

**STATUTORY INSTRUMENTS SUPPLEMENT**

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**2016 No. 7.**

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SCHEDULE - FORMS

# 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.

