

(Legislative Supplement No. 9)

LEGAL NOTICE NO. 19

THE COMPANIES ACT

(No. 17 of 2015)

IN EXERCISE of the powers conferred by section 1022 of the Companies Act, 2015, the Attorney-General makes the following Regulations—

THE COMPANIES (GENERAL) (AMENDMENT) REGULATIONS,  
2017

1. These Regulations may be cited as the Companies (General) (Amendment) Regulations, 2017.

Citation.

2. The Companies (General) Regulations, 2015, in these Regulations referred to as the “principal Regulations” are amended by deleting regulation 5 and substituting therefor the following new regulation—

Amendment of regulation 5 of L. N. No. 239 of 2015.

Additional documents to accompany application for registration of a company.

5. In addition to the registration documents required by section 13 of the Act, the following documents are required to be attached to an application for the registration of a company—

- (a) in the case of a Kenyan citizen or resident—
  - (i) a copy of their identity card or passport;
  - (ii) a copy of their personal identification number certificate; and
  - (iii) their passport size photograph,
- (b) in the case of a non-Kenyan citizen or non-resident—
  - (i) a copy of their passport; and
  - (ii) their passport size photograph.

3. Regulation 12 of the principal Regulations is amended in paragraph (f) by deleting the words “the name of” and substituting therefor the words “a name that is identical or confusingly similar to”.

Amendment of regulation 12 of L. N. No. 239 of 2015.

4. Regulation 14 of the principal Regulations is amended in paragraph (1) by deleting the word “Ordinance” in the definition “registered name” and substituting therefor the word “Act”.

Amendment of regulation 14 of L. N. No. 239 of 2015.

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|---|--|
| 5. Regulation 60 of the principal Regulations is amended in paragraph (a) by deleting the word “that” appearing after the word “company”.       | Amendment of regulation 60 of L. N. No. 239 of 2015. |
| 6. Regulation 72 of the principal Regulations is amended by deleting the expression “Part 8” and substituting therefor the expression “Part 7”. | Amendment of regulation 72 of L. N. No. 239 of 2015. |
| 7. The principal Regulations are amended by deleting the First Schedule and substituting therefor the following new Schedule.                   | Amendment of First Schedule of L. N. No. 239 of 2015 |

**FIRST SCHEDULE – FORMS FOR USE UNDER THE ACT AND THE REGULATIONS**

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**FORM CR 1**

**APPLICATION TO REGISTER A COMPANY<sup>1</sup>**

[Section 13 of the Companies Act, 2015]

**PART I – COMPANY DETAILS**

1. Name of the company:

.....  
*(Insert name of company as reserved)*

2. Type of company:

*(Select the type of company that applies)*

- public company limited by shares
- private company limited by shares
- company limited by guarantee
- private unlimited company

3. Articles of association

The company –

*(Select the option that applies)*

- has prepared its own articles of association\*; or
- will adopt the model articles of association applicable to the type of company selected above; or

<sup>1</sup> You may use this form to register a private or public company

will adopt some of those model articles and has prepared its own articles of association to supplement or modify those model articles\*

- \* *If the company has prepared its own articles or articles to supplement or modify the model articles, those articles have been printed, dated and signed by the applicants and are attached to this application.*

4. Registered office address

Name of building/Plot No.	
Street/Road	
District	
Floor/Room No.	
Town	
County	

5. Contact address of the company

P.O. Box	
Postal Code	
Office No.	
Mobile No.	
Email address <sup>2</sup>	

6. Principal business activity

Primary business activity: .....

Secondary business activity: .....

PART II – PROPOSED OFFICERS

7. Details of the first directors, secretary<sup>3</sup> and authorized signatory of the company

Name	
Designation <sup>4</sup>	
Postal address	
Identity card or passport number <sup>5</sup>	

<sup>2</sup> Please provide an email address which has never been used on iTax.

<sup>3</sup> A private company is required to have a secretary only if it has a paid up capital of KES 5,000,000 or more.

<sup>4</sup> Please state whether the person is a director, secretary and/or authorized signatory.

<sup>5</sup> If a passport number is provided, please also indicate the issuing country and place and date of issue of the passport.

Nationality	
Telephone number	
Email address	
I/We hereby consent to act as director/ secretary of the company	

Complete a separate sheet for each director, secretary (if applicable) or authorized signatory and attach the following documents for each:

- (a) copy of Kenyan national identification card or passport
- (b) copy of PIN certificate issued by the Kenya Revenue Authority (not applicable to person who are not Kenyan residents );and
- (c) coloured passport-sized photograph

### PART III – STATEMENT OF CAPITAL AND INITIAL SHAREHOLDING

Please complete this part if the company has a share capital. If the company does not have a share capital, please go to Part IV below

#### 8. Statement of capital

If the company is limited by shares, its share capital is KES. – (Insert amount of share capital) divided into -number of shares of KES. – each.

Class of shares (e.g. ordinary/ preference etc.)	Nominal Value of each share (KES)	Amount paid up on each share <sup>6</sup> (if any) (KES)	Amount (if any) unpaid on each share <sup>7</sup> (KES)	Total number of shares	Aggregate nominal value <sup>8</sup> (KES)
Totals					

#### 9. Rights attached to each class of shares

Please set out below particulars of the following for each class of shares specified above:

- (a) voting rights, including rights that arise only in certain circumstances;
- (b) Rights to dividends or distribution

<sup>6</sup> This is the amount paid up on each share whether on account of the nominal value of the share or in the form of a premium.

<sup>7</sup> This is the amount unpaid on each share whether on account of the nominal value of the share or in the form of a premium.

<sup>8</sup> This is the number of shares issued multiplied by nominal value.

(c) *Right to participate in a return of capital*

(d) *whether the shares will be redeemed or may be redeemed at the option of the company or the shareholder and if so, any terms or conditions relating to redemption of the shares*

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#### 10. Statement of initial shareholding

*Please indicate below the particulars of the shareholding of the company at registration.*

<i>Name and address of subscriber to the memorandum of association</i>	<i>Class of shares (e.g. ordinary/preference etc.)</i>	<i>Number of shares held</i>	<i>Nominal value of each share (KES)</i>	<i>Amount to be paid up on each share<sup>9</sup> (if any) (KES)</i>	<i>Amount (if any) to be unpaid on each share<sup>10</sup> (KES)</i>
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					

<sup>9</sup> This is the amount payable for each share whether on account of the nominal value of the share or in the form of a premium.

<sup>10</sup> This is any amount to be unpaid on each share whether on account of the nominal value of the share or in the form of a premium.

## PART IV – STATEMENT OF GUARANTEE

Please complete this part if the company is limited by guarantee

Each person listed below is a member of the company and undertakes that if the company is liquidated while the person is a member or within twelve months after the person ceases to be a member, to contribute to the assets of the company such amount as may be required under the articles of association of the company for:

- (a) paying the debts and liabilities of the company contracted before the person ceases to be a member;
- (b) paying the costs, charges and expenses of liquidation; and
- (c) adjusting the rights of the contributories among themselves.

Name and of subscriber to the memorandum of association	Address
1.	
2.	
3.	
4.	

## PART V – ADDITIONAL REGISTRATIONS

The information required under this section is for purposes of processing additional registrations for the company including PIN, NSSF and NHIF registrations where applicable

11. Target business start date: .....

12. Number of employees at target business start date: .....

13. Details of company ownership structure

Is the Company you are registering a Subsidiary Company? Yes No

If yes, is the Principal Holding company Resident in Kenya? Yes No

Holding Company PIN: .....

Name of Holding Company: .....

Country in which holding company is located: .....

14. Details of Acquisition/Amalgamation

Was your business formed as a result of acquisition or amalgamation? Yes No

If yes, please fill in the following details:

Type of Bond (acquisition or amalgamation)	PIN <sup>11</sup>	Date <sup>12</sup>

<sup>11</sup> Provide the PIN of the company which will cease to exist, that is, the one which was acquired or both the companies which are amalgamating.

<sup>12</sup> Date of acquisition or amalgamation


Lodged on behalf of the company by:

FOR OFFICIAL USE  
Companies Registry  
Checked by:

Name: .....

Address: .....

Signature: .....

Capacity<sup>13</sup>: .....

Date: .....

Name	Signature	Date
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NSSF

Certificate issued by:

Name	Signature	Date
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NHIF

Code issued by:

Name	Signature	Date
------	-----------	------

Company Reg. No: .....

KRA PIN: .....

NSSF No: .....

NHIF No: .....

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FORM CR2

FORM OF MEMORANDUM FOR A COMPANY WITH SHARE CAPITAL<sup>14</sup>

[Section 12 of the Companies Act, 2015]

MEMORANDUM OF ASSOCIATION

This is the memorandum of association of: .....  
(Here insert the name of the company)

<sup>13</sup> Please indicate capacity in which the person lodging this form is acting on behalf of the company.

<sup>14</sup> This form is used to show the intention by subscribers to form a company limited by shares, to become members of the company and to take at least one share each

Each subscriber to this memorandum of association wishes to form a company under the Companies Act, 2015 and agrees to become a member of the company and to take at least one share.

The following persons have subscribed to this memorandum:

*(Insert below the name and address of each subscriber followed by the subscriber's signature)*

<i>Names of subscribers</i>	<i>Address of subscriber</i>	<i>Authentication by subscriber (Signature)</i>

*(Note: Insert more rows, if there are more subscribers)*

Dated: ..... 20

*(Here insert the date on which the memorandum is signed by the subscribers)*

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**FORM CR3**

**FORM OF MEMORANDUM FOR A COMPANY LIMITED BY GUARANTEE<sup>15</sup>**

[Section 12 of the Companies Act, 2015]

**MEMORANDUM OF ASSOCIATION**

This is the memorandum of association of: .....  
*(Here insert name of the company)*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act, 2015 and agrees to become a member of the company.

The following persons have subscribed to this memorandum:

*(Here insert the name and address of each subscriber followed by the subscriber's signature)*

<i>Names of subscribers</i>	<i>Address of subscriber</i>	<i>Authentication by subscriber (Signature)</i>

<sup>15</sup> This form is used to show the intention by subscribers of a company limited by guarantee to form the company and to become its members.




Note: If there are more than 10 subscribers, insert more rows.

Dated: ..... 20

(Here insert the date on which the memorandum is signed by the subscribers)

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**FORM CR4**  
**FORM OF MEMORANDUM FOR A COMPANY WHOSE LIABILITY IS UNLIMITED<sup>16</sup>**

[Section 12 of the Companies Act, 2015]

**MEMORANDUM OF ASSOCIATION**

This is the memorandum of association of: .....

*(Here insert name of the company)*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act, 2015 and agrees to become a member of the company.

The following persons have subscribed to this memorandum:

*(Here insert the name and address of each subscriber followed by the subscriber's signature)*

<i>Names of subscribers</i>	<i>Address of subscriber</i>	<i>Authentication by subscriber</i>

Note: If there are more than 10 subscribers, insert more rows.

Dated: ..... 20 .....

*(Here insert the date on which the memorandum is signed by the subscribers)*

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**FORM CR5**  
**FORM OF ASSENT TO ACCOMPANY APPLICATION FOR REGISTRATION OF A CONVERSION TO AN UNLIMITED COMPANY<sup>17</sup>**

[Sections 83 (b) and 89 (1)(a) of the Companies Act, 2015]

Name of company: .....

<sup>16</sup> This form is used by subscribers to form an unlimited company and to become its members.

<sup>17</sup> This form is used to show assent by each member of a public or private company to the company being converted to an unlimited company

Number of the company: .....

The members of the company hereby assent to the registration of the conversion of the company to an unlimited company.

Authenticated by or on behalf of:<sup>18</sup>

<i>Name of member</i>	<i>Signature</i>

Dated: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ [dd/mm/yyyy]

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FORM CR 49

NOTICE TO NON-ASSENTING SHAREHOLDERS

[Section 612 (1) of the Companies Act, 2015]

1. Name(s) and address(es) of non-assenting shareholder(s):

.....  
.....  
.....  
.....

2. A takeover offer was made on:<sup>19</sup> \_\_\_\_ / \_\_\_\_ / \_\_\_\_ [dd/mm/yyyy] by \_\_\_\_

For KES<sup>20</sup> .....

shares/securities in ..... (“the Company”).

3. The offeror(s) has/have, within the relevant time period specified in section 612(2) of the Companies Act 2015, satisfied the conditions contained in subsection (2) or (4) of section 611 of that Act. The offeror(s) give(s) notice that he/they now intend(s) to exercise his/their right under section 611 of the

<sup>18</sup> In the case of a private limited company applying to be converted to an unlimited company, this form must be authenticated by or on behalf of each subscriber.

In the case of a public company applying to be converted to an unlimited company all members must indicate their assent to the conversion.

<sup>19</sup> Insert the date of the offer.

<sup>20</sup> If the consideration requires further explanation, this may be annexed.

Companies Act 2015 to acquire shares held by you in the company. The terms of the offer are-<sup>21</sup>

.....  
.....  
.....  
.....

4. If these terms include a choice of consideration, you should within 6 weeks of the date of this notice inform the offeror(s) in writing at:<sup>22</sup>

.....  
.....  
.....  
.....

which of the choices you wish to accept. If you fail to make a choice and do not make application to the court (see below) the offeror(s) will acquire your shares/securities on the following terms:<sup>23</sup>

.....  
.....  
.....  
.....

NOTE: You are entitled under section 618 of the Companies Act 2015 to make application to the court within 6 weeks of the date of this notice for an order either that the offeror(s) shall not be entitled and bound to acquire your shares or that different terms to those of the offer shall apply to the acquisition. If you are contemplating such an action you may wish to seek legal advice.

Signed: ..... Date: .....

- 8. The Third Schedule of the principal Regulations is amended— Amendment of the Third Schedule of L. N. No. 239 of 2015.
  - (a) in Article 11, by deleting the word “general” appearing in the marginal note and substituting therefor the word “directors”;
  - (b) in Article 17 (2), by deleting the word “propose” and substituting therefor the word “prepare”;
  - (c) in Article 21, by deleting the expression “10” and substituting therefor with the expression “7”;
  - (d) in Article 39—
    - (i) in paragraph (2), by deleting the expression “14” and substituting therefor the expression “21”;

<sup>21</sup> Insert the terms of offer. If the terms require further explanation, they may be annexed.

<sup>22</sup> Provide address to which acceptance should be sent.

<sup>23</sup> Insert the terms for the acquisition of the shares if the shareholders reject the terms of the offer. If the terms require further explanation, they may be annexed.

- (ii) in paragraph (3)(a), by deleting the words “which it is given” and substituting therefor the words “for holding the meeting given.”, and
- (iii) in paragraph (3)(b), by deleting the words “which it is given” and substituting therefor the words “for holding the meeting given.”, and
- (e) by deleting Article 96 and substituting therefor the following new Article—

If dividends or other sums remain unclaimed for a period of three years after which the dividend or other sums became due for payment, the dividend or other sums shall be dealt with in accordance with the provisions of the Unclaimed Financial Assets Act, 2011, as amended from time to time.

9. The Fourth Schedule of the of the principal Regulations is amended—

Amendment of the Fourth Schedule of L. N. No. 239 of 2015.

- (a) in Article 11, by deleting paragraph (2) and substituting therefor the following new paragraph—

(2) The quorum for the directors’ meeting fixed from time to time may be—

- (a) two members present in person or by proxy; or
- (b) one member if the company consists of only one member,

- (b) in Article 39, by deleting paragraph (1) and substituting therefor the following new paragraph—

(1) The quorum for the companies general meeting, in respect of each financial year of the company may be—

- (a) two members present in person or by proxy; or
- (b) one member if the company consists of only one member.

10. The Fifth Schedule of the principal Regulations is amended in Article 35 (2) by deleting the expression “14” and substituting therefor the expression “21”.

Amendment of the Fifth Schedule of L. N. No. 239 of 2015.

11. The Ninth Schedule of the principal Regulations is amended—

Amendment of the Ninth Schedule of L. N. No. 239 of 2015.

- (a) by deleting Part 2 and substituting therefor the following new Part—

## PART 2

## FEES PAYABLE IN RELATION TO COMPANY LIMITED BY GUARANTEE

<i>Column 1 Item no.</i>	<i>Column 2 Matter</i>	<i>Column 3 Fees (KSh.)</i>
1.	For registration of a company limited by guarantee.	10,000

(b) in Part 5, by deleting item 3 and substituting therefor the following new item—

<i>Column 1 Item no.</i>	<i>Column 2 Matter</i>	<i>Column 3 Fees(Ksh)</i>
3.	For registration under section 878 of the Act of a charge created by a company, or for the registration under section 879 of the Act of a charge existing over property when acquired by a company,	
	If the amount secured by the charge does not exceed Ksh. 10,000,000,	2,000
	If the amount secured by the charge exceeds Ksh. 10,000,000 but does not exceed Ksh. 50,000,000	4,000
	If the amount secured by the charge exceeds Ksh. 50,000,000 but does not exceed Ksh. 100,000,000	6,000
	If the amount secured by the charge exceed Ksh. 100,000,000 but does not exceed Ksh. 150,000,000	8,000
	If the amount secured by the charge exceeds Ksh. 150,000,000 but does not exceed Ksh. 200,000,000	10,000
	If the amount secured by the charge exceeds Ksh. 200,000,000 but does not exceed Ksh. 250,000,000	12,000

Dated the 15th February, 2017.

GITHU MUIGAI,  
*Attorney-General.*



