

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 .

2005 No. 57.

The Companies (Fees) Rules, 2005.

IN EXERCISE of the powers conferred upon the Minister by sections 348 and 387 of the Companies Act, these Rules are made this 21st day of July, 2004. Cap. 110.

1. These Rules may be cited as the Companies (Fees) Rules, 2005. Title.

2. The Companies (Fees) Rules are amended by substituting for the First and Second Schedules to those Rules, the First and Second Schedules to these Rules. Amendment
of S.I. 85-3

3. The fees specified in the First Schedule to these Rules shall be paid to the registrar of the High Court or the official receiver, as the case may be, in accordance with and subject to the directions contained in that Schedule. Fees in the
First
Schedule.

4. The fees specified in the Second Schedule to these Rules shall be paid to the registrar of companies in accordance with and subject to the directions contained in that Schedule. Fees in the
Second
Schedule.

FIRST SCHEDULE

FEES TO BE PAID IN RESPECT OF PROCEEDINGS UNDER THE COMPANIES ACT IN RELATION TO THE WINDING UP OF COMPANIES.

PART I—FEES TO BE PAID TO THE REGISTRAR OF THE HIGH COURT.

Item	Matter	Shs. Cts.
1.	On an application to the court for special bank account	20,000
2.	On an order to the court for special bank	25,000
3.	On an application by a liquidator to the court under section 253	20,000

Part II – FEES TO BE PAID TO THE OFFICIAL RECEIVER.

Item	Matter	Shs. Cts.
1.	On a bond with sureties	20,000
2.	On an affidavit including a proof of debt	40,000
3.	On an application to the official receiver, a) under section 338 of the Companies Act; or b) after six months from the date of issue for the re-issue of a lapsed cheque money order or payable order in respect of moneys standing to the credit of the companies liquidation account	15,000
4.	For the insertion in the gazette of a notice relating to a company which is being wound up by the court	15,000
5.	On the audit of the liquidator's account under section 248 a fee according to the following scale on the amount brought to credit including the produce of calls on contributories, but after deducting— (1) the amount spent out of the money received in carrying on the business of the company; and (2) amount paid by the official receiver or liquidator to secured creditors (other than debenture holders)	Percent
	On the first Shs. 100.00 or fraction thereof	6%
	On the first Shs. 1,900,000 or fraction thereof	4%

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
	On the next Shs. 8,000,000 or fraction thereof	2%
	On the next Shs. 10,000,000 or fraction thereof	1%
	Above Shs. 20,000,000...	1%
6.	Where the official receiver acts as provisional liquidator only, 1) Where no winding up order is made upon the petition or where a winding up order is rescinded, or all further proceedings are stayed prior to the summoning of the statutory meetings of creditors and contributories in addition to the percentage chargeable on every order and; in addition, where the order is in force for a longer period than fourteen days, for every seven days after the first fourteen and for every fraction of seven days 2) Where a winding up order is made but the official receiver is not continued as liquidator after the statutory meeting of creditors and contributories a) In respect of every ten members creditors and debtor, and every fraction of ten up to 1,000 for every 10 or fraction of 10 above 1,000	30,000 20,000 15,000 15,000

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
	(a) provided that where the net assets of the company, including uncalled capital, are estimated in the statement of affairs not to exceed Shs. 1,000,000 three-fifths of the above fee only shall be charged. This fee to include cost of official stationery, printing, books, forms and inland postages;	
	b) On the value of the company's property as estimated in the statement of affairs, or where the court has dispensed with the submission of a statement of affairs, on the value of the company's property as estimated by the official receiver after deducting (in cases where a person other than the Official Receiver has, prior to, but not on the day of the making of a winding up order been appointed receiver for debenture holders) the amount due to debenture holders	

Item	Matter	Shs. Cts.
9.	<p>Where the official receiver collects, calls or realizes, property for debenture-holders</p> <p>The same fee as under paragraphs (2) and (3) of item 8 of this Part of this Schedule, to be paid out of the proceeds of such calls or property.</p>	
10.	<p>Where the official receiver realizes property for secured creditors, other than debenture-holders</p> <p>The same fees as under paragraph (2) of item 8 of this Part of the Schedule, to be paid out of the proceeds of such property.</p>	
11.	<p>Where the Official Receiver performs any special duties not provided for in this part of this Schedule.</p> <p>Such amount as the court, on the application of the Official Receiver, considers reasonable.</p>	
12.	<p>Traveling, keeping possession, law costs, and other reasonable expenses of the official receiver</p> <p>The amount disbursed or incurred.</p>	
13.	<p>On payment of money out of the Companies liquidation account under section 338 of the Companies Act—</p> <p>(a) Where the money consists of uncalled dividends, on each dividend paid out, 5:00 of every Shs. 100:00 or fraction thereof;</p> <p>(b) Where the money consists of undistributed funds or balances on the first Shs. 100,000, Shs. 5:00 on every Shs. 100:00 or fraction thereof and on any excess over Shs. 500,000 Shs. 3:00 on every Shs. 100:00 or fraction thereof, but so that,</p> <p>(i) The total fee payable in any liquidation shall not exceed Shs. 200,000:00 and</p> <p>(ii) Any payment of money out of the companies liquidation account in respect of the fee payable to the Official Receiver shall be disregarded in calculating the fee.</p>	

SECOND SCHEDULE

FEES TO BE PAID TO THE REGISTRAR OF COMPANIES UNDER THE ACT.

HEAD A—FEES TO BE PAID BY A COMPANY HAVING A SHARE CAPITAL.

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
1.	For registration of a company whose nominal share capital does not exceed Shs. 40,000:00	50,000
2.	For registration of a company whose nominal share capital exceed Shs. 40,000:00 the following fees, regulated according to the amount of nominal share capital (that is to say) (a) for every Shs. 20,000:00 of nominal share capital, or part of Shs. 20,000:00 up to Shs. 200,000:00 (b) for every Shs. 20,000:00 of nominal share capital, or part of Shs. 20,000:00 after the first Shs. 200,000:00 up to Shs. 4,000,000:00 (c) for every Shs. 20,000:00 nominal share capital, or part of Shs. 20,000:00 the first Shs. 4,000,000:00	40,000 30,000 20,000
3.	For registration of any increase of share capital made after the first registration of the company the same fees per Shs. 20,000:00 as would have been payable if the increased share capital had formed part of the original share capital at the time of registration.	
4.	For registration of annual return of a company, including a copy of the balance sheet or a certificate that no invitation has been made to the public to subscribe to its shares	50,000
5.	For registration any other document by the Act required to be delivered, sent or forwarded to the registrar, other than the memorandum or the abstract required to be delivered to the registrar by a receiver or manager or the statement required to be sent to the registrar by the liquidator in a winding up in Uganda	20,000
	For making a record of any fact by the Act required or authorized to be recorded by the registrar	20,000

**HEAD B—FEES TO BE PAID BY A COMPANY HAVING NO
SHARE CAPITAL.**

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
1.	For registration of a company whose number of members as stated in the articles of association does not exceed 20	50,000
2.	For registration of a company whose numbers of members as stated in the articles of association exceeds 100	100,000
3.	For registration of a company whose number of members as stated in the articles of association exceeds 100 but is not stated to be unlimited: a fee of Shs. 1,000:00 with an additional Shs. 75 for every additional 50 members or less after the first 100	
4.	For registration of a Company in which the number of members is stated in the articles to be unlimited	
5.	For registration of any increase on the number of members made after the registration of the company in respect of every 50 members provided that no company shall be liable to pay on the whole a greater fee than Shs. 2,000:00 in respect of its number of members taking into account the fee paid on the first registration of the company	40,000
6.	For registration of any existing company except such companies as are by the Act exempted from payment of fees in respect of registration under the Act, the same fee as is charged for registering a new company.	
7.	For a registration of an annual return of a company including a copy of a balance sheet	30,000
8.	For registering any other document by the Act required or authorised to be delivered, sent or forwarded to the registrar, other than the memorandum or the abstract required to be delivered to the registrar by a receiver or the manager or the statement required to be sent to the registrar by the Liquidator in a winding up in Uganda	25,000
9.	For making a record of any fact by the Act required or authorized to be recorded by the registrar	25,000

**HEAD C—FEES TO BE PAID BY A COMPANY TO WHICH PART X
OF THE ACT APLLIES**

<i>Item</i>	<i>Matter</i>	<i>US \$</i>
1.	For registering a certified copy of the charter, statute or memorandum and articles of the company or other instrument constituting or defining the constitution of the company	250.00
	For registering any other document required to be delivered to the registrar under part X of the Act	55.00

HEAD D - FEES TO BE PAID ON REGISTERING CHARGES.

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
1.	For registering under Part IV of the Act, any charge required to be registered there-under whether created by the company	
	(a) Where the amount of the mortgage or charge does not exceed Shs. 40,000:00	25,000
	(b) Where it does exceed Shs. 40,000:00	30,000
2.	For registering particulars of a series of debentures under Part IV of the Act,	
	(a) Where the total amount secured by the whole series does not exceed Shs. 40,000:00	25,000
	(b) Where it does exceed Shs. 40,000:00	30,000
3.	For registering the appointment of a receiver or manager of the property of a company under section 103 of the Act	25,000
4.	For inspecting the register of charges for each inspection	25,000

HEAD E – MISCELLANEOUS.

<i>Item</i>	<i>Matter</i>	<i>Shs. Cts.</i>
1.	For inspecting the register of Companies, in respect of any one company or for each inspection of a company's file	25,000
2.	For certified copy of a certificate of incorporation	25,000
3.	For certified copy of an extract from a document filed in the registry per folio of 100 words (but not less than Shs. 10 for any one document)	25,000
4.	For a certified photographic copy of any document, per sheet of 13 x 8 and a quarter of photographic copy (but not less than Shs. 30:00 for any document)	25,000
5.	On making request to the registrar to approve and reserve any name for registration of a company or a change of name of a company	25,000
6.	For the issue of a licence pursuant to subsection (1) or subsection (2) of section 21 of the Act	50,000
7.	On making application to the registrar granting exemption from the provisions of sub-section of section 202 or a subsection (2) of section 375 of the Act	25,000
8.	For the issue of an order of the register granting exemption from the provisions of subsection (1) of section 202 or subsection (2) of section 375 of the Act The additional fees chargeable under subsection of section 395 of the Act will be double and in addition to) the normal prescribed fee payable under the provisions of this Schedule.	30,000

PROF. EDWARD RUGUMAYO,
Minister of Tourism, Trade & Industry.