

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

2023 No. 74.

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

2023 No. 74

The Companies Regulations, 2023

(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 1st day of September, 2023.

PART I—PRELIMINARY

1. Title

These Regulations may be cited as the Companies Regulations, 2023.

2. Interpretation

In these Regulations, unless the context otherwise requires—

“Act” means the Companies Act, 2012;

“de-registration” means the process of removing a company from the register;

“defunct company” means a company that does not commence or has failed to carry out business for a continuous period of five years, or has failed to file annual returns for consecutive five years;

“single member” means a natural person who is a member in a single member company;

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

“striking off” means the process of removing a defunct company from the register until it is restored on the register or de-registered in accordance with the Act or these Regulations.

PART II—REGISTRATION AND INCORPORATION
OF COMPANIES

3. Submission of registration form

(1) A person who wishes to form a company, with or without limited liability, shall submit to the registrar the form for registration of a company specified in the Second Schedule to the Act.

(2) The registration form referred to in subregulation (1), may be submitted in hard copy or electronic form as the registrar may determine.

(3) A 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 register and 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 to these Regulations.

(2) Notwithstanding subregulation (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 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 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 10 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.

(4) The registrar shall publish a notice of re-registration in the Gazette or other media of wide circulation, as the registrar may determine, for a period of thirty days.

10. Certificate of incorporation upon re-registration of 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 10 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.

(4) The registrar shall publish a notice of re-registration in the gazette or any other media of wide circulation, as the registrar may determine, for a period of thirty days.

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 10 in the Schedule.

13. Re-registration of 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.

(4) The registrar shall publish a notice of re-registration in the gazette or any other media of wide circulation, as the registrar may determine, for a period of thirty days.

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

(1) An application under section 34 of the Act 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 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 10 in the Schedule.

16. Re-registration of company limited by guarantee to company limited as shares

(1) An application for re-registration of a company limited by guarantee as a company limited by shares shall be in Form 8 in the Schedule and shall be signed by at least one director or secretary of the company.

(2) A registrar may require a company intending to convert to limited by shares to change name.

(3) Where a company limited by guarantee is re-registering as a company limited by shares changes the name of the company, the proposed name shall be included in the application for re-registration.

(4) The application shall be accompanied with a prescribed fee and shall be submitted to the registrar with a special resolution prescribed under section 23 of the Act, and the following documents—

- (a) a copy of the memorandum as altered;
- (b) a copy of the articles as altered;
- (c) a statutory declaration confirming that—
 - (i) there are no liabilities or obligations associated with the company;
 - (ii) all the company's assets prior to re-registration have been transferred to another entity with similar objectives; and
 - (iii) the company is not being converted to conceal fraud;
- (d) statement of accounts from certified public accountants; and
- (e) recommendation from the Non-Governmental Organisations Bureau and any other relevant authority as may be determined by the registrar.

(5) The notice of re-registration shall be published in the gazette or any other media, as the registrar may determine, for a period of thirty days.

17. Certificate of re-registration of company limited by guarantee to company limited by shares

Upon the expiry of thirty days, where the registrar is satisfied that a company has met the requirements for re-registration of a company limited by guarantee to a company limited by shares the registrar shall issue a certificate of re-registration in Form 10 in the Schedule.

18. Re-registration of private limited company to single member

(1) An application for re-registration of a private company as single member company shall be in Form 9 in the Schedule and shall be signed by at least one director or secretary of the company.

(2) A registrar may require a private limited company intending to convert to a single member company to change name.

(3) The application to re-register a private company as single member company shall be accompanied by the following—

- (a) special resolution authorising change of status;
- (b) transfer form showing transfer of shares of allotted shares;
- (c) notice of change in name;
- (d) altered articles of association; and
- (e) Form appointing of a nominee and alternate nominee director.

(4) Upon verification and approval of the application, the registrar shall issue a notice of change of company status in a gazette or any other media, as the registrar may determine, for thirty days.

19. Certificate of re-registration from private company to single member company

Upon the expiry of thirty days, where the registrar is satisfied that a company has met the requirements for conversion of a company from private to single member company, the registrar shall issue a certificate of conversion prescribed in Form 10 in Schedule.

PART IV—COMPANY NAMES

20. Power to dispense with “LTD” or limited

(1) A licence issued by the registrar to a company registered as a limited liability company to dispense with use of the word “limited” in its name shall be in Form 11 in the Schedule.

(2) The registrar, on his own motion or upon application of any interested person, may revoke a licence where the company has failed to comply with any of the terms and conditions specified in section 41 (1) of the Act.

(3) The registrar shall before revocation or upon receipt of the application issue a notice to the company to show cause why the licence should not be revoked within thirty days from the receipt of the notice.

(4) Where the company does not respond or the registrar is not satisfied with the response, he or she may proceed and revoke the licence.

(5) Upon revocation, the registrar shall require the company to submit the Certificate of Incorporation without the words “Limited” and issue an amended certificate of incorporation with the words “Limited”.

(6) Upon issue of the certificate, the company shall always use the certificate with the words “Limited”.

21. Reservation and change of name

(1) The registrar shall not reserve a name under section 36 of the Act if the name—

- (a) bears words that imply a connection with the Government of Uganda except for companies being incorporated by a Government entity;
- (b) connotes an unlawful activity; or
- (c) a confusingly similar name to an already existing name.

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

(3) The registrar shall, upon receipt of the resolution, referred to under subregulation (2) 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.

(4) 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 12 in the Schedule.

PART V—SHARE CAPITAL

22. Form of return of allotment of shares

(1) A private company limited by shares or a company limited by guarantee with a 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 13 in the Schedule.

23. Notice to 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 14 in the Schedule.

24. 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 15 in the Schedule.

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

25. Change in register of members

(1) A company shall notify 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 AND DEBENTURES

26. Registration of charges

(1) A charge created by a company, being a charge over property situated in Uganda, shall be registered in Form 16 in the Schedule.

(2) A charge to secure a series of debentures shall be registered in Form 17 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 18 in the Schedule.

(4) Upon registration of a charge, the registrar shall issue a certificate of registration of charge in Form 19 in the Schedule.

27. 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 20 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

28. Notice of situation of registered office

A notice of the situation of the registered office, postal address if not provided at incorporation and of any change in them shall be filed with the registrar in Form 21 in the Schedule.

29. Appointment and removal of directors and secretary of company

(1) The form of the consent by a person to act as director of a public company shall be in Form 22 in the Schedule.

(2) A company shall notify the registrar of the appointment of a director or secretary by filing a notice with the registrar in Form 23 in the Schedule.

(3) Subregulation (2) may apply where a director or secretary is appointed at Incorporation of the company and the details of the director or secretary are included in the Form for registration of a company.

(4) A company shall notify the registrar of any new appointment or removal of a director or secretary by filing a notice of change with the registrar in Form 23 in the Schedule.

30. 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 24 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 25 in the Schedule.

31. 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 26 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 and Form 26 in the Schedule.

32. Transfer and surrender of shares

(1) An application for transfer of shares shall be in the manner prescribed in Form 27 in Schedule.

(2) The form referred to in subregulation (1) may provide for—

- (a) the declaration of the value of shares;
- (b) proof of surrender of shares; or
- (c) an application for buyback, where applicable.

(3) A shareholder may surrender shares held in a company to a company by signing a surrender agreement or by notice of surrender of shares to the registrar where the shareholders fail to agree on the signing of surrender agreement.

(4) The surrender agreement referred to in subregulation (3) shall be registered with the registrar and upon registration the surrendered shares shall revert back to the company.

(5) Where the registrar is served with the notice of surrender of shares referred to under subregulation (3), the registrar shall serve the notice to Company and request the other shareholders to show cause why the surrender of shares should not be entered on the register within fourteen days from the date of the notice.

(6) Where a shareholder or the company objects to the intention of the shareholder to surrender the shares, the registrar shall resolve the dispute in accordance with the Act.

33. Admission of members in company without shares

(1) A director or any other officer of a company without shares shall within thirty days from the date a member dies notify the registrar.

(2) Subject to articles of association of a company, where a member in a company without shares dies, the surviving member of the company may admit new members.

(3) Where there is no surviving member, the company shall be dissolved in accordance with the Insolvency Act, 2011.

(4) The dissolution referred to under subregulation (2) shall be undertaken by the Official Receiver.

(5) A director or any other officer who fails to notify the death of a member under subregulation (1) commits an offence and is liable on conviction to a fine not exceeding two hundred currency points or a term of imprisonment not exceeding three years or both.

PART VIII—COMPANIES INCORPORATED OUTSIDE UGANDA

34. 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 28 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 29 in the Schedule

(4) The particulars of the address and registered or principal office of a foreign company required by section 252(1) (e) shall be in Form 30 in the Schedule.

35. 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 31 in the Schedule.

36. Returns to be delivered to the registrar by foreign company

A foreign company shall, where any alteration is made in accordance with section 254 of the Act, file returns with the registrar using Form 32 in the Schedule.

37. Certificate verifying the conditions required for exemption

(1) Subject to section 256 (2) (c) of the Act, a foreign company shall file with the registrar for registration a certificate verifying the conditions required for exemption.

(2) The conditions required for exemptions of foreign company may include that the foreign company—

- (a) is a private company; or
- (b) was not incorporated in any part of the Commonwealth.

(3) The certificate referred to in subregulation (1) shall be in Form 33 in the Schedule.

38. Notice of cessation of business in Uganda by foreign company

Where a foreign company ceases doing business in Uganda, it shall notify the registrar using Form 34 in the Schedule.

PART IX—VOLUNTARY WINDING UP AND STRIKING
DEFUNCT COMPANIES OFF REGISTER

39. Voluntary winding up of company

(1) The notice of resolution of voluntary winding up of a company required by section 269 of the Act shall be in Form 35 in the Schedule.

(2) The notice of a winding up order or commencement of voluntary winding up proceedings of a foreign company required by section 254 (2) of the Act shall be in Form 36 in the Schedule.

(3) A company seeking to voluntarily wind up under subregulation (1), shall furnish the following to the registrar—

- (a) special resolution;
- (b) declaration of solvency; and
- (c) statement of affairs.

(4) The registrar shall upon receipt of the documents referred to in subregulation (3), issue a public notice in Form 36 in the Schedule in the *Gazette* and a newspaper of wide circulation for thirty days.

(5) Where the registrar is satisfied that the company has no assets or liabilities, he or she shall notify the official receiver.

(6) The official receiver shall issue a certificate of dissolution in Form 37 in the Schedule.

(7) Where a director or a shareholder of a company falsely declares that the company has no assets and liabilities, he or she commits an offence and is liable, on conviction, to a fine not exceeding two hundred currency points or imprisonment to term not exceeding three years or both.

40. Statutory declaration of solvency

The statutory declaration of solvency required by section 271 of the Act shall be in Form 38 in the Schedule.

41. Striking defunct companies off register

(1) Subject to section 265A of the Act, the registrar may on his or her own accord cancel the registration of a company from the register by issuing a thirty days' notice in a newspaper of wide circulation or any other media of the intention to strike off the company from the register.

(2) Where a company applies to be struck off the register under section 265A of the Act, the director shall file a statutory declaration of solvency in Form 39 prescribed in the Schedule.

(3) Where there is no objection and upon expiry of the 30 days' notice issued under subregulation (1), the registrar shall issue a notice to the effect that a company has been struck off the register in the *Gazette* or other media of wide circulation as the registrar may determine.

(4) Any person who operates a company that has been struck off the register commits an offence and shall be liable to a fine not exceeding two hundred currency points for each day of default.

42. Restoration of company on the register

(1) A company struck off the register may apply for restoration within twelve months from the date it was struck off the register.

(2) Notwithstanding subregulation (1), any person other than a company aggrieved by the decision of the registrar striking off the company from the register with reasonable cause, may make an application to the registrar for restoration of the company onto the register within five years from the date of the decision.

(3) The application for restoration of a company under sub regulation (1) shall be in writing stating the grounds for restoration of the company on the register.

(4) Where the registrar is satisfied by the grounds, he or she shall issue a notice of intention to reinstate the company on the register to be published in the *Gazette* for a period of thirty days.

(5) Where there is no objection within thirty days, the registrar may proceed to reinstate the company on to the register and inform the Officer receiver to cancel the certificate of dissolution issued under regulation 43(5) of these Regulations.

(6) The registrar may restore a company onto the register where the registrar is satisfied that the company—

- (a) shows readiness to comply with provisions of the Act;
- (b) was carrying on business at the time it was struck off the register and there is a proper reason for it to continue in existence; or
- (c) directors or shareholders were under a disability.

(7) Where there is an objection, the registrar shall not reinstate the company until that matter is determined.

(8) Where the registrar is satisfied with the grounds of the objection, he or she shall not reinstate the company onto the register.

(9) Where the registrar is satisfied with the application and upon payment of the fees, the registrar shall restore the company on the register and issue a notification of reinstatement in the *Gazette* or other media of wide circulation as the registrar may determine

(10) The registrar may require the company to change the name upon reinstatement.

(11) Subregulations (4), (5), (7) and (8) of this regulation shall only apply to where a company was struck off the register on the application of the company under regulation 41(2) of these Regulations.

43. Deregistration of a company

(1) Where a company fails to apply to be restored on the register in accordance with regulation 42 or where the application for restoration is rejected by the registrar, the registrar shall deregister the company from the register.

(2) The name of the company that has been deregistered shall be available for reuse within a period of twelve months from the date of deregistration.

(3) The particulars of the company that has been deregistered shall be archived and cease to exist on the register.

(4) Where the registrar deregisters the company, he or she shall notify the official receiver within seven days from the date of deregistration.

(5) The official receiver shall upon receipt of notification under subregulation (5) enter the name of the company in the register of dissolved companies and issue a certificate of dissolution, where applicable.

(6) The Certificate of dissolution referred to in subregulation (5) shall be in Form 37 in the Schedule.

(7) Where an asset of accompany is discovered after the company has been deregistered, a shareholder or any person with an interest in the asset may apply to Court for vesting order to facilitate the transfer of the discovered asset as Court may direct.

(8) The registrar may adopt the procedure provided for under this regulation to deregister a company which fails to comply with section 115 of the Act.

44. Filing or submission of documents to registrar

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

45. 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 from the date the company record is generated.

46. Notification of change of directors or secretary or their particulars

The prescribed form referred to in section 228 (5) of the Act shall be in Form 40 in the Schedule.

47. 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.

48. 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.

49. Power of the registrar to refuse to register a document

The registrar may refuse to register any document lodged by the Company or on behalf of the Company, where the Company has failed to comply with the provisions of the Act or any Regulations made under the Act.

50. Revocation of S.I. No 7 of 2016

The Companies (General) Regulations, 2016 are revoked.

SCHEDULE

FORMS.

ARRANGEMENT OF FORMS.

Form

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14. Notice of consolidation, subdivision, redemption of shares, or conversion of stock into shares.
15. Notice of increase of share capital.
16. 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.

17. Statement of particulars of charges to secure a series of debentures.
18. Statement of charges existing on property acquired.
19. Certificate of registration of charge.
20. Memorandum of satisfaction of charge.
21. Notice of situation of the registered office and the registered postal address or of any change therein.
22. Consent to act as director of company.
23. Notification of appointment of director and secretary of company.
24. Incorporation document of amalgamated company/notice of change of incorporation document.
25. Certificate of directors.
26. Certificate of amalgamation.
27. Application for transfer of shares
28. List of directors and secretary of foreign company.
29. List of names and address of persons resident in Uganda authorised to accept service on behalf of a company incorporated outside Uganda.
30. Address of the registered or principal office of a company incorporated outside Uganda.
31. Certificate of registration of foreign company.
32. A return of foreign company.
33. Certificate verifying the conditions required for exemptions
34. Notice of cessation of business.
35. Notice of special resolution for voluntary winding.
36. Notice of Winding up Order or Commencement of Voluntary Winding up Proceedings of a Foreign Company.

37. Certificate of dissolution
38. Statutory declaration of solvency embodying a statement of assets and liabilities.
39. Statutory declaration of solvency to strike out a defunct company
40. Notification of Change of Directors or Secretary or in their Particulars.

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 2

Reg 7 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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, 2012

**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)* ofLimited.
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

BEFORE ME

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

Company Form 4

Reg 9(1).

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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

(Under section 33(1) (b) of the Act)

PART 1-PARTICULRS 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 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**APPLICATION OBJECTING TO RESOLUTION TO REGISTER A
PUBLIC COMPANY AS PRIVATE COMPANY**
(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 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

APPLICATION FOR RE-REGISTRATION OF COMPANY LIMITED BY GUARANTEE TO COMPANY LIMITED BY SHARES
(Under section 23(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

- 4. The above company applies to be re-registered as a private limited company by the names of _____ *(insert proposed name)*.
- 5. The following documents have been submitted together with the application for re-registration-
 - (a) a 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 9

Reg 18 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

APPLICATION FOR RE-REGISTRATION OF PRIVATE LIMITED COMPANY TO SINGLE MEMBER COMPANY

PART I-PARTICULARS OF THE COMPANY

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

PART II- RE-REGISTRATION

4. The above company applies to be re-registered as a single member company by the names of _____ (*insert proposed name*).
5. The following documents have been submitted together with the application for re-registration-
 - (a) special resolution authorising change of status;
 - (b) transfer form showing transfer of shares of allotted shares;
 - (c) notice of change in name;
 - (d) altered articles of association; and
 - (e) Form appointing a nominee and alternate nominee director.

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 or private limited company as a single member company.

Signature _____ Date _____

Company Form 10

Reg. 8, 10, 12, 15, 17 & 19

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

CERTIFICATE OF INCORPORATION UPON RE-REGISTRATION.

(Under sections 23, 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, 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 11

Reg 20 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

LICENCE TO DISPENSE WITH THE WORD “LIMITED”

(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 12

Reg 21 (4)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 13

Reg 22 (2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 ofthe 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 14

Reg 23

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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

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

1. SUB DIVISION

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

2. 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		

3. CONVERSION INTO STOCK

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

4. 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		

5. 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 15

Reg 24 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 16

Reg 26(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

STATEMENT OF ALL SUBSISTING CHARGES CREATED BY THE COMPANY BEING CHARGES OF THE KIND SET OUT IN SECTION 105(3) OF 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 17

Reg 26(2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**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 and 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 18

Reg 26(3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**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 existing on property acquired-

Date property was acquired	Date and 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 this day ofthe year

Company Form 19

Reg 26 (4)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 ofthe year....., has been registered and numbered on the Register of charges.

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

.....
REGISTRAR

Company Form 20

Reg 27 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 21

Reg 28

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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

(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 22

Reg 29(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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

Signed

Director/Secretary

Dated theday of the year.....

Company Form 23

Reg 29(2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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

Signed.....
Director/Secretary

Dated theday of the year

Company Form 24

Reg 30 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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:.....

Signed.....

Director/Secretary

Dated theday of the year

Company Form 25

Reg 30 (2)

THE REPUBLIC OF UGANDA
THE COMPANIES ACT, 2012

(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 26

Reg 31(1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 27

Reg 32 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

APPLICATION FOR TRANSFER OF SHARES

TRANSFER OF SHARES

I/We, of being the shareholder(s) in the(*insert company name*) in consideration of the sum of paid to us by the Purchaser on or before the execution of these presents the receipt DO HEREBY TRANSFER(number of shares) toof to HOLD to the said shares and interest herein

Dated this day of 20.....

Signed by the said]
TRANSFEROR

In the presence of:

Witness:
Address:
Qualification:
Signature:.....

Signed by the said]

TRANSFeree

In the presence of:

Witness:
Address:
Qualification:
Signature:
Signed*

Company Form 28

Reg 34 (2)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 29

Reg 34 (3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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 30

Reg 34(4)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**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 this day of the year.....

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

Company Form 31

Reg. 35,

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

CERTIFICATE OF REGISTRATION OF FOREIGN COMPANY

(Under section 253 of the Act)

ICERTIFYTHAT:.....
(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 32

Reg 36

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**RETURN OF A FOREIGN COMPANY INCORPORATED OUTSIDE
UGANDA**

(Under section 254 of the Act).

In accordance with section 254 of the Act this is to notify the registrar that the company has made the following alterations-

No.	Alterations (<i>attach the relevant documents if any</i>)	Effective date

Signed*

Dated theday ofthe year

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

Company Form 33

Reg 37 (3)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**CERTIFICATE VERIFYING THE CONDITIONS
REQUIRED FOR AN EXEMPTION**

(Under section 256 (2) (c) of the Act).

To:
Registrar of Companies

THIS is to certify that _____ *(insert name of company)*
which is a foreign company is still qualified for an exemption because of the
following reasons:

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

Director

Company Secretary

Company Form 34

Reg 38

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

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..... or intends to cease business after thirty days from the date of publication of this notice. (*delete whichever is not applicable*)

Dated this day of the year.....

Signed*

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

Company Form 35

Reg 39 (1)

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**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 fromday
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.....

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

**NOTICE OF WINDING UP ORDER OR COMMENCEMENT OF
VOLUNTARY WINDING UP PROCEEDINGS OF A FOREIGN
COMPANY**

(Under section 254 (2) of the Act)

NOTICE

TAKE NOTICE THAT on the.....day of..... 20....,

A. An order to wind up the*(insert name of company)*
company was made by the*(insert name
of court)*.

OR

B. Proceedings for voluntary winding up of*(insert
name of company)* commenced.

TAKE FURTHER NOTICE THAT from the date specified in this Notice,
the company ceased to carry on business except so far as is required to wind
up the company.

Dated this..... day of..... 20....

Signed.....”

Company Form 37

Regulation 39(6).

THE COMPANIES ACT, 2012

CERTIFICATE OF DISSOLUTION

This to certify that(*insert in the name of the company dissolved*) has thisday of20..... been dissolved and entered on the register of dissolved companies.

Dated this _____ day of _____, 20 ____

Official Receiver

Company Form 38

Reg 40

THE REPUBLIC OF UGANDA
THE COMPANIES ACT, 2012

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 in case of a company applying for voluntary winding up, 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*

Company Form 39

THE REPUBLIC OF UGANDA

Reg 41 (2).

THE COMPANIES ACT, 2012

STRIKING OFF THE REGISTER A DEFUNCT COMPANY

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

(Under Section 265A 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 has no assets and liabilities and shall not accumulate any asset or liability in the next thirty days, 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 at _____ on _____ day of _____, _____ 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*

Company Form 40

Reg 46

THE REPUBLIC OF UGANDA

THE COMPANIES ACT, 2012

NOTIFICATION OF CHANGE OF DIRECTORS OR SECRETARY OR IN THEIR PARTICULARS

(Pursuant to section 228(5) of the Companies Act, 2012.)

No. of company _____

Name of company _____ Limited

Presented by _____

To the Registrar of Companies:

_____ Limited notifies you in accordance with section 228 (5) of the Companies Act that—

(Here specify nature and date of change. If change consists of the appointment of a new director or secretary fill in particulars below.)

Particulars of new director or secretary (columns 1, 2 and 4 only need be completed for a

Name (in the case of an individual, present Christian name or names and surname; in the case of a corporation, the corporate name)	Any former Christian name or names and surname	Nationality	Usual residential and postal address (in the case of a corporation, the situation of its registered or principal office and its registered postal address)	Business occupation and particulars of others directorships	Date of birth

Signature _____

for _____
(*State whether director or secretary*)

Dated this _____ day of _____, 20 _____

NORBERT MAO,
Minister of Justice and Constitutional Affairs.

Cross references

Statutory Declarations Act, Cap 22

The Companies (Single Member) Regulations, 2016 S.I. No. 72 of 2016