Form 37

(Regulation 38)

(In typescript and completed in duplicate)



**THE PATENTS AND COMPANIES REGISTRATION AGENCY**

**The Companies Act, 2017**

**(Act No. 10 of 2017)**

**\_\_\_\_\_\_\_\_\_\_\_\_**

**The Companies (Prescribed Forms) Regulations, 2018**

***(Section 289)***

***Available at*** [***www.pacra.org.zm***](http://www.pacra.org.zm)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **APPLICATION FOR REGISTRATION OF AMALGAMATION** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART A**  **COMPANY DETAILS** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | Amalgamating Companies | | | | | **COMPANY NAME** | | | | | | | | **COMPANY NUMBER** | | | | | | | | | | *Indicate the name of the companies as they appear on the respective certificates of incorporation and their 12 digit registration numbers* | | | |
|  | | | | | | | |  | | | | | | | | | |
|  | | | | | | | |  | | | | | | | | | |
|  | Type of Amalgamation  *Select type of amalgamation by marking with “X”* | | | | | One company to continue | | | | | | | | | | | | | |  | | | |  | | | |
| All Amalgamating Companies to be dissolved | | | | | | | | | | | | | |  | | | |
|  | State Company to be dissolved | | | | |  | | | | | | | | | | | | | | | | | | *Where one of the Companies continues after amalgamation, state the company to be dissolved* | | | |
|  | Name of Amalgamated Company  *Indicate name under which amalgamated company will operate* | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
|  | Type of Company  *Select one type of company by marking with “X”* | | | | | Private Company Limited by Shares | | | | | | | | | | | | |  | | | | |  | | | |
| Private Company Limited by Guarantee | | | | | | | | | | | | |  | | | | |
| Public Limited Company | | | | | | | | | | | | |  | | | | |
| Unlimited Private Company | | | | | | | | | | | | |  | | | | |
|  | Principal Business Activity | | | | |  | | | | | | | | | | | | | | | | | | *Business activity to be classified in accordance with the ISIC Classification. A full list of the trade classification codes is available on our website: www.pacra.org.zm* | | | |
|  | Other Business Activities | | | | |  | | | | | | | | | | | | | | | | | |
|  | Whether Articles Restrict Nature of Business  *Mark with “X”* *As Appropriate* | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
| NO |  | | | YES | | | | | | |  | | | |  | | |  | | | |
|  | | | | | | | | | | | | | | | | | |  | | | |
|  | Type Of Articles  *Mark With An “X”* *As Appropriate* | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
| STANDARD |  | | | NON-STANDARD | | | | | | |  | | | |  | | |  | | | |
|  | | | | | | | | | | | | | | | | | |  | | | |
|  | Physical Address | | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | *State the principal office of the Company* | | | |
| *Street* |  | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | |
|  | Postal Address | | | | *Post Box* |  | | | | | | | | | | | | | | | | | | *State the notification address of the Company* | | | |
| *Area* |  | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | |
|  | Phone Number(s) | | | | *Mobile* |  | | | | | | | | | | | | | | | | | | *Include the international code (e.g. +260 for Zambia)* | | | |
| *Landline* |  | | | | | | | | | | | | | | | | | |
|  | Email Address | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
|  | Nominal Capital or Guaranteed Amount | | | | |  | | | | | | | | | | | | | | | | | | *Nominal Capital or Guaranteed amount must not be less than the prescribed minimum* | | | |
|  | Class of Shares  *If other indicate the specific class of shares.* | | | | | ORDINARY | | PREFERENTIAL | | | | | | | | OTHER | | | | | | | |  | | | |
|  | Number of Shares | | | | |  | |  | | | | | | | |  | | | | | | | | *Not applicable to companies limited by guarantee* | | | |
|  | Par Value | | | | |  | |  | | | | | | | |  | | | | | | | |
|  | Financial Year End  *The first financial year end must not be more than 12 months from the date of incorporation* | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
|  | Pledged Investment Amount  *In case of* *Foreign Investors state the amount and period for pledged investment* | | | | |  | | | | | | | | | | | | | | | | | |  | | | |
| **PART B**  **FIRST DIRECTORS**  *Note: Minimum of two Directors for private and three for public limited companies. The number of directors resident in Zambia shall not be less than half the number of directors appointed* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PARTICULARS OF DIRECTOR** | | | | | | | | | | | | | | | | | | | | | | |  | | | | |
|  | First Name | | | | |  | | | | | | | | | | | | | | | | |  | | | | |
| Surname | | | | |  | | | | | | | | | | | | | | | | |
| Gender | | | | |  | | | | | | | | | | | | | | | | |
| Date of Birth | | | | |  | | | | | | | | | | | | | | | | |
| Nationality | | | | |  | | | | | | | | | | | | | | | | |  | | | | |
| Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | | |  | | | | | | | | | | | | | | | | |  | | | | |
| Identity Number | | | | |  | | | | | | | | | | | | | | | | |
| Phone Number  *Include the international code (e.g. +260 for Zambia)* | | | *Mobile* | |  | | | | | | | | | | | | | | | | |
| *Landline* | |  | | | | | | | | | | | | | | | | |
| Email Address | | | | |  | | | | | | | | | | | | | | | | |  | | | | |
| Physical Address | | | *Plot/House/ Village* | |  | | | | | | | | | | | | | | | | |  | | | | |
| *Street* | |  | | | | | | | | | | | | | | | | |
| *Area* | |  | | | | | | | | | | | | | | | | |
| *Town* | |  | | | | | | | | | | | | | | | | |
| *Province* | |  | | | | | | | | | | | | | | | | |
| *Country* | |  | | | | | | | | | | | | | | | | |
|  | DECLARATION FOR CONSENT TO ACT AS DIRECTOR*:*  I, whose names and particulars appear above, consent to act as director for the above mentioned company:  Signature: Date: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| *Continue with Part B to add more directors* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART C**  **SUBSCRIBERS**  *Applicable to Public Company, Private Company Limited by Shares and Unlimited Private Company* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PARTICULARS OF SHAREHOLDERS** | | | | | | | | | | | | | | | | | | | | | | | | | |  | |
|  | | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
|  | | | | |  | |  | | | | |  | |  | | | | | |
|  | | | | | | | | | | | | | | | | | | | |
|  | First Name | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Surname | | | | |  | | | | | | | | | | | | | | | | | | | |
| Gender | | | | |  | | | | | | | | | | | | | | | | | | | |
| Date of Birth | | | | |  | | | | | | | | | | | | | | | | | | | |
| Nationality | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Identity Number | | | | |  | | | | | | | | | | | | | | | | | | | |
| Name of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Nature of Body Corporate  *Where applicant is a Body Corporate, indicate whether applicant is a Company, Co-operative, Trust, Society, Etc.* | | | | |  | | | | | | | | | | | | | | | | | | | |
| Registration Number, Date and Country of Incorporation of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Phone Number | | | | *Mobile* |  | | | | | | | | | | | | | | | | | | | |  | |
| *Landline* |  | | | | | | | | | | | | | | | | | | | |
| Email Address | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Physical Address | | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | | |  | |
| *Street* |  | | | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | | | |
| *Country* |  | | | | | | | | | | | | | | | | | | | |
|  | Number of Shares | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Class of Shares | | | | |  | | | | | | | | | | | | | | | | | | | |
|  | Signature: Date:  *Legal owner to sign if not the Beneficial Owner* | | | | | | | | | | | | | | | | | | | | | | | | | | |
| *Continue with Part C to add more Shareholders* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART D**  **BENEFICIAL OWNERSHIP**  *Applicable to Public Company, Private Company Limited by Shares and Unlimited Private Company* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PARTICULARS OF BENEFICIAL OWNERSHIP** | | | | | | | | | | | | | | | | | | | | | | | | | |  | |
|  | First Name | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Surname | | | | |  | | | | | | | | | | | | | | | | | | | |
| Gender | | | | |  | | | | | | | | | | | | | | | | | | | |
| Date of Birth | | | | |  | | | | | | | | | | | | | | | | | | | |
| Nationality | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Identity Number | | | | |  | | | | | | | | | | | | | | | | | | | |
| Occupation | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Name of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Nature of Body Corporate  *Where applicant is a Body Corporate, indicate whether applicant is a Company, Co-operative, Trust, Society, Etc.* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Registration Number, Date and Country of Incorporation of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Phone Number | | | | *Mobile* |  | | | | | | | | | | | | | | | | | | | |  | |
| *Landline* |  | | | | | | | | | | | | | | | | | | | |
| Email Address | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Physical/ Registered Office Address | | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | | |  | |
| *Street* |  | | | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | | | |
| *Country* |  | | | | | | | | | | | | | | | | | | | |
| **DIRECTOR/TRUSTEE OF BODY CORPORATE** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | *No* | | *First Name:* | | | *Surname:* | | | | | | *Identity Number:* | | | | | | | | | | *Date Appointed:* | | | | | |
| *1* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *2* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *3* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *4* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| **SHAREHOLDER/SETTLER OF BODY CORPORATE** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | *No* | | *First Name:* | | *Surname:* | *Identity Number:* | | | *Number of Shares:* | | | | | | *Class of Shares:* | | | | | | | *Number of Paid Up Shares:* | | | | | |
| *1* | |  | |  |  | | |  | | | | | |  | | | | | | |  | | | | | |
| *2* | |  | |  |  | | |  | | | | | |  | | | | | | |  | | | | | |
| *3* | |  | |  |  | | |  | | | | | |  | | | | | | |  | | | | | |
| *4* | |  | |  |  | | |  | | | | | |  | | | | | | |  | | | | | |
| **BENEFICIAL OWNER/BENEFICIARY OF BODY CORPORATE** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | *No* | | *First Name:* | | | *Surname:* | | | | | | *Identity Number:* | | | | | | | | | | *Nature of Interest* | | | | | |
| *1* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *2* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *3* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
| *4* | |  | | |  | | | | | |  | | | | | | | | | |  | | | | | |
|  | Number of Shares (if any) | | | | |  | | | | | | | | | | | | | | | | | | | |  | |
| Class of Shares (if any) | | | | |  | | | | | | | | | | | | | | | | | | | |
| Nature of Beneficial Ownership  *Briefly explain the nature of beneficial ownership (whether trust, legal arrangement etc.) including how ownership control or economic interest is maintained* | | | | |  | | | | | | | | | | | | | | | | | | | |
| Date when beneficial interest was acquired | | | | |  | | | | | | | | | | | | | | | | | | | |
| If beneficial owner is politically exposed person (PEP) as defined in the Financial Intelligence Act No. 46 of 2010, provide details (e.g. position held) | | | | |  | | | | | | | | | | | | | | | | | | | |
|  | DECLARATION OF BENEFICIAL OWNERSHIP*:*  I, whose names and particulars appear above, declare that I am the beneficial owner as indicated above.  Signature: Date: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| *Continue with Part D if the Beneficial Owners are more than two* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART D**  **GUARANTORS**  ***Applicable to Companies Limited by Guarantee*** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **GUARANTOR** | | | | | | | | | | | | | | | | | | | | | | | | |  | | |
|  | First Name | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Surname | | | | |  | | | | | | | | | | | | | | | | | | |
| Gender | | | | |  | | | | | | | | | | | | | | | | | | |
| Date of Birth | | | | |  | | | | | | | | | | | | | | | | | | |
| Nationality | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Identity Number | | | | |  | | | | | | | | | | | | | | | | | | |
| Name of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Nature of Body Corporate  *Where applicant is a Body Corporate, indicate whether applicant is a Company, Co-operative, Trust, Society, Etc.* | | | | |  | | | | | | | | | | | | | | | | | | |
| Registration Number, Date and Country of Incorporation of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Phone Number | | | | *Mobile* |  | | | | | | | | | | | | | | | | | | |  | | |
| *Landline* |  | | | | | | | | | | | | | | | | | | |
| Email Address | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Physical Address | | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | |  | | |
| *Street* |  | | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | | |
| *Country* |  | | | | | | | | | | | | | | | | | | |
|  | Guaranteed Amount | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
|  | **GUARANTOR’S DECLARATION*:***  I, whose names and particulars appear above, hereby undertake to contribute the guaranteed amount specified:  Signature: Date: | | | | | | | | | | | | | | | | | | | | | | | |  | | |
| *Continue with Part D if the Guarantors are more than two* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART E**  **COMPANY SECRETARY** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **SECRETARY** | | | | | | | | | | | | | | | | | | | | | | | | |  | | |
|  | First Name | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Surname | | | | |  | | | | | | | | | | | | | | | | | | |
| Gender | | | | |  | | | | | | | | | | | | | | | | | | |
| Date of Birth | | | | |  | | | | | | | | | | | | | | | | | | |
| Nationality | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Identity Number | | | | |  | | | | | | | | | | | | | | | | | | |
| Name of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Nature of Body Corporate  *Where applicant is a Body Corporate, indicate whether applicant is a Company, Co-operative, Trust, Society, Etc.* | | | | |  | | | | | | | | | | | | | | | | | | |
| Registration Number, Date and Country of Incorporation of Body Corporate  *Where applicant is a Body Corporate* | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Phone Number | | | | *Mobile* |  | | | | | | | | | | | | | | | | | | |  | | |
| *Landline* |  | | | | | | | | | | | | | | | | | | |
| Email Address | | | | |  | | | | | | | | | | | | | | | | | | |  | | |
| Physical Address | | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | |  | | |
| *Street* |  | | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | | |
| *Country* |  | | | | | | | | | | | | | | | | | | |
|  | **DECLARATION FOR CONSENT TO ACT AS COMPANY SECRETARY*:***  I, whose names and particulars appear above, consent to act as Company secretary for this Company:  Signature: Date: | | | | | | | | | | | | | | | | | | | | | | | |  | | |
| *Continue with Part E to add more Secretaries* | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART F**  **DECLARATION OF COMPLIANCE** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | | I, …………..…………..…………..…………..…………..do solemnly and sincerely declare that I am: a legal practitioner engaged in the formation of the Company a first director named in the application for incorporation or the first secretary named in the application for incorporation ***(delete whichever is not applicable)*** and that all the requirements of the Companies Act, No 10 of 2017, in respect of matters precedent to the incorporation of the Company and incidental thereto, have been complied with. I make this solemn declaration conscientiously believing the same to be true.  Declared at …………………………. the ……… day of …………………………………………, 20…………..  Signature: …………………………………. | | | | | | | | | | | | | | | | | | | | | | | | | |
| **PART G**  **PARTICULARS OF PERSON LODGING APPLICATION** | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | | First Name | | | |  | | | | | | | | | | | | | | | | | | | | |  |
|  | | Surname | | | |  | | | | | | | | | | | | | | | | | | | | |
|  | | Gender | | | |  | | | | | | | | | | | | | | | | | | | | |
|  | | Date of Birth | | | |  | | | | | | | | | | | | | | | | | | | | |
|  | | Nationality | | | |  | | | | | | | | | | | | | | | | | | | | |  |
|  | | Identity Type  For Zambians: *NRC*  For non-Zambians: *NRC/Passport/ Driver’s Licence/Resident Permit* | | | |  | | | | | | | | | | | | | | | | | | | | |  |
|  | | Identity Number | | | |  | | | | | | | | | | | | | | | | | | | | |
|  | | Phone Number | | | *Mobile* |  | | | | | | | | | | | | | | | | | | | | |
| *Landline* |  | | | | | | | | | | | | | | | | | | | | |
|  | | Email Address | | | |  | | | | | | | | | | | | | | | | | | | | |  |
|  | | Physical Address | | | *Plot/House/ Village* |  | | | | | | | | | | | | | | | | | | | | |  |
| *Street* |  | | | | | | | | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | | | | | | | | |
| *Country* |  | | | | | | | | | | | | | | | | | | | | |
|  | | Signature: Date: | | | | | | | | | | | | | | | | | | | | | | | | | |
| *The form must be accompanied by special resolutions of amalgamating companies, a proposal for amalgamation by the amalgamating companies and clearance from the Competition and Consumer Protection Commission (CCPC). The proposal for amalgamation and resolutions should comply with the provisions of Sections 283 and 284, respectively.* | | | | | | | | | | | | | | | | | | | | | | | | | | | |