

GOVERNMENT NOTICE NO. 6

COMPANIES ACT (ACT No.15 OF 2013)

COMPANIES REGULATIONS, 2017

IN EXERCISE of the powers conferred by section 382 of the Companies Act, 2013, I, JOSEPH MWANAMVEKHA, Minister of Industry, Trade and Tourism, make the following Regulations—

PART I—PRELIMINARY

- 1. These Regulations may be cited as the Companies Regulations, 2017. Citation
2. In these Regulations, unless the context otherwise provides— Interpretation
“Registrar” shall mean the Registrar of Companies appointed under section 3 of the Act.

PART II—GENERAL

3. The office of the Registrar shall be open to the public for the transaction of business on every working day, during such hours as the Registrar may fix from time to time, either generally or in any particular case. Office hours

4.—(1) The Forms set out in the First Schedule to these Regulations shall be used for the respective purposes prescribed in the Act, and the particulars contained in those Forms are prescribed as the particulars required under the Act. Forms

(2) Where a prescribed form continues on two or more pages, the following heading shall appear at the top of each of the pages—

Name of Company/Proposed Company
Company No/Name Reservation No.....
(Delete as appropriate)

5. The fees set out in Part I of the Second Schedule to these Regulations shall be payable to the Registrar in respect of the matters to which they relate. Fees

6.—(1) Subject to subregulation (2), the amounts specified in Part II of the Second Schedule to these Regulations shall be payable by way of penalty for failure to deliver a document to the Registrar within the time prescribed by the Act. Penalties for failure to deliver documents to the Registrar within prescribed time

(2) Where any document is delivered to the Registrar after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time limit was accidental or due to inadvertence, or that it is just and equitable to do so, he may remit wholly or partly the fee payable in respect of the late delivery of the document.

General requirements for documents

7.—(1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar shall be legible.

(2) Where a document is required to be signed—

(a) the signature shall be an original signature; and

(b) the name of the signatory shall be legibly typed, printed, stamped, or written below the original signature.

Email address to be provided if using online service

8.—(1) Where an application for registration of a company is registered, delivered, sent, or forwarded to the Registrar using an online service—

(a) an email address for communication with the person who registers, delivers, sends, or forwards the application to the Registrar shall be provided with the application; and

(b) an email address for communication with the company shall be provided with the application.

(2) Where an annual return for a company is registered, delivered, sent, or forwarded to the Registrar using an online service—

(a) an email address for communication with the person who registers, delivers, sends, or forwards the annual return to the Registrar shall be provided with the annual return; and

(b) an email address for communication with the company shall be provided with the annual return.

(3) In this regulation, “online service” means a service provided by, or on behalf of, the Registrar that allows documents to be registered, delivered, sent, or forwarded to the Registrar by means of Internet.

Reservation of names

9.—(1) A reservation of a name of a company that is proposed to be registered or in respect of a proposed change of a name of an existing company, as the case may be, shall not give an applicant, or any proposed or existing company in respect of which the application is made, any proprietary right or interest in the name.

(2) On issuance of a notice to reserve a name, the Registrar shall advise an applicant in writing that the reservation of name shall not give the applicant, or any proposed or existing company in respect of which the application is made, any proprietary right or interest in the name.

Translations

10.—(1) A translation into the English language of any document evidencing incorporation of a company or a foreign company or of any instrument constituting or defining the constitution of a company or a foreign company, or any other document to be delivered to the Registrar for registration under the Act, shall be in accordance with the Authentication of Documents Act.

Cap. 4:06

(2) The Registrar may permit translations which are not certified in accordance with the requirement under subregulation (1), to be delivered to him upon such conditions as he thinks fit.

11. Every concise annual report for a company shall, for the purposes of sections 251 to 255 of the Act—
- (a) be in writing;
- (b) be dated;
- (c) be signed on behalf of the board by two directors of the company or, if the company has only one director, by that director; and
- (d) describe, so far as the board believes is material for the shareholders to have an appreciation of the state of the company's affairs and will not be harmful to the business of the company or of any of its subsidiaries, any change during the accounting period in—
- (i) the nature of the business of the company or any of its subsidiaries; or
- (ii) the classes of business in which the company has an interest, whether as a shareholder of another company or otherwise.
12. Accounting records of foreign companies or subsidiaries of foreign companies may be kept outside Malawi except for accounting records that—
- (a) disclose, with reasonable accuracy, the financial position of the company;
- (b) enable the preparation, in accordance with the Act, of the company's financial statements and any group financial statements and any other document required under the Act or any other written law, to be sent to, and kept at, a place in Malawi; or
- (c) may be required by any legal authority in Malawi.
- 13.—(1) A private company with an annual turnover of twenty million Kwacha or less shall be exempted from having audited accounts.
- (2) Subject to any other written law, a company limited by guarantee with an annual income of twenty million Kwacha or less shall be exempted from having audited accounts.

Requirements for preparation of concise annual reports

Keeping accounting records outside Malawi

Audit for private companies

PART III—COMPANY NAMES

- 14.—(1) This Part sets out the characters, signs, symbols and punctuation that may be used in the name of a company registered under the Act (the “permitted characters”).
- (2) The following permitted characters may be used in any part of the name—
- (a) any character, sign or symbol set out in English alphabet;
- (b) 0, 1, 2, 3, 4, 5, 6, 7, 8 or 9 or corresponding Roman numerals;
- (c) full stop, comma, colon, semi-colon or hyphen; and
- (d) any other punctuation.
- (3) The signs and symbols referred to in subregulation (2) may be used but not as one of the first three permitted characters of the name.

permitted characters

(4) A name of a company shall not consist of more than fifty permitted characters.

Exemption from requirement as to use of “limited”

15.—(1) A private company limited by guarantee shall be exempt from the requirement of section 49 of the Act (requirement to have name ending with “limited” or permitted alternative) so long as it meets the following two conditions—

(a) if the objects of the company are promotion or regulation of commerce, art, science, education, religion, charity, any profession and other not for profit objective and anything incidental or conducive to any of those objects; and

(b) if the company’s articles—

(i) require its income to be applied in promoting its objects;

(ii) prohibit the payment of dividends, or any return of capital, to its members; and

(iii) require all the assets that would otherwise be available to its members generally to be transferred on its winding up either—

(A) to another body with objects similar to its own; or

(B) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto, whether or not the body is a member of the company.

Use of a name already existing in the Registrar’s index

16.—(1) A company may be registered under the Act by a proposed name which is similar to a name that is already in the Registrar’s index of company names (proposed same name), if the following conditions are met—

(a) the company or other body whose name already appears in the Registrar’s index of company names (“Body X”) consents to the proposed same name being the name of the other company (“Company Y”);

(b) Company Y forms, or is to form, part of the same group as Body X; and

(c) Company Y provides to the Registrar a copy of a statement made by Body X indicating—

(i) the consent of Body X as referred to in paragraph (a); and

(ii) that Company Y forms, or is to form, part of the same group as Body X.

(2) If the proposed name is to be taken by a company which has not yet been incorporated, a copy of such statement to that effect shall be provided to the Registrar instead by the person who delivers to the Registrar the application for registration of the company (and the reference in subregulation (1) to the conditions in paragraphs (a) and (b) of the subregulation (1) shall be read accordingly).

(3) The Registrar may accept the statement referred to in paragraph (c) of subregulation (1) as sufficient evidence that the conditions referred to in subregulation (1)(a) and (b) have been met.

(4) Where the consent referred to in subregulation (1)(a) is given by Body X, a subsequent withdrawal of that consent shall not affect the registration of Company Y by that proposed same name.

17. In determining whether a name is the same as another name appearing in the Registrar’s index of company names, the Registrar may disregard any word, expression or abbreviation that are commonly used in the English language.

Treatment of similar names in the Registrar’s index

18. Regulation 14(2) and (3) and regulation 15 apply to the name of an FOREIGN company which is registered by that company under Part XV of the Act (Foreign Companies) as they apply to the name of a company formed and registered under the Act.

Interpretation and permitted characters

19.—(1) Regulation 16 applies to the proposed same name of a foreign company as it applies to the proposed same name of a company formed and registered under the Act.

Interpretation and proposed same name

(2) In this regulation “proposed same name” has the same meaning as in regulation 16.

PART III—FOREIGN COMPANIES

20. A foreign company shall deliver to the Registrar the following particulars—

Particulars of the company

(a) the company’s name;

(b) the company’s legal form;

(c) if it is registered in the country of its incorporation, the identity of the register in which it is registered and the number with which it is so registered;

(d) a list of its directors and secretary, containing—

(i) with respect to each director, name, physical and postal address, nationality and country of residence; and

(ii) with respect to the secretary (or where there are joint secretaries, with respect to each of them) name, physical and postal address, nationality and country of residence;

(e) the extent of the powers of the directors or secretary to represent the company in dealings with third parties and in legal proceedings, together with a statement as to whether they may act alone or must act jointly and, if jointly, the name of any other person concerned;

(f) whether the company is a financial institution within the meaning of the Financial Services Act;

Cap. 44:05

(g) notice of the situation of its registered office in Malawi;

(h) a memorandum of appointment or power of attorney under the seal of the foreign company or executed on its behalf in such manner as to be binding on the company, stating the names and addresses of two or more persons resident in Malawi, not including a foreign company,

authorized to accept on its behalf service of process and any notices required to be served on the company;

(i) where the list includes directors resident in Malawi who are members of the local board of directors of the company, a memorandum duly executed by or on behalf of the foreign company stating the powers of the local directors;

(j) a duly authenticated copy of the certificate of its incorporation or registration in its place of incorporation or origin or a document of similar effect; and

(k) a duly authenticated copy of its constitution, charter, statute or memorandum and articles or other instrument constituting or defining its constitution.

Annual return

21.—(1) A foreign company that carries on business in Malawi shall ensure that the Registrar receives each year no later than three months after its financial year, an annual return in the prescribed form confirming that the information on the foreign register in respect of the foreign company referred to in the return is correct at the date of the return.

(2) The annual return shall be dated as at a day within the month during which the return is required to be received by the Registrar.

Foreign company may register as a company

22—(1) A foreign company may be registered as a company under this Act if—

(a) the company is authorized to transfer its incorporation under the law of the country in which it is incorporated;

(b) the company has complied with the requirements of that law in relation to the transfer of its incorporation;

(c) if that law does not require its shareholders, or a specified proportion of them, to consent to the transfer of its incorporation, the transfer has been consented to by not less than seventy five per cent of its shareholders entitled to vote and voting in person or by proxy at a meeting of which not less than twenty one days' notice is given specifying the intention to transfer the company's incorporation.

(2) A foreign company shall not be registered as a company under this Act if any insolvency proceedings have commenced or about to commence against it, in Malawi or elsewhere.

(3) A foreign company which has been registered as a company under the Act shall be deregistered if it would not satisfy the solvency test immediately after registered under this Act, satisfy the solvency test under the Act.

Registered valuer

23.—(1) For the purposes of section 131 of the Act, a person shall not be registered as a valuer unless the person—

(i) is a chartered accountant under the Public Accountants and Auditors Act, or any other qualifications acceptable to the Registrar;

(ii) has been continuously in practice for a period of ten years; and

(iii) is not disqualified under section 134 of the Act.

(2) The Registrar shall, every year in July, publish in the *Gazette* names of registered valuers.

24.—(1) A company shall execute its documents by—

Execution of documents by a company

(a) affixing its common seal, where it has a common seal; or

(b) affixing the signatures of its authorized signatories in accordance with subregulation(2) and (3), where the company does not have a common seal.

(2) A document shall be validly executed by a company if it is signed on behalf of the company by—

(a) two authorized signatories; or

(b) a director of a company in the presence of a witness who attests to the signature.

(3) For the purposes of subregulation (2), the following shall be authorized signatories—

(a) every director of the company; and

(b) in the case of public company, the secretary or any joint secretary of the company.

(4) A document signed in accordance with subregulation (2) and (3), and expressed, in whatever words, to be executed by the company shall have the same effect as if the document has been executed under the common seal of the company.

(5) A document shall be deemed to have been executed by a company in favour of a purchaser if it purports to be executed in accordance in subregulation (2) and (3).

(6) In subregulation (5), a “purchaser” means one who takes otherwise than by gift, in good faith and for valuable consideration.

(7) Where a document is to be signed by a person on behalf of more than one company, it shall not be duly signed by that person for the purposes of this regulation, unless the person signs it separately in each capacity.

(8) Reference in this regulation to a document being, or purporting to be, signed by a director or secretary, shall be construed, in the case where that office is held by a firm, as references to its being, or purporting to be, signed by an individual authorized by the firm to sign on its behalf.

(9) This regulation applies to a document that is, or purports to be, executed by a company in the name of, or on behalf of, another person, whether or not that person is also a company.

(10) A document shall be validly executed as a deed by a company for the purposes of any written law if—

(a) it is executed by the company; and

(b) it is delivered as a deed.

(11) For the purposes of subregulation (10), a document is presumed to be delivered upon its being executed unless a contrary intention is proved.

FIRST SCHEDULE

FORMS

CONTENTS

1. Application for Registration of a Company
2. Consent and Certificate of a Director or Directors of a Proposed Company
3. Consent of a Shareholder or Shareholders of Proposed Company
4. Application for Reservation of a Company Name
5. Application to Change a Name of a Company
6. Notice of Adoption, Alteration, or Revocation of Constitution
7. Notice of Issue of Shares and of Approval for Issue of Shares
8. Notice of Purchase or Acquisition by Company of its Own Shares
9. Consent and Certificate of a Director
10. Notice of Change of Directors and Particulars of Directors
11. Notice of Change of Registered Office or Address for Service
12. Annual Return
13. Request to Remove Company from the Register
14. Notice of Change of Name of a Foreign Company
15. Application for Registration of a Foreign Company in the Register
16. Notice of Alteration of Constitution of a Foreign Company, Change of Directors, Change of Place of Business, or Change in Persons Authorized to Accept Service
17. Annual Return of a Foreign Company
18. Notice by a Foreign Company of Intention to Cease to Carry on Business in Malawi
19. Application by a Foreign Company to Register as a Company
20. Application for Registration as a Valuer

FORM 1

APPLICATION FOR REGISTRATION OF A COMPANY
SECTION 28(1), OF THE Companies ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of Proposed Company:.....

Reservation Number/ Proposed Company Number:.....

Address of Registered Office:.....

.....

.....

Address for Service:.....

Postal address to which communication from the Registrar may be sent.....

Email:.....

Completed by:.....

Address:.....

Telephone:.....

Email:.....

Facsimile:.....

The following persons are the directors of the proposed company:

Full legal name*.....

Residential address

Email address [optional]

*Please give first name(s) followed by surname in BLOCK letters.

Shares

The following persons are the shareholders of the proposed company:

Full legal name *.....

Address†

Number of shares [please indicate if shares are held jointly.]

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.

†In the case of a natural person, please give residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

Total number of shares:

The following documents accompany this form:

1. The notice of name reservation.
2. Memorandum of association.
3. The consent and certificate of every director. [Please use form 2 for this purpose.]
4. The consent of every shareholder. [Please use form 3 for this purpose.]
5. The written authority of the agent that signed the form of consent referred to in paragraph 4 above. [Delete if inapplicable.]

Completed by:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

[If there is more than 1 applicant, each must sign and provide full legal name and address in the prescribed format.]

FORM 2

CONSENT AND CERTIFICATE OF A DIRECTOR OR DIRECTORS OF A PROPOSED COMPANY

SECTION 28 OF THE COMPANIES ACT, 2013

[If there is more than one director, attach a separate sheet or sheets with the consent and certificate of the additional director or directors set out in the prescribed format.]

Name of Proposed Company:.....

Reservation Number/ Proposed Company Number:.....

Director’s First Name(s):.....

Director’s Surname:.....

Date of Birth:.....

[Please ensure your full legal name is provided—initials are not allowed.]

[Please read the disqualification details below.]

I consent to be a director of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature:.....

Name of signatory.....

Director's residential address.....

DISQUALIFICATION DETAILS

Please ensure that you are not disqualified from being a director of this company before signing this consent form.

A person cannot be a director of a company if he is any of the following—

- (a) under eighteen years of age or over seventy years of age;
- (b) an undischarged bankrupt or of unsound mind; or
- (c) a prohibited person from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions.

A person who is not a natural person cannot be a director of a company.

For more information refer to section 164 of the Companies Act, 2013.

Completed by:
 Signature:.....
 Date:.....
 Full legal name:.....
 Address:.....

FORM 3

CONSENT OF A SHAREHOLDER OR SHAREHOLDERS OF PROPOSED COMPANY

SECTION 28 OF THE COMPANIES ACT, 2013

[If there is more than one shareholder, attach a separate sheet or sheets with the consent of the additional shareholder or shareholders set out in the prescribed format. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of Proposed Company:.....
 Reservation Number/ Proposed Company Number:.....
 Shareholder's full legal name:.....
 Number of shares..... Class of shares.....
 The person named above consents to being a shareholder of the above proposed company and to taking the class and number of shares specified.
 Signature:.....
 Name of signatory:.....
 Shareholder's address details:

IMPORTANT INFORMATION

- Initials of the person's name are not allowed. Full legal names must be provided.
- If the shareholder is a natural person, please give a residential address. If the shareholder is a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.
- If shares are held jointly by 2 or more persons, the consent of each of those persons must be provided in the prescribed format.
- If this consent form has been signed by an agent, it must be accompanied by the instrument authorizing the agent to sign it.

Completed by:
 Signature:.....
 Date:.....
 Full legal name:.....
 Address:.....

FORM 4

APPLICATION FOR RESERVATION OF A COMPANY NAME

SECTION 45 OF THE COMPANIES ACT, 2013

Name of Proposed Company:.....
 Reservation Number/ Proposed Company Number:.....
 Type of Company: Local/Foreign (*Delete as appropriate*)
 Signature of applicant:.....
 Date:.....
 Full legal name of applicant:.....

IMPORTANT INFORMATION

The Registrar shall not reserve a name—

- the use of which would contravene a written law; or
- that is identical or almost identical to the name of another company; or
- that is identical or almost identical to a name that has already been reserved and that is still available for registration; or
- that, in the opinion of the Registrar, is offensive.

The Registrar will advise the applicant by written notice as to whether or not the Registrar has reserved the name. If the name has been reserved, then, unless the reservation is sooner revoked by the Registrar, the name is available for registration of a company with that name or on a change of name for twenty working days after the date stated in the notice.

A company name reservation does not provide any proprietary rights or interests in the name.

Completed by:—

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 5

APPLICATION TO CHANGE A NAME OF A COMPANY

SECTION 52 OF THE COMPANIES ACT, 2013

Company No:.....
 Existing Name of the Company:.....
 Proposed Name of Company:.....
 Reservation No:.....

[This application must be made by a director of the company with the approval of its board or by a person authorised by the company's constitution.]

This application is accompanied by the notice reserving the proposed name of the company.

Signature of director/authorized person:.....

Date:.....

Full legal name of director/authorised person:.....

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 6

NOTICE OF ADOPTION, ALTERATION, OR REVOCATION OF CONSTITUTION

SECTION 34 AND 35 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

The above company has (tick):—

..... adopted a constitution Date:.....

..... altered its constitution Date:.....

..... revoked its constitution Date:.....

..... revoked its constitution and adopted the newattached constitution. Date:.....

Please insert the date on which the company adopted, altered, or revoked its constitution (as the case may be).

A copy of the constitution as adopted/†alteration to the constitution† is attached to this notice.

†Delete if inapplicable.

Signature of director/authorised person:.....

Date:.....

Full legal name of director/authorised person:.....

Completed by :

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 7

NOTICE OF ISSUE OF SHARES AND OF APPROVAL FOR ISSUE ITS OF SHARES

SECTION 83, 89, 96, 102 AND 119 OF THE COMPANIES ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company Name:.....

Company No:.....

Issue of shares

Shares prior to this issue.....(a)

Set out in the table below are particulars of the issue of shares by the above company.

Date of issue :..... Number of shares.....

Total shares issued in this issue(b)

Total company shares (a + b = c).....(c)

Approval

[Complete only if shares cannot be issued by reason of any limitation or restriction in the company's constitution.

Set out in the table below are the particulars of the approval by shareholders to the issue of shares by the above company.

Number of shares..... Terms of approval of issue (if any)

Date of approval

Signature of director/authorized person:.....

Date:.....

Full legal name of director/authorized person:.....

Completed by :

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 8

NOTICE OF PURCHASE OR ACQUISITION BY COMPANY OF ITS OWN SHARES

SECTION 109 OF THE COMPANIES ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company Name:.....

Company No:.....

Set out in the table below are particulars of the purchase or acquisition by the above company of its own shares.

Name of person(s) from whom shares purchased or acquired.....

Number of shares purchased or acquired..... Date of purchase or acquisition.....

Cancelled Shares (*tick if applicable*).....

Treasury Shares (*tick if applicable*).....

Total Number of Shares after cancellation

Signature of Director/Authorised Person:.....

Full Legal Name of Director/Authorised Person:.....

Date:.....

Completed by :

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 9
 CONSENT AND CERTIFICATE OF A DIRECTOR
 SECTION 165 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

Director's First Name(s):.....

Director's Surname:.....

[Please ensure your full legal name is provided—initials are not allowed.]

[Please read the disqualification details below.]

I consent to be a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature:.....

Name of signatory:.....

Date of appointment:.....

Director's residential address:.....

DISQUALIFICATION DETAILS

Please ensure that you are not disqualified from being a director of this company before signing this consent form.

A person cannot be a director of a company if he or she is any of the following:

- (d) under 18 years of age or over 70 years of age; or
- (e) an undischarged bankrupt or of unsound mind; or

(f) prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions.

A person who is not a natural person cannot be a director of a company.

For more information refer to section 164 of the Companies Act 2013.

Completed By:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 10

NOTICE OF CHANGE OF DIRECTORS AND PARTICULARS OF DIRECTORS
SECTION 172 OF THE COMPANIES ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company Name:.....

Company No:.....

*Director(s) ceasing to hold office
[Please provide director's full legal name.]

First name(s)..... Surname.....

Residential address.....

Date on which director ceased to hold office.....

*Complete only if applicable.

*Appointment of new director(s)
[Please provide director's full legal name.]

First name(s)..... Surname.....

Residential address.....

Email *[optional]* Date of appointment

[In the case of the appointment of a new director, the consent and certificate of the new director must be attached to this Form. Please use Form 9 for this purpose.]

*Complete only if applicable.

*Change of name or residential address of director
[Attach separate sheets for multiple entries.]

Director's Surname:.....

Former Surname:.....

Director's First Name:.....

Former First Name:.....

Address:.....

Former Address:.....

Date of Change:.....

Set out below are the names and residential addresses of every person who is a director of the company from the date of this notice.

Full legal name* :.....

Residential address :.....

*Please give first name(s) followed by surname in BLOCK letters.

Signature of director/authorized person:.....

Dated:.....

Full legal name of director/authorized person:.....

[This form cannot be signed by a resigned director.]

Completed By:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 11

NOTICE OF CHANGE OF REGISTERED OFFICE OR ADDRESS FOR SERVICE

SECTION 55 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

Address for New Registered Office:.....

.....

The change in the address for service of the company takes effect on:.....

IMPORTANT INFORMATION

- Refer to section 55 of the Companies Act, 2013.
- A company must have a registered office and an address for service in Malawi.
- The address for service may be the company's registered office or another place.
- If the registered office or the address for service is at the offices of any firm of accountants, legal practitioners, or any other person, you must state that the company's registered office or its address for service is at the offices of that firm or person and also state the particulars of the location in any building of those offices.
- If the registered office or the address for service is not at the offices of any such firm

or person but is located in a building occupied by persons other than the company, you must state the particulars of its location in the building.

Note: The change in registered office or the change in address for service takes effect on a date stated in this notice not being a date that is earlier than 5 working days after this notice is registered.

Postal address to which communication from the Registrar may be sent:

Email:.....

Signature of director/authorized person:.....

Dated:.....

Full legal name of director/authorized person:.....

Completed By:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 12

ANNUAL RETURN

SECTION 256 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

Address for communication

[This is the postal address to which communication from the Registrar will usually be sent.]

Current address:.....

.....

Updated address:.....

.....

Email reminder

[To receive a reminder by email instead of by paper, provide your email address here.]:.....

.....

Address of registered office

[This address must be a physical address and not a P. O Box, Private Bag, or document exchange address.]

Current address:.....

.....

Updated address:.....

Address for service [*This address must be a physical address and not a P. O Box, Private Bag, or document exchange address.*]

Current address:.....

Updated address:.....

Company Directors

Full Legal Name :.....

Residential Address:.....

Share parcels Total Number of Shares:.....

[Please give in the table below the names and addresses of, and the number of shares held by, the persons holding the 10 largest numbers of shares. If the company is not a party to a listing agreement with a registered exchange, please give the names and addresses of, and the number of shares held by, the other shareholders of the company on a separate sheet or sheets set out in the prescribed manner.]

[Please tick the box if the company has more than 10 share parcels.]

Number of Shares in Share Parcel	Full Legal Name of Shareholder	Address of Shareholder

If the shareholder is a natural person, please give a residential address. If the shareholder is a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

Note: If the trustees of a trust (for example, a family trust) the names of all the trustees must be shown and the shares recorded as being jointly held by them.

Auditor and Annual Meeting

Specify the date of the last annual meeting or resolution in lieu of a meeting:.....

Did the shareholders pass a unanimous resolution not to appoint an auditor for the current year? Yes/No (delete as applicable)

If you answered yes to the question above, specify the date of the resolution.....

Date of Annual Return [*This is the date within the month that your return is due to be filed.*]

.....

Authorized signature

I certify that the particulars contained in this annual return are correct.

Name of director/authorized person:.....

Signature of director/authorized person:.....

Completed By:
 Signature:.....
 Date:.....
 Full legal name:.....
 Address:.....

FORM 13

REQUEST TO REMOVE COMPANY FROM THE REGISTER
 SECTION 348(1)(d) OF THE COMPANIES ACT, 2013

Company Name:.....
 Company No:.....

I, [Full Legal Name], being a shareholder authorised by special resolution of the above company to make this application/* a director authorised by the board of the above company to make this application/* a person required or permitted by the constitution to make this application*, request that the above company be removed from the register.

The grounds on which this request is made are—

*The company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its constitution and the Companies Act 2013.

or

*The company has no surplus assets after paying its debts in full or in part, and no creditor has applied to the court under for an order putting the company into liquidation.

The following documents accompany this request:

1. A written notice from the Malawi Revenue Authority stating that the Commissioner General has no objection to the company being removed from the Malawi register.
2. A copy of the special resolution of shareholders under section 348(1)(d)(i) of the Companies Act 2013.*

[*delete as applicable]

Signature of shareholder/* director/* authorised person*:.....
 Date:.....
 Full legal name of shareholder/* director/* authorised person*:.....

Completed By:
 Signature:.....
 Date:.....
 Full legal name:.....
 Address:.....

FORM 14

NOTICE OF CHANGE OF NAME OF A FOREIGN COMPANY
SECTION 359(3) OF THE COMPANIES ACT, 2013

Registered Name of Foreign Company:.....

Company No:.....

The above company has changed its name to:.....

Name Reservation No:.....

Effective Date:.....

Note: This is the date of change in the country of incorporation.

This notice is accompanied by the notice reserving the name of the company.

Signature of director/authorised person:.....

Date:.....

Full legal name of director/authorised person:.....

Completed By:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 15

APPLICATION FOR REGISTRATION OF A FOREIGN COMPANY IN THE
REGISTER

SECTION 360 COMPANIES ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format]

Company Name:.....

Company No:.....

Country Where Incorporated:.....

Date on which company commenced carrying on business in Malawi:.....

Contact Name and Address for Communication

Full Name:.....

Address:.....

.....

Email :.....

Directors

The following persons are the directors of the company at the date of this application:

Full legal name*.....

Residential address.....

Email address[*optional*].....

*Please give first name(s) followed by surname in BLOCK letters.

Persons authorized to accept service

The following person/* persons* resident/* incorporated* in Malawi is/* are* authorized to accept service in Malawi of documents on behalf of the company:

*Delete if inapplicable.

Full legal name*.....

Address†:.....

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.

†This address must be a physical address in Malawi and not a P. O Box or Private Bag address.

The following documents accompany this application:

- 1. Any document that evidences the incorporation of the company.
- 2. A copy of the instrument constituting or defining the constitution of the company.
- 3. The notice of name reservation.
- 4. If the documents referred to in 1 and 2 above are not in English, a translation of the documents certified in accordance with regulation 4 of the Companies Regulations, 2014.

Signed by or on behalf of the foreign company:.....

Date:.....

Full legal name of signatory:.....

FORM 16

NOTICE OF ALTERATION OF CONSTITUTION OF FOREIGN COMPANY, CHANGE OF DIRECTORS, CHANGE OF PLACE OF BUSINESS, OR CHANGE IN PERSONS AUTHORIZED TO ACCEPT SERVICE

SECTION 362 OF THE COMPANIES ACT, 2013

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company Name:.....

Company No:.....

ALTERATION TO CONSTITUTION OF FOREIGN COMPANY

[Complete only if applicable.]

The instrument constituting/* defining the constitution of* the above company was altered on.....

A copy of the document by which the alteration was made is attached.

*Delete if inapplicable.

CHANGE IN ADDRESS OF PLACE OF BUSINESS OR PRINCIPAL PLACE OF BUSINESS OF FOREIGN COMPANY

[Complete only if applicable.]

Old address:.....

New address of place of business or principal place of business in Malawi:.....

.....

ADDRESS FOR COMMUNICATION

Old address:.....

[Please complete if the FOREIGN company has a new address for communications from the Registrar.]

CHANGE IN DIRECTOR'S DETAILS

[Complete only if applicable.]

Director(s) ceasing to hold office [Please provide director's full legal name.]

First name(s):..... Surname:.....

Residential address:.....

Date on which director ceased to hold office:.....

Appointment of new director(s) [Please provide director's full legal name.]

First name(s):..... Surname:.....

Residential address:.....

Email [optional]..... Date of appointment.....

CHANGE OF NAME OR RESIDENTIAL ADDRESS OF DIRECTOR

[Attach separate sheet in the prescribed format for multiple entries.]

Director's Surname:.....

Director's Former Surname:.....

Director's First Name(s):.....

Director's Former First Name(s):.....

Residential Address:.....

Former Residential Address:.....

Effective date of change of name or of residential address:

Set out below is a full list of the current directors of the company (including new appointments) at the date this notice is signed.

Full legal name*:.....

Residential address.....

CHANGE IN PERSONS AUTHORIZED TO ACCEPT SERVICE IN MALAWI OF DOCUMENTS ON BEHALF OF FOREIGN COMPANY
[Complete only if applicable.]

Person ceasing to be authorized to accept service

Full name*

Address*

Date appointedEmail address[optional].....

Appointment of person authorized to accept service

Full name*

Address*

Date appointedEmail address[optional].....

*In the case of a natural person, give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

DETAILS OF ANY OTHER PERSONS AUTHORIZED TO ACCEPT SERVICE IN MALAWI OF DOCUMENTS ON BEHALF OF THE FOREIGN COMPANY AT THE DATE ON WHICH THIS NOTICE IS SIGNED

Full legal name*

Address.....

Email address[optional].....

*In the case of a natural person, please give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.

Signature of director/authorized person:.....

Date:.....

Full legal name of director/authorized person:.....

Completed by:

Signature:.....

Date:.....

Full legal name:.....

Address:.....

.....

FORM 17

ANNUAL RETURN OF A FOREIGN COMPANY

SECTION 256 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

Date of annual return:.....

Address of place of business or principal place of business in Malawi:.....

.....

Person authorised to accept service in Malawi of documents on behalf of the company

Name:.....

Address:.....

[If more than one person is authorized to accept service in Malawi, information about only one of those persons must be provided.]

Address for communication:.....

DIRECTORS

Full legal name*.....

Residential address.....

Email address[optional].....

1.

The information on the foreign register in respect of the above company is correct at the date of this return.

Signature of director/authorized person:

Date:.....

Full legal name of director/authorized person:.....

FORM 18

NOTICE BY A FOREIGN COMPANY OF INTENTION TO CEASE TO CARRY ON BUSINESS IN MALAWI

SECTION 369 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

The above company will cease to carry on business in Malawi on

Public notice under section 369 of the Companies Act 2013 of the intention of the above company to cease to carry on business in Malawi was given on

Note: Public notice (under section 369 of the Act) of the company's intention to cease carrying on business in Malawi must have been given at least 3 months before this notice is given to the Registrar.

Signature of director/authorized person:.....

Date:.....

Full legal name of director/authorized person:.....

FORM 19

APPLICATION BY A FOREIGN COMPANY TO REGISTER AS A COMPANY

SECTION 360 OF THE COMPANIES ACT, 2013

Company Name:.....

Company No:.....

[If company is already on a foreign companies register]

Country in which company is incorporated:.....

The following documents must accompany this application:

1. A certified copy of the certificate of incorporation of the foreign company or any other similar document that evidences the incorporation of the foreign company.
2. A certified copy of the documents defining the constitution of the foreign company.
3. A statutory declaration by a director or authorised person that the foreign company is not prevented from being registered as a company under the Companies Act, 2013
4. A completed application to register a company under the Companies Act, 2013.
5. If any document referred to above is not in English, a translation of the document certified in accordance with the Companies Regulations, 2017.

Signature of director:.....

Date:.....

Full legal name of director:.....

FORM 20

APPLICATION FOR REGISTRATION AS A VALUER

SECTION 134 OF THE COMPANIES ACT, 2013

This form, in duplicate, should be forwarded to the Registrar of Companies Post Office Box 100 Blantyre, accompanied by the prescribed fee

(PLEASE TYPE OR PRINT)

I

Full Name

Occupation of

Postal Address:.....

Physical Address.....

hereby make application for registration as a valuer, under section 134 of the Companies Act 2013, by virtue of my qualifications, which include not less than ten years' practical experience in Malawi; and I do solemnly and sincerely declare that:

1. I was born on / / at

Place of birth

2. I seek registration under section 134 of the Companies Act, 2013 and the qualifications entitling me to such registration are the following:

(i) Academic / Educational

.....
.....

(State recognized certificates held and request your university to forward a certified copy of academic record directly to Registrar)

(ii) Evidence of practical experience is to accompany this application

.....
.....

3. For evidence that I am of good character and reputation, reference may be made to the following persons, viz. (*State names, addresses and occupations of no less than three persons*)

Name.....

Occupation.....

Address.....

4. I have not been convicted of an indictable offence punishable by imprisonment for a term of two years or upwards and I have not been convicted of an offence which would tend to dishonour me in the public estimation.

And I make this solemn declaration, conscientiously believing the same to be true, by virtue of the Oaths Affirmations and Declarations Act.

Signature of Applicant

(Before Commissioner for Oaths)

For Office Use

Approved/Rejected

Reason for Rejection

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

.....

Registrar

SCOND SCHEDULE

PART I

FEES PAYABLE TO REGISTRAR OF COMPANIES

	K
For an application to register a company under section 28(1) of the Act	50 000
For an application to reserve the name of a company under section 45(1) of the Act	10 000
For registration of an annual return under section 256(1) of the Act	10 000
For registration of documents to effect an amalgamation under the Act	50 000
For an application to restore a company to the Malawi register under section 353 of the Act	50 000
For an application to register a foreign company under section 360(1) of the Act	100 000

	K
For registration of an annual return by a foreign company under the Act	10 000
For inspection under section 12(1) of the Act of any number of documents contained in a single file that is part of the Malawi register or the foreign register	5 000
For certification of a copy of or extract from any document	1 000
For a copy of, or extract from, a document that is part of the Malawi register or the foreign register, in addition to any fee for certifying the copy or extract,—	
(a) if a photocopy is made by a member of the public using a photocopy machine provided for public use, for each A4 sheet	500
(b) if a photocopy is made by the Registrar, for each A4 sheet	500
For any other electronic search	2000
Registration of any other document	10 000
For Application as Registration as a Valuer	500 000

PART II—SCHEDULE OF PENALTIES

AMOUNTS PAYABLE TO THE REGISTRAR OF COMPANIES BY WAY OF PENALTY

1. For the delivery of a document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee payable)—
 - (a) if delivered not later than 25 working days after the time prescribed 50 000
 - (b) if delivered more than 25 working days after the time prescribed 100 000

Made the 4th day of January, 2017.

JOSEPH MWANAMVEKHA
*Minister of Industry,
Trade and Tourism*

(FILE NO. INV/22)