Form 38

(Regulation 39)

(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**

***(Sections 299)***

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

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **APPLICATION FOR REGISTRATION AS A FOREIGN COMPANY** | | | | | | | | | | | | | | | | | | | |
| **PART A**  **COMPANY DETAILS IN ZAMBIA** | | | | | | | | | | | | | | | | | | | |
|  | Type of Company  *Select one type of Company by marking with “X”* | | | | | Private Company Limited By Shares | | | | | | | | | |  | | | *Ensure that the members of the company understand the kind of company being incorporated and the liability it carries* |
| Private Company Limited By Guarantee | | | | | | | | | |  | | |
| Public Limited Company | | | | | | | | | |  | | |
| Unlimited Private Company | | | | | | | | | |  | | |
|  | Company Name  *Ensure that the name is captured exactly as approved by Company Registry and has not expired* | | | | |  | | | | | | | | | | | | |  |
|  | Whether Articles Restrict Nature of Business  *Mark with “X”* *As Appropriate* | | | | |  | | | | | | | | | | | | |  |
| NO | |  | | YES | | | |  | |  | | |  |
|  | | | | | | | | | | | | |  |
|  | 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 | | | | |  | | | | | | | | | | | | |
|  | Accompanying Documents | | | | | CERTIFIED COPY OF ARTICLES OF ASSOCIATION | | | | | | | | | | |  | | *Mark with an “x” and Attach whichever document is applicable* |
| CERTIFIED COPY OF MEMORANDUM OF ASSOCIATION | | | | | | | | | | |  | |
| CERTIFIED COPY OF THE CHARTER, STATUTES, REGULATIONS | | | | | | | | | | |  | |
| COPY OF THE CERTIFICATE OF INCORPORATION FROM THE COUNTRY OF ORIGIN | | | | | | | | | | |  | |
| INSTRUMENT CREATING OR EVIDENCING A CHARGE IN ZAMBIA *(If Any)* | | | | | | | | | | |  | |
| ANY OTHER INSTRUMENT CONSTITUTING THE ENTITY | | | | | | | | | | |  | |
|  | Type Of Articles  *Mark With “X”* *As Appropriate* | | | | |  | | | | | | | | | | | | |  |
| STANDARD | |  | | NON-STANDARD | | | |  | | |  | |  |
|  | | | | | | | | | | | | |  |
|  | Physical Address  *State the registered office of the Company* | | | *Plot/House/ Village* | |  | | | | | | | | | | | | |  |
| *Street* | |  | | | | | | | | | | | | |
| *Area* | |  | | | | | | | | | | | | |
| *Town* | |  | | | | | | | | | | | | |
| *Province* | |  | | | | | | | | | | | | |
|  | Postal Address  *State the notification address of the Company* | | | *Post Box* | |  | | | | | | | | | | | | |  |
| *Area* | |  | | | | | | | | | | | | |
| *Town* | |  | | | | | | | | | | | | |
| *Province* | |  | | | | | | | | | | | | |
|  | Phone Number  *Include the international code (e.g. +260 for Zambia)* | | | *Mobile* | |  | | | | | | | | | | | | |  |
| *Landline* | |  | | | | | | | | | | | | |
|  | Email Address | | | | |  | | | | | | | | | | | | |  |
|  | Particulars of all charges on any property in Zambia *Specify details of the charge. If no charge was acquired, a statement must be written to that effect.* | | | | |  | | | | | | | | | | | | |  |
|  | Date when charge was created  *Property in Zambia acquired*  *by the company must not have been acquired less than fourteen days before the lodgement of the application* | | | | |  | | | | | | | | | | | | |  |
|  | Total amount secured by the charge  *Where applicable* | | | | |  | | | | | | | | | | | | |  |
|  | Date of Acquisition of Mortgage or Charge  *Where applicable* | | | | |  | | | | | | | | | | | | |  |
|  | Type of Property Mortgaged or Charged  *Select type of property by marking with “X”)* | | | | | LAND | | | | | | | |  | | | | | *Where applicable* |
| BUILDINGS | | | | | | | |  | | | | |
| OTHER | | | | | | | |  | | | | |
| OTHER *(Specify)* | | | | | | | | | | | | |
|  | Description of Instrument creating or evidencing the Mortgage | | | | |  | | | | | | | | | | | | | *Where applicable* |
|  | Title Deed Number | | | | |  | | | | | | | | | | | | | *Where applicable* |
|  | Short particulars of all the property mortgaged | | | | |  | | | | | | | | | | | | | *Where applicable* |
|  | 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 | | | | | | | *Not applicable to companies limited by guarantee* |
|  | Number of Shares | | | | |  |  | | | | |  | | | | | | |
|  | Par Value | | | | |  |  | | | | |  | | | | | | |
|  | Number of paid up shares | | | | |  |  | | | | |  | | | | | | |  |
|  | Number of unpaid shares | | | | |  |  | | | | |  | | | | | | |
|  | Amount paid/payable in cash | | | | |  |  | | | | |  | | | | | | |  |
|  | Amount paid/payable other than in cash | | | | |  |  | | | | |  | | | | | | |
|  | Financial Year End  *The financial year end must not be more than 15 months from the date of incorporation* | | | | |  | | | | | | | | | | | | |  |
|  | Pledged Investment Amount  *In case of* *Foreign Investors, state the amount and period for pledged investment* | | | | |  | | | | | | | | | | | | |  |
| **PART B**  **PARTICULARS OF DOCUMENTARY AGENT** | | | | | | | | | | | | | | | | | | | |
|  | 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* | |  | | | | | | | | | | | | | |
|  | ACCEPTANCE OF APPOINTMENT AS DOCUMENTARY AGENT  I/We, whose names and particulars appear above, accept to be appointed as Documentary Agent for this Company:  Signature:  Date: | | | | | | | | | | | | | | | | | | |
| **PART C**  **PARTICULARS OF LOCAL DIRECTORS**  *Note: Minimum of one local director* | | | | | | | | | | | | | | | | | | | |
| **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 C to add more directors* | | | | | | | | | | | | | | | | | | | |
| **PART D**  **DETAILS OF COMPANY IN THE COUNTRY OF ORIGIN** | | | | | | | | | | | | | | | | | | | |
|  | Company Name | | | |  | | | | | | | | | | | | | |  |
|  | Type of Company  *Select one type of Company by marking with “X”* | | | | Private Company Limited By Shares | | | | | | | | | |  | | | | *The type of company should be as obtaining in the country of origin* |
| Private Company Limited By Guarantee | | | | | | | | | |  | | | |
| Public Limited Company | | | | | | | | | |  | | | |
| Unlimited Private Company | | | | | | | | | |  | | | |
| Other *(Specify)* | | | | | | | | | |  | | | |
|  | Country of Incorporation | | | |  | | | | | | | | | | | | | |  |
|  | Date of Incorporation | | | |  | | | | | | | | | | | | | |  |
|  | 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 | | | |  |  | | | |  |
|  | | | | | | | | | | | | | |  |
|  | Physical Address  *State the registered office of the Company* | | | *Plot/House/ Village* |  | | | | | | | | | | | | | |  |
| *Street* |  | | | | | | | | | | | | | |
| *Area* |  | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | |
|  | Postal Address  *State the notification address of the Company* | | | *Post Box* |  | | | | | | | | | | | | | |  |
| *Area* |  | | | | | | | | | | | | | |
| *Town* |  | | | | | | | | | | | | | |
| *Province* |  | | | | | | | | | | | | | |
|  | Phone Number  *Include the international code (e.g. +260 for Zambia)* | | | *Mobile* |  | | | | | | | | | | | | | |  |
| *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 | | | | | | | *Not applicable to companies limited by guarantee* |
|  | Number of Shares | | | |  | |  | | | | |  | | | | | | |
|  | Par Value | | | |  | |  | | | | |  | | | | | | |
|  | Number of Shares Issued Other Than For Cash | | | |  | |  | | | | |  | | | | | | |
|  | Financial Year End | | | |  | | | | | | | | | | | | | |  |
| **PART E**  **BENEFICIAL OWNERSHIP IN COUNTRY OF ORIGIN** | | | | | | | | | | | | | | | | | | | |
| **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) | | | |  | | | | | | | | | | | | | |
| **PART F**  **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: | | | | | | | | | | | | | | | | | | |
| *This form must be accompanied by the documents specified under section 299(4)* | | | | | | | | | | | | | | | | | | | |