FORM CR 1

APPLICATION TO REGISTER A COMPANY

[section 13 of the companies Act, 2015]

PART 1- COMPANY DETAILS

1. Name of the company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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 assosiation

The company-

(select the option that applies)

has prepared its own articles of assosiation

will adopt the model articles of assosiation applicable to the type of company selected

above ; or

will adopt some of those model articles and has prepared its own articles of assosiation

to supplement or modify those model articles

4. Registered office address

|  |  |
| --- | --- |
| Name of the 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 Address2 |  |

6. Principal business activity

Primary business activity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secondary business activity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PART 11- PROPOSED OFFICERS

7. Details of the first directors, secretary3 and authorized signatory of the company

|  |  |
| --- | --- |
| Name |  |
| Designation4 |  |
| Postal Address |  |
| Identity cord or passport number5 |  |

2Please provide an email address which has never been used on iTax.

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

4Please state whether the person is a director, secretary and/or authorised signatory.

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

|  |  |
| --- | --- |
| Nationality |  |
| Telephone No. |  |
| Email Address |  |
| I/We hereby consent to act as director/ secretary of the company. |  |

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

1. Copy of Kenyan national identification card or passport
2. Copy of PIN certificate issued by Kenya Revenue Authority ( not applicable to persons who are not Kenyan residents); and
3. Coloured passport-sexed photograph

PART 111- 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) divide 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 share6 (if any) (KES) | Amount (if any) unpaid on each share7 (KES) | Total No. of shares | Aggregate nominal value8 |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |

**TOTALS**

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

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

1. Voting rights, including rights that arise only in certain circumstances
2. Rights to dividends or distribution
3. Right to participate in a return of capital
4. 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 the redemption of the shares

|  |
| --- |
|  |

10. Statement of initial shareholding

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name and address of the subscriber to the memorandum of association | Class of shares (e.g. ordinary/preference etc.) | Number of shares held | Nominal value of each share (KES) | Amount to be paid up on each share9 (if any) (KES) | Amount (if any) to be unpaid on each share10 (KES) |
| 1. |  |  |  |  |  |
| 2. |  |  |  |  |  |
| 3. |  |  |  |  |  |
| 4. |  |  |  |  |  |
| 5. |  |  |  |  |  |
| 6. |  |  |  |  |  |
| 7. |  |  |  |  |  |
| 8. |  |  |  |  |  |
| 9. |  |  |  |  |  |
| 10. |  |  |  |  |  |

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

10This 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:

1. Paying the debts and liabilities of the company contracted before the person ceases to be a member.
2. Paying the costs, charges and expenses of liquidation; and
3. 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 the 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 the 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) | PIN11 | Date12 |
|  |  |  |

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

12Date of acquisition or amalgamation.

|  |  |  |
| --- | --- | --- |
|  |  |  |
|  |  |  |

Lodged on behalf of the company by: OFFICIAL USE

Companies registry

Checked by:

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Capacity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |  |
| --- | --- | --- |
|  |  |  |

NSSF

Certificate issued by:

|  |  |  |
| --- | --- | --- |
|  |  |  |

NHIF

Code issued by:

|  |  |  |
| --- | --- | --- |
|  |  |  |

Company Reg No.: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

KRA PIN: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
NSSF No: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
NHIF No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_