR OF COURT/
MAGISTRATE**

Note: The declaration of solvency shall be made within 30 days immediately preceding the date of the passing of the resolution for winding up the company and delivered to the Registrar not later than the date of registration of the Resolution.

**Attach statement of assets and liabilities as required by section 271 of the Act.*

MAJ. GEN. KAHINDA OTAFIIRE
Minister of Justice and Constitutional Affairs.