LEGAL NOTICE NO…

**THE COMPANIES ACT**

**(CAP 486)**

IN EXERCISE of the powers conferred by section 995 of the Companies Act, 2015, the Attorney-General makes the following Regulations—

**THE COMPANIES (FOREIGN COMPANIES) REGULATIONS, 2024**

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| Short title | 1. These Regulations may be cited as the Companies (Foreign Companies) Regulations, 2024 |
| Interpretation  CAP 486 | 1. In these Regulations, unless the context otherwise requires—   “Act” means the Companies Act, 2015;  “Rules” means the Registrar of Companies (Forms) Rules, 2017; |
| Application for Registration | 1. A foreign company that wishes to carry on business in Kenya shall, pursuant to Section 975 of the Act, make an application for registration of a foreign company in Form FC-1 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Documents required to accompany the application | 1. The documents required to accompany the application for registration shall include a notarized —    * 1. notarized copy of the foreign company’s certificate of incorporation or registration or a document of similar effect,      2. copy of its constitution,   provided that where the document is not in English it should be accompanied by a certified translation in English   1. The list of directors and shareholders provided under section 975(3)(c) shall include their —    1. name and the identifier of the director or shareholder-       1. in the case of Kenyan citizens and foreign residents, as it appears on their national identification card or foreign nationals certificate respectively,       2. in the case of a foreigner, as it appears in their passport;    2. in the case of Kenyan citizens or foreign residents their personal identification numbers;    3. email and telephone number;    4. residential address; and    5. postal address. 2. In addition to the registration documents under Section 975 of the Act, the following documents are required to be attached to an application for the registration of a foreign company — 3. in the case of a Kenyan citizen or foreign resident- 4. copy of their national identification card or foreign national certificate; 5. a copy of their personal identification number certificate; and 6. their passport-size photograph, 7. in the case of a foreigner —    1. a copy of their notarised passport; and    2. their passport-size photograph. 8. Where the director or shareholder is a corporate body, the company shall provide,— 9. the name and former names of the corporate body; 10. the unique identifier of the corporate body; 11. the country of incorporation; 12. a notarised copy of the certificate of incorporation; and 13. the registered physical address of the company. |
| Hours of operation | 1. An application for registration shall be accompanied by a notice of hours of opening of foreign company’s registered office in Kenya pursuant to Sections 983(3) and shall be in form FC-4 set out in the First Schedule. |
| Certificate of compliance on registration | 1. A certificate of compliance issued under Section 975(4)(b) and in compliance with Section 975(5) shall include— 2. the name registered at the place of origin in the case where the foreign company is using an alternative name pursuant to section 977; and 3. the name of the country of origin the foreign company is registered. |
| Alternative name | 1. (1)A foreign company may be registered using an alternative name as provided under Section 977 of the Act where—    * 1. the name of the company in the country of origin is not available for registration in Kenya, or      2. a company wishes to use a name, other than the name registered in the country of origin.   (2) A foreign company that opts to use an alternative name shall file a statement of use of an alternative name in Form FC-2 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Certificate of compliance on change of name | 1. A certificate of compliance on change of name issued under Section 978 shall indicate— 2. unique identifier of the company; 3. current and former name of the company; and 4. the date on which the name was changed. |
| Appointment of Local Representative | 1. (1) The local representative of a foreign company under section 979 or under section 980, shall be a natural person who is a Kenyan citizen or a foreign resident with a permanent residence in Kenya.   (2) The company shall provide the following particulars in relation to a local representative—   * + 1. name and identification number as it appears on their national identification card or foreign nationals certificate respectively,     2. telephone number and email,     3. passport-size photo,     4. postal address,     5. occupation, and     6. residential address of the local representative.   (3) The company shall provide the following additional documents in relation to a local representative appointed under sections 979 and 980—   1. a letter or resolution of appointment of the local representative by the directors of the company; 2. consent by the local representative to act as such; 3. notice of the residential address of a local representative in Form FC-3 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Cessation of a local representative | 1. (1) A foreign company shall lodge with the Registrar a notice of cessation of a local representative in accordance with 980(3) in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees.   (2) The notice of cessation of the local representative of the company shall specify the name of the local representative and the date on which the local representative ceased to hold the position. |
| Change of particulars of local representative | 1. A foreign company shall lodge with the Registrar, a notice of change of particulars of a local representative in accordance with section 986 and shall specify—    * 1. the name of the local representative; and      2. the particulars of change. |
| Amendment of the Constitution or articles | 1. (1) A foreign company shall lodge with the Registrar, a notice of an amendment of the constitution in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees.   (2) The notice shall—   * + 1. state the date upon which the amendment was made; and     2. be accompanied by a notarised copy of the amended constitution; and if not in English, be accompanied by a certified translation; |
| Change in directorship | 1. (1) A foreign company shall lodge with the Registrar, a notice of appointment or cessation of directors in accordance with section 986 of the Act.   (2) The notice of appointment of directors shall specify—   * + 1. name and the identifier of the director;        - 1. in the case of Kenyan citizens and foreign residents as it appears in their national ID and Foreign Nationals Certificate respectively;          2. in the case of a foreigner, as it appears in their passport.     2. in the case of Kenyan citizens or foreign residents their personal identification numbers;     3. nationality;     4. date of appointment     5. telephone number and email     6. a notarised copy of the passport where the director is a foreigner     7. passport size photo     8. postal address     9. occupation     10. residential address of the director   (3) The notice of cessation of office of the director of the company shall specify the name of the director concerned and the date on which the director ceased to hold the office.  (4) The notice of appointment or cessation of a director shall be in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Change in powers of a local director | 1. (1) A foreign company shall lodge with the Registrar a notice of change of the powers of any director who resides in Kenya and members of a Kenyan board of directors of the company be in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees.   (2) The notice of change of powers shall—   * + 1. state the name of the director to which the change relates;     2. state the date upon which the change took effect; and     3. specify the nature of the change of the powers. |
| Change of particulars of a director | 1. (1) A foreign company shall lodge with the Registrar a notice of change of particulars of a director in accordance with section 986 and in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees.    * 1. The notice of change of particulars of a director shall specify—      2. the name of the director concerned; and      3. the particulars of change. |
| Change of address or closure of a place of business the company | 1. (1) A foreign company shall file with the Registrar a notice of change of address in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees, where—    * 1. the location or address in the country-of-origin changes, or      2. where the address of the company registered in Kenya changes.   (2) The notice of change of address or location of a foreign company shall be and in Form FC-5 set out in the First Schedule of the Rules and pay the prescribed fees.  (3) Within twenty-one days after closing a place of business in Kenya, a registered foreign company shall lodge with the Registrar for registration a notice containing the prescribed particulars of the closure in Form FC-6 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Charges | 1. (1) The provisions in Part XXXII in relation to creation of charges applies to foreign companies except where these regulations expressly provide otherwise.   (2) Despite the provisions of sub regulation (1) above, a foreign company shall, for purposes of section 988 of the Act, provide the particulars of a charge required to be registered with the Registrar include—   * + 1. the date of creation of the charge;     2. the amount secured by the charge;     3. the person entitled to the charge;     4. in the case of a floating charge, a statement of any of the provisions of the charge, and of any instrument relating to it, that—  1. prohibit or restrict or regulate the company’s power to grant further securities ranking in priority to, or equally with, the floating charge; or 2. vary or otherwise regulate the order of ranking of the floating charge in relation to other subsisting securities.    * 1. the details of the property secured in Kenya   (3) In determining whether property is situated in Kenya, the following shall be considered-   1. in the case of immovable property, whether the property is within Kenya; 2. in the case of immovable property, whether the property is registered in Kenya or is physically in Kenya; or 3. in the case of intangible properties, whether the property is registered in Kenya. |
| Cessation of business and dissolution of a foreign company | 1. (1) Within one month after a registered foreign company has ceased to carry on business in Kenya, each person who, on the day when the company’s business in Kenya ceased, was a local representative of the company in Kenya shall lodge with the Registrar for registration a notice of cessation of business in Kenya of registered foreign company in Form FC-7 set out in the First Schedule of the Rules and pay the prescribed fees.   (2) Within one month after a registered foreign company has been dissolved or deregistered in its place of origin, each person who was, on the day when the company was dissolved or deregistered in its place of origin, a local representative of the company in Kenya shall lodge with the Registrar for registration a notice of dissolution or deregistration of registered foreign company in place of incorporation in Form FC-8 set out in the First Schedule of the Rules and pay the prescribed fees. |
| Schedule | SCHEDULE  FEES   |  |  | | --- | --- | | *Item* | *Fee (KSh)* | | Application for registration | 7,500 | | Notice of appointment or cessation of directors | 500 | | Notice of change of particulars of directors | 500 | | Notice of appointment or cessation of Local representative | 500 | | Notice of change of particulars of a local representative | 500 | | Change of address or hours of operation | 500 | | Official Search | 600 | | Notice of Closure of Place of Business of A Foreign Company In Kenya | 500 | | Notice of Cessation of Business in Kenya of Registered Foreign Company | 500 | | Notice of Dissolution or Deregistration of Registered Foreign Company In Place Of Incorporation | 500 | | Filing of financial statements | 500 | |

Made on the …………………………………….2024.

**J. B. N. MUTURI, EGH**

*Attorney-General.*