

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

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IT is hereby notified that the Minister of Justice, Legal and Parliamentary Affairs in consultation with the Companies Office has, in terms of section 300 of the Companies and Other Business Entities Act [*Chapter 24:31*], made the following regulations:—

PART I

PRELIMINARY

Title

1. These regulations may be cited as Companies and Other Business Entities (Pre-formation and Post-formation) Regulations, 2020.

Interpretation

2. In these regulations—

“prescribed fee” means fee specified in the companies and other business entities fees regulations;

“form” means appropriate form set out in the Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth Schedules and as listed in the Tenth Schedule;

“writing” includes any form of notation or code whether by hand or otherwise and regardless of method by which or medium (material or electronic) in which it is recorded;

“registrable entity” means a company or other entity capable of registration under the Act;

“form CV 4” and “form CV 5” can be inspected free of charge at the companies office during business hours or the companies office website (www.dcip.gov.zw) or such other website that maybe notified from time to time.

PART II

MATTERS PRELIMINARY TO PRE- AND POST-FORMATION OF COMPANIES AND OTHER BUSINESS ENTITIES

Provisions for electronic communications

3. (1) Any—

- (a) legal practitioner, chartered accountant, person registered under the Public Accounts or Auditors Act [*Chapter 27:12*], chartered secretary;
- (b) self-actor as defined in section 279 of the Act;
- (c) registered business entity;
- (d) licensed business entity incorporation agent or licensed business entity service provider;

may apply, using form CR 1 (“Electronic communications”) to use an electronic email address, website, portal or other interactive electronic link for effecting notices, filings or other transactions with the Companies Office.

(2) Upon receiving an application under subsection (1) the Chief Registrar may—

- (a) remit the application back to the applicant with a request that he or she supply further particulars in support of or in connection with the application; or
- (b) refuse the application, giving reasons therefor; or
- (c) give the applicant authority with or without conditions in the appropriate space in form CR 1 (“Electronic communications”) in which event the Chief Registrar remit it to the applicant, who shall there upon become an authorised person for the purposes of this section.

(3) Any notice or other communication that under these regulations can be served by hand delivery or registered post may be effected by communication through an approved electronic facility, that is to say, electronic mail address, website, portal or other interactive electronic link if the addressee involved has an electronic mail address, website, portal or other interactive electronic link that has been approved under subsection (2)(c):

Provided that if the sender of any communication sent through an approved electronic facility receives an acknowledgement of receipt from the recipient through that facility it shall be presumed that the communication has been received (and in any other case the burden of proof that any communication was sent through an approved electronic facility shall rest with the sender of the communication).

(4) The authentication of any electronic communication shall be effected by means of electronic signatures, the keeping of certified back-up copies of the communication in paper form, or by such other means as may be directed from time to time by the Chief Registrar.

Days and hours of business

4. Except on Saturdays and public holidays, the Companies Office shall be open to the public and any documents filed of record under the Act shall be open to inspection every week-day between the hours of 8.30 a.m. and 1 p.m. and the hours of 2 p.m. and 4 p.m.

Preparation of documents

5. (1) Unless the Notice referred to in section 280(2) of the Act provides otherwise (whether generally or specifically in relation to registered users of the electronic registry), any document to be filed of record in the Companies Office shall, unless the Chief Registrar of Companies otherwise directs, be printed —

- (a) upon strong paper of a size approximately 297 millimetres by 210 millimetres, leaving a margin of at least 37 millimetres, as the case may be, on the left-hand side thereof; and
- (b) in legible characters with a deep, permanent black or blue-black ink.

(2) In addition to the requirements of subsection (1), any constitutive documents of a business entity which are lodged for registration shall—

- (a) be printed on one side of the paper only; and
- (b) have the upper half of the first page of each left blank for the purpose of official endorsements; and
- (c) be suitably bound without the use of glue; and
- (d) must consist of an original copy and a duplicate.

(3) 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.

(4) The Chief Registrar of Companies may—

- (a) if he or she considers it to be necessary or desirable, require a further copy or further copies of any document to be lodged and to be certified in such manner as he or she may approve;
- (b) reject any document submitted for lodging which, in his or her opinion, is unsuitable for purposes of record.

(5) If any document lodged in terms of this section, in the opinion of the Registrar, complies with the Act, the Registrar shall register the same or make an entry thereof in the register, as the case may be, and shall return to the company a duplicate copy of the document with the date of registration or entry in the register endorsed thereon.

(6) 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 or she may remit wholly or partly the fee payable in respect of the late delivery of the document.

Certification of copy of translation of documents

6. (1) Unless otherwise specifically provided, the manner in which any copy of a document shall be certified to be a true copy shall be—

- (a) if the document was made in Zimbabwe, by a director, the principal officer or a secretary of the company, or an accounting officer of the private business corporation, or by a legal practitioner representing the registrable entity in question;
- (b) if the document was made in a foreign country —
 - (i) by an officer of the company or private business corporation whose signature is authenticated; or
 - (ii) by a notary public, mayor or person holding judicial office; or
 - (iii) in the case of a state or territory in which Zimbabwe has its own diplomatic or consular representative, by the head of the Zimbabwe diplomatic mission or the deputy or acting head of such mission, or a counsellor, a first, second or third secretary, or a consul or a vice-consul;
- (c) if the document relates to foreign company, registered in terms of section 241 of the Act, the copy may be certified by the principal officer of the company.

(2) The manner in which any translation of a document shall be certified to be a correct translation shall be by a translator who is acceptable to the Chief Registrar of Companies, or is sworn or officially recognised as a translator by the law of the country concerned.

Objection to names by person other than Chief Registrar

7. (1) If any person objects to the registered name of a registered business entity or to a name reserved pending registration of a registrable entity on the grounds that it is in conflict with section 25 of the Act, he or she may give notice, in writing, to the Chief Registrar of his or her objection to the name specifying the grounds on which the objection is based.

(2) On receipt of a notice in terms of subsection (1), the Chief Registrar shall notify the registrable entity concerned, requesting that entity to submit, within one month or such longer period as the Chief Registrar may allow, a memorandum, giving reasons why the name of the entity should not be changed in terms of section 26 of the Act.

(3) On receipt of a memorandum, the Chief Registrar shall forthwith send a copy thereof to the objector, requesting the objector to notify the Chief Registrar, within one month, whether or not he or she wishes to continue with his objection.

(4) If—

- (a) the registrable entity concerned has failed to submit a memorandum in terms of subsection (2), and the Chief Registrar considers that, on the face of it, there is a case for directing the change of name of the entity, the Chief Registrar shall direct the registrable entity to change the name in terms of section 26 of the Act in accordance with any directions he or she may give the entity concerned; or
- (b) the objector has notified the Chief Registrar in terms of subsection (3) that he or she wishes to continue with his or her objection, and the Chief Registrar is satisfied that there is no reason for changing the name of the entity the Chief Registrar shall notify the objector accordingly and proceed as if the name was not objected to; or
- (c) having received the memorandum and notice of the continuance of the objection, the Chief Registrar considers that on the face of it the name maybe objectionable, the Chief Registrar shall give notice, in writing, to the parties, of a date when he or she will hear arguments in the case, which date shall, unless the parties consent to a shorter notice, be at least fourteen days after the date of this notice.

(5) After hearing any arguments submitted in terms of subsection (4)(c) and considering the evidence, the Chief Registrar shall decide whether, and subject to what conditions, if any, the name of the registrable entity should be changed.

Registration of assumed names of registered business entities

8.(1) A person seeking to register an assumed name of a registered entity under section 29 of the Act which is additional to the name under which the registered business entity is registered under Part III, IV, V shall submit to the Registrar in form CR 2 (“name search”) an

application to ascertain whether a name is available for registration together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed assumed name in Form CV 4.

(3) Before using an assumed name confirmed in terms of subsection (2) an entity must notify the Registrar together with the prescribed fees in form CR 3 (“Registration of assumed name”) of its intention to use such name.

(4) The Registrar shall issue the applicant with a certificate of assumed name in form CV 5.

Replacement of lost, defaced or destroyed document

9. (1) Where a document required to be filed by a registered business entity has been lost, defaced or destroyed or where the Registrar cannot locate the file copy of a document, the registered business entity may apply to the Registrar in form CR 4 (“Replacement of lost, defaced or destroyed document”) together with the prescribed fee for leave to file a copy of the document in accordance with section 16 of the Act.

(2) The registered business entity must cause an advertisement advising the public of the application for replacement of the document in the Government *Gazette* or local circulating paper, before the Registrar files a copy of the document specified in subsection (1).

(3) If no valid objection has been filed with Registrar within a period of 14 days of the publication of advertisement in terms of subsection (2), and after the Registrar being satisfied with the provisions of section 16 (1) of the Act, the Registrar may direct that the copy be filed in the same manner as the original document.

PART III

PRIVATE COMPANIES

Pre-formation steps

10. (1) A person seeking to form a private company shall ascertain whether a name is available for registration by submitting form CR 2 (“Name search”) together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed company name in Form CV4.

(3) Where form CV4 is issued confirming availability of a name, the applicant must within 30 days of receiving such notice submit in duplicate the Memorandum and Articles of Association of the private company and two copies of form CR 5 ("Registered office address") and form CR 6 ("List of directors and secretaries") together with the prescribed fee.

(4) The Registrar shall issue to a successful applicant for registration of a private company a certificate of incorporation.

(5) The foregoing requirements for the incorporation of a private company are embodied in Part A of the Second Schedule.

Post-formation formalities

11. (1) A private company must no later than 21 days after the date of the anniversary of its incorporation, submit an annual return in the form set out in the Fourth Schedule of the Act together with the prescribed fee.

(2) When a private company intends to—

- (a) change its address, the company secretary must file a notice of change of address on form CR 5 ("Registered office address");
- (b) change the list of its directors and secretaries, the company secretary must file such notice on form CR 6 ("List of Directors and Secretaries");
- (c) change its name, the company secretary must file such on form CR 7 ("Notice of change of company name") and CR 8 ("Special resolution") together with proof of advert;
- (d) amend or substitute its Memorandum and Articles of association, the company secretary must file such notice in form CR 8 ("Special resolution");
- (e) vary its share capital, the company secretary must file such notice of variation in form CR 9 ("Notice of conversion, consolidation and split of share capital") accompanied by form CR 8 ("Special resolution");

- (f) increase its share capital the company secretary must file such notice on form CR 10 (“Notice of increase of share capital”) and CR 8 (“Special resolution”);
- (g) allot shares, the company secretary must file such notice of allotment of share in form CR11 (“Return of allotment”);
- (h) change the address at which the register of mortgages and debentures is kept or any change in that place, the company secretary must file such notice of change in address in form CR 12 (“Register of mortgages and debentures”);
- (i) change the address at which the branch register of members is kept or any change in that place, the company secretary must file such notice of change in address in form CR 13 (“Branch register of members”);
- (j) voluntarily wind up, the company secretary must file such notice in form CR14 (“Voluntary winding up”);
- (k) convert from a private company to a private business corporation, the company secretary must file such notice in form CR15 (“Conversion of Company to PBC”).

(4) If after the formation of a private company any shareholder of a private company becomes the nominee shareholder for a beneficial owner who holds more than 20% of the shares of that company, such nominee shareholder shall within 30 days of becoming the nominee shareholder, disclose the particulars of such beneficial ownership to the company secretary who shall transmit such particulars to the Registrar in form CR16 (“Declaration of beneficial ownership”) together with the prescribed fee.

(5) Any changes to the particulars lodged in form CR16 (“Declaration of beneficial ownership”), including any change whereby a beneficial owner relinquishes shares so that less than 20% of the shares of the company are held by him or her as beneficial owner, must be notified by the nominee shareholder to the Registrar within (7) seven days of such change in form CR16 (“Declaration of beneficial ownership”) together with the prescribed fee.

(6) After a company has held an annual general meeting in terms of section 167 of the Act, the company secretary must file such

a declaration of such meeting in form CR 17 (“Declaration that annual general meeting has been held”) (to be submitted by a company that has more than one member) accompanied by the prescribed fee.

(7) The foregoing requirements for the incorporation of a private company are embodied in Part B Second Schedule.

Shell and shelf companies

12. (1) Any applicant wishing to register a bath of 20 or more shell or shelf companies shall in addition to the requirements for the formation of a private company in relation to each such private company complete form CR18 (“Declaration of shell and shelf companies”) specifying name of the each such shell or shelf company in question whereupon the Chief Registrar shall waive 25% of the prescribed fee for each such shell or shelf company.

(2) Any applicant wishing to register less than 20 shell or shelf companies shall in addition to the requirements for the formation of a private company, be subject to the provisions of section 293 of the Act.

(3) Every shell or shelf company shall be removed from the register on the anniversary of its incorporation unless an annual return is received in relation to it.

PART IV

PUBLIC COMPANIES

Pre-formation Steps

13. (1) A person seeking to form a public company shall ascertain whether a name is available for registration by submitting form CR2 (“Name search”) together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed company name in Form CV4.

(3) Where form CV4 is issued confirming availability of a name, the applicant must within 30 days of receiving such notice submit duplicate copies of form CR5 (“Registered office address”), form CR6 (“List of Directors and Secretaries”), form CR19 (“Affidavit in terms of section 158 of the Act”), form CR20 (“Consent to act as

Director of a Public Company”) form CR21 (“List of persons to act as directors”), a copy of prospectus or a statement in lieu of a prospectus and duplicate copies of the Memorandum and Articles of Association of the public company together with the prescribed fee.

(4) The Registrar shall issue to a successful applicant for registration of a public company a certificate of incorporation.

(5) A Public Company must convene a mandatory statutory meeting before applying for a certificate to commence.

(6) The foregoing requirements for the incorporation of a public company are embodied in part A of the Third Schedule.

Post-formation formalities

14. (1) A public company must no later than 21 days after the date of the anniversary of its incorporation, submit an annual return in the form together with the prescribed fee.

(2) When a public company or co-operative company intends to—

- (a) change its address, the company secretary must file a notice of change of address on form CR5 (“Registered office address”); or
- (b) change the list of its directors and secretaries, the company secretary must file such notice on form CR6 (“List of Directors and Secretaries”); or
- (c) change its name, the company secretary must file such on form CR7 (“Notice of change of company name”) and CR8 (“Special resolution”) together with proof of advert; or
- (d) amend or substitute its Memorandum and Articles of association, the company secretary must file such notice in form CR8 (“Special resolution”); or
- (e) vary its share capital, the company secretary must file such notice of variation in form CR9 (“Notice of conversion, consolidation and split of share capital”) accompanied by CR8 (“Special resolution”); or
- (f) increase its share capital the company secretary must file such notice on form CR 10 (“Notice of increase of share capital”) and CR8 (“Special resolution”); or

- (g) allot shares, the company secretary must file such return of allotment of share in form CR11 (“Return of allotment”); or
- (h) change the address at which the register of mortgages and debentures is kept or any change in that place, the company secretary must file such notice of change in address in form CR12 (“Mortgages and debentures”); or
- (i) change the address at which the branch register of members is kept or any change in that place, the company secretary must file such notice of change in address in form CR13 (“Branch register”); or
- (j) notify the registrar of the amount or rate paid or agreed to be paid by way of commission in respect of shares, the company secretary must file such notice in form CR 22 (“Statement by company of the amount or rate paid or agreed to be paid by way of commission in respect of shares”);

together with the prescribed fee.

(3) After a company has held an annual general meeting in terms of section 167 of the Act, the company secretary must file such a declaration of such meeting in form CR 17 (“Declaration that annual general meeting has been held”) accompanied by the prescribed fee.

(4) If after the formation of a public company any shareholder of a public company becomes the nominee shareholder for a beneficial owner who holds more than 20% of the shares of that company, such nominee shareholder shall disclose the particulars of such beneficial ownership to the company secretary who shall transmit such particulars to the Registrar in form CR16 (“Declaration of beneficial ownership”), together with the prescribed fee.

(5) Any change to the particulars lodged in form CR16 (“Declaration of beneficial ownership”), must be notified to the Registrar within (7) seven days of such change in form CR16 (“Declaration of beneficial ownership”), together with the prescribed fee.

(6) After the formation of a public company and before the statutory instrument meeting in terms of section 166(1) of the Act, the directors of a company are required to cause the certification of a statutory report with the registrar in form CR23 (“Statutory report”)

together with the prescribed fee, within 1 month of the date of which it was certified.

(7) The foregoing requirements for the incorporation of a public company are embodied in Part B of the Third Schedule.

PART V

CO-OPERATIVE COMPANIES

Pre-formation steps

15. (1) A person seeking to form a cooperative company shall ascertain whether a name is available for registration by submitting form CR 2 (“Name search”) together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed company name in Form CV4.

(3) Where form CV4 is issued confirming availability of a name, the applicant must within 30 days of receiving such notice submit duplicate copies of form CR5 (“Registered place of business”), form CR6 (“List of directors and secretaries”), and duplicate copies of the Memorandum and Articles of Association of the cooperative company or together with the prescribed fee.

(4) The Registrar shall issue to a successful applicant for registration of a cooperative company a certificate of incorporation.

(5) The foregoing requirements for the incorporation of a cooperative company are embodied in Part A of the Fourth Schedule.

Post-formation formalities

16. (1) A cooperative company or must no later than 21 days after the date of the anniversary of its incorporation, submit an Annual Return in form the prescribed fee.

(2) When a cooperative company intends to—

- (a) change its address, the company secretary must file a notice of change of address on form CR5 (“Registered place of business”);
- (b) change the list of its directors and secretaries, the company secretary must file such notice on form CR 6 (“List of Directors and Secretaries”);

- (c) change its name, the company secretary must file such on form CR7 (“Notice of change of company name”) and CR 8 (“Special resolution”) together with proof of advert;
- (d) amend or substitute its Memorandum and Articles of association, the company secretary must file such notice in form CR 8 (“Special resolution”);
- (e) vary its share capital, the company secretary must file such notice of variation in form CR9 (“Notice of conversion, consolidation and split of share capital”) accompanied by CR 8 (“Special resolution”);
- (f) increase its share capital the company secretary must file such notice on form CR 10 (“Notice of increase of share capital”) and CR 8 (“Special resolution”);
- (g) allot shares, the company secretary must file such notice of allotment of share in form CR11 (“Notice of allotment”);
- (h) change the address at which the Register of Mortgages and debentures the company secretary must file such notice of change in address in form CR12 (“Mortgages and debentures”);
- (i) change the address at which the branch register of members is kept or any change in that place, the company secretary must file such notice of change in address in form CR13 (“Branch register of members”);
- (j) voluntarily wind up, the company secretary must file such notice in form CR14 accompanied by the prescribed fee.

(3) After a company has held an annual general meeting in terms of section 167 of the Act, the company secretary must file such a declaration of such meeting in form CR17 (“Declaration that annual general meeting has been held”) together with prescribed fee.

(4) The foregoing requirements for the incorporation of a co-operative company are embodied in Part B of Fourth Schedule.

PART VI

COMPANIES LIMITED BY GUARANTEE

Pre-formation steps

17. (1) A person seeking to form a company limited by guarantee shall ascertain whether a name is available for registration by submitting form C.R.2 (“Name search”) together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed company name in Form CV4.

(3) Where form CV4 is issued confirming availability of a name, the applicant must within 30 days of receiving such notice submit, in duplicate the Memorandum (which Memorandum must conform to the requirements set out in the Seventh Schedule) and Articles of Association of the Company limited by guarantee, form CR5 (“Registered place of business”), CR6 (“List of Directors and Secretaries”) to the Chief Registrar together with the prescribed fees.

(4) The Chief Registrar recommends to the Minister for a license to dispense with “Limited” in its title.

(5) Following the Chief Registrar’s recommendation the Minister shall if he or she approves the recommendation, issue an approval letter to the Chief Registrar, whereupon the Registrar shall notify the applicant to advertise at his or her own expense such approval in the *Gazette* not later than the second week of being so notified by the Registrar, (The advertisement must specify the objects of the proposed company and notify potential objectors that they must lodge any objection in writing with the Chief Registrar no later than 14 days after the gazettal of the advertisement).

(6) If as a result of the gazettal under subsection (5), any person objects to the licensing of the proposed company, he or she may give notice, in writing, to the Chief Registrar of his or her objection and the grounds on which the objection is based.

(7) On receipt of a notice in terms of subsection (1), the Chief Registrar shall notify the applicant concerned, requesting the applicant to submit, within one month or such longer period as the Chief Registrar may allow, a memorandum, giving reasons why the objection should be rejected.

(8) On receipt of a memorandum, the Chief Registrar shall forthwith send a copy thereof to the objector, requesting the objector to notify the Chief Registrar, within one month, whether or not he or she wishes to continue with his or her objection.

(9) If—

- (a) the applicant has failed to submit a memorandum in terms of subsection (2), and the Chief Registrar considers that, on the face of it the objection should be upheld, the Registrar shall notify the Minister and the applicant that his or her application to form the company limited by guarantee is declined;
- (b) the objector has notified the Chief Registrar in terms of subsection (3) that he or she wishes to continue with his or her objection, and the Chief Registrar is satisfied that objection has no merit, the Chief Registrar shall notify the Minister and the objector accordingly and proceed as if no objection has been received;
- (c) having received the memorandum and notice of the continuance of the objection, the Chief Registrar considers that on the face of it that the licensing of the company in question may be objectionable, Chief Registrar shall give notice, in writing, (copied to the Minister) to the parties, of a date when he or she will hear arguments in the case, which date shall, unless the parties consent to a shorter notice, be at least fourteen days after the date of this notice.

(10) After hearing any arguments submitted in terms of subsection (4)(c) and considering the evidence, and any observations the Minister may have in connection with the foregoing, the Chief Registrar shall decide whether, and subject to such conditions, the company limited by guarantee is to be registered.

(11) If no objection is received upon gazettal and subsection (6) or the objection has been disposed with in accordance with the section, the Chief Registrar shall write to the Minister requesting him or her to issue the appropriate licence.

(12) Upon issuance of license, the Chief Registrar shall issue to a successful applicant for registration of a Company limited by guarantee a certificate of incorporation.

(13) A private company or a private business corporation that wishes to convert itself into a company limited by guarantee must first dissolve itself and then follow the steps in this part for the formation of a company limited by guarantee.

(14) The foregoing requirements for the incorporation of a Company limited by guarantee are embodied in Part A of the Fifth Schedule.

Post-formation formalities

18. (1) When a company limited by guarantee intends to—

- (a) change its address, the company secretary must file a notice of change of address on form CR5 (“Registered place of business”); or
- (b) change the list of its directors and secretaries, the company secretary must file such notice on form CR 6 (“List of Directors and Secretaries”); or
- (c) change its name, the company secretary must file such on form CR7 (“Notice of change of company name”) and CR 8 (“Special resolution”) together with proof of advert; or
- (d) change the address at which the Register of Mortgages, is kept or any change in that place, the company secretary must file such notice of change in address in form CR 12 (“Register of mortgages and debentures”); or
- (e) change the address at which the branch register of subscribers is kept or any change in that place, the company secretary must file such notice of change in address in form CR 13 (“Branch register of members”); or
- (f) change any of the objects of the company the company secretary must file such on form CR8 (“Special resolution”); or
- (g) voluntarily wind up, the company secretary must file such notice in form CR14 (“ Voluntary Winding up”); or

- (h) amend or substitute its Memorandum and Articles of association, the company secretary must file such notice in form CR8 (“Special resolution”);

accompanied by the prescribed fee.

(2) If on receipt of a CR 8 (“Special resolution”) form the Registrar is of the opinion that any change materially affects the character of the company limited by guarantee as such, the Chief Registrar shall notify the company that it must (unless it earlier notifies the registrar that it has reversed the questioned changes indicated in form CR 8 (“Special resolution”) dissolve itself and re-register under this Part or a different Part of these regulations within 21 days of the notification, or be struck off the register.

(3) A company limited by guarantee must no earlier than the anniversary of its incorporation or no later than 30 days thereafter submit to the registrar a declaration of continuance of its existence in Form CR 24 (“Declaration for continuance of incorporation of a company limited by guarantee”) together with the prescribed fee:

Provided that if such declaration is not timeously filed the registrar shall activate the provisions of section 82 (4) of the Act to cause the Minister to withdraw the licence.

(4) The foregoing requirements for the incorporation of a company limited by guarantee are embodied in Part B of the Fifth Schedule.

PART VII

FOREIGN COMPANIES

Pre-registration steps

19. (1) A foreign registered company intending to operate its business in Zimbabwe shall submit notarized copies of its charter, statutes or Memorandum and Articles or other instrument constituting or defining its constitution. If the instrument is in a foreign language submit a certified translation thereof together with Form CR25 (“List of documents delivered for registration by a foreign company documents”) and Form CR 5 (“Registered place of business”) and CR 6 (“List of Directors and Secretaries”) together with the prescribed fee.

(2) The Minister shall issue to a successful applicant for a foreign registered company a certificate authorising the foreign company to establish a place of business in Zimbabwe.

(3) The Registrar issues a certificate of registration of the foreign company.

(4) The foregoing requirements for the incorporation of a foreign registered company are embodied in Part A of the Sixth Schedule.

Post-registration formalities

20. (1) A Foreign company must notify the office of the Registrar no later than 21 days after the date of the anniversary of its incorporation, of its annual returns in form CR26 (“Annual return of a Foreign Company”) together with the prescribed fee.

(2) When a Foreign company intends to—

- (a) change its address, the company secretary must file a notice of change of address on form CR5 (“Registered place of business”); or
- (b) change the list of its Principal Officer, must file such notice on form CR 6 (“List of Principal Officers”).

(3) A foreign company must notify the office of the Registrar of any pending liquidation proceedings and changes made to its name, Memorandum or Charter, etc on form CR 27 (“Return of alteration in the charter, constitution, etc, of a foreign company”) together with the prescribed fee no later than 30 days of such changes.

(4) The foregoing requirements for the registration of a foreign company are embodied in Part B of the Sixth Schedule.

PART VIII

PRIVATE BUSINESS CORPORATION

Pre-formation steps

21. (1) A person seeking to form a private business corporation shall ascertain whether a name is available for registration by submitting form CR2 (“Name search”) together with the prescribed fee.

(2) After considering the form submitted in terms of subsection (1) the Registrar shall issue the applicant with a confirmation for approval or rejection of the proposed company name in Form CV4.

(3) Where Form CV4 is issued confirming availability of a name, the applicant must within 30 days of receiving such notice submit in duplicate the form CR 28 (“Incorporation statement”), together with the accounting officers’ professional certificate and the prescribed fee.

(4) The Registrar shall issue to a successful applicant for registration of a Private Business Corporation a certificate of incorporation.

(5) The foregoing requirements for the incorporation of a private business corporation are embodied in Part A of the Seventh Schedule.

Post-formation formalities

22. (1) A private business corporation must no later than 90 days after the date of the annual meeting, submit a declaration of continuance of operation in form CR29 (“Declaration that Annual Meeting was held”) together with the prescribed fee.

(2) Where a private business corporation intends to make any changes, any such changes should be lodged in a CR30 (“Amended incorporation statement”) together with prescribed fee.

(3) Where a private business corporation intends to convert from a private business corporation to a private company, the accounting officer must file such notice in form CR31 (“Application for conversion of a PBC into a company”) together with prescribed fee.

(4) Where a private business corporation intends to voluntarily wind up, the accounting officer must file such notice in form CR14 (“Voluntary winding up”) together with prescribed fee.

(5) Change the address at which the Register of Mortgages and debentures the accounting officer must file such notice of change in address in form CR 12 (“Register of mortgages and debentures”);

(6) Change the address at which the branch register of members is kept or any change in that place, the accounting officer must file

such notice of change in address in form CR 13 (“Branch register of members”);

(7) The foregoing requirements for the incorporation of a private business corporation are embodied in Part B of the Seventh Schedule.

PART IX

VOLUNTARY REGISTRATION OF PARTNERSHIP AGREEMENTS, ETC

Interpretation of Part V

23. In this Part “responsible person” means—

- (a) in relation to a partnership, one of the partners; or
- (b) in relation to a syndicate or consortium or joint venture, one of the person responsible for the formation thereof; or
- (c) in relation to a club or other unregistered association, the chairperson, secretary or other member of the governing body (“by whatever name called”); or
- (d) a legal representative of any of the foregoing associations.

Pre-registration steps

24. (1) A responsible person seeking to register with the Companies Office any constitutive document of a partnership, joint venture, syndicate, club or other unregistered association may do so by submitting—

- (a) in duplicate, authenticated or original copies of constitutive document of the association together with form CR 32 (“Voluntary Registration”) and the prescribed fee to the Registrar; and
- (b) proof satisfactory to the registrar in the form of a special power of attorney, resolution or similar document authorising the responsible person to act on behalf of the association in question.

(2) If the Registrar upon satisfactory compliance with subsection (1) the registrar shall issue to the applicant for registration a certificate confirming the registration of a constitutive document.

(3) The registration shall be valid for twelve months and may be renewed upon receipt by the registrar on form CR 33 (“Declaration of continuance of existence of association etc”) confirming that the association is still in existence.

(4) Section 25 (“Prohibition of undesirable names”) (1)(a) of the Act does not apply to this Part, however the Registrar may at his or her discretion apply the provisions of section 25(1)(b) to (e) of the Act to the names of associations sought to be registered under this Part.

(5) The foregoing requirements for the incorporation of a private business corporation are embodied in Part A of the Eighth Schedule.

Post-registration formalities

25. (1) No later than fourteen days after any changes made to the constitutive document of an association registered on this part the responsible person shall submit an original or copy of the change to the constitutive document together with form CR 34 (“Amendments or changes to constitutive documents”) and the prescribed fee.

(2) The registration shall be valid for twelve months and may be renewed upon receipt by the Registrar on form CR33 (“Declaration of continuance of existence of association”) confirming that the association is still in existence.

(3) The foregoing requirements for the incorporation of a private business corporation are embodied in Part B of the Eighth Schedule.

PART X

TRANSITIONAL AND REPEALS

Transitional provision

26. Any forms (namely form CR 16 (“Beneficial ownership”) and form CR 24 (“Declaration by Company limited by Guarantee”) that are additional to the forms that previously needed to be submitted under the corresponding provisions of the repealed regulations must be submitted by every company registering or incorporating before the date of commencement of the Act.

Inspection of documents

27. An application to the Registrar in terms of section 14(1) of the Act to inspect any document or register shall be made in Form CR35 (“Inspection of document”).

Repeals

28. The regulations specified in the Tenth Schedule are repealed.

FIRST SCHEDULE (*Sections 3 and 8*)

PRELIMINARY

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COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

Form CR 1

Section 31(4) of the Act

Section 3 of the Regulations

No of Entity (*If applicable*).....

APPLICATION FOR AUTHORITY TO USE AN ELECTRONIC MAIL ADDRESS, WEBSITE, PORTAL OR OTHER INTERACTIVE ELECTRONIC LINK

To: The Registrar

I, apply for authority to use an electronic mail address, website, portal or other interactive electronic link for effecting notices, filings, general correspondence or transactions with the Companies Office.

The following are relevant particulars of the electronic mail address, etc.:.....

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

Declarations I/We, the undersigned do hereby certify and undertake—

- (a) that no person other than the Signatory/Signatories or his or her authorised agents whose names and other relevant particulars shall be notified in advance to the Registrar shall have use or have access to the electronic mail address, website, portal or other interactive electronic link;
- (b) that every precaution shall be taken to ensure against unauthorised use of the electronic mail address, website, portal or other interactive electronic link.

Companies and Other Business Entities (Pre-Formation and Post-Formation Formalities) Regulations, 2020

Breach and termination of Authority

Any violation of the terms of this authority shall be grounds for its immediate termination. The Registrar shall determine, on reasonable grounds—

- (a) whether the Applicant has violated any condition subject to which this authority is granted;
- (b) whether the Applicant has not honoured his or her above declared undertakings;
- (c) what actions, if any, are necessary to remedy a breach of this authority, and the Applicant shall comply with pertinent instructions from the Registrar.

Material changes

Any material changes to the particulars furnished by an Applicant in the particulars furnished below shall be promptly notified to the Registrar, and in any event within seven days from the change having occurred or been made.

Signed:

Date:

Full Name:

Title:

Entity/Organisation:

Phone (land and/or cell):.....E-mail:

Signature of Registrar:

Date.....

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Form No. C.R.2

Section 25 of Act

Sections 8,10,13,15, and 17of Regulations

No. of Entity (*if registered*)

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

Application for Search as to Availability of Name

To:

The Chief Registrar of Companies,
P.O. Box CY 177,
Causeway,
Harare.

Registrar of Companies,
P.O. Box 214,
Bulawayo.

I/We

of

hereby make application for a search to be conducted as to the availability of the following name (alternative names should be given in order of preference in case name found to be unacceptable).

1.

2.

3.

4.

5.

Presented for filing by:

In regard to this application the following information is submitted:

1. The dominant business or object of the entity will be/is:

.....

2. The names and addresses of persons connected with the entity as Directors/ members are (a) —

3. The entity will be operating from (b):

4. The Entity will be/is (c):

.....

.....

5. Entity's true name (d):

.....

6. The reasons for the proposed change of name are (e)

.....

.....

The name shall be reserved for a period of one month.

Signed)

This day of

NOTES:—

(a) To be completed only if proposed name includes a surname.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

- (b) To be completed only if proposed name includes a place name.
- (c) To be completed only if the course name is required in proposed name.
- (d) To be completed only if the Entity intends to use an assumed name.
- (e) To be completed in the case of an existing company wishing to change its name.
- (f) Any other information that would assist the Chief Registrar in determining whether the proposed name is suitable for registration.

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COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

Form No. CR3

Section 29 of the Act
Section 8 of the Regulations

No. of Entity.....

REGISTRATION OF ASSUMED BUSINESS NAMES

True Name of Entity

Assumed Name of Entity

To the Registrar of Companies

The above-named entity hereby gives you notice in accordance with section 29(2) of the Companies and other business entities Act [*Chapter 24:31*], that the entity intends to conduct business in Zimbabwe under the assumed name:

Signed

Director/Secretary

This.....day of.....20.....

Presented by.....

Full Name and Address.....
.....

Note: Section 25 of the Act shall apply with any necessary changes in relation to the use by a registered business entity of an assumed name.

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FORM No. C.R 4

Section 16 of the Act
Section 9 of the Regulations

THE COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

A F F I D A V I T

Number of Entity.....

**APPLICATION FOR REPLACEMENT OF LOST, DEFACED OR
DESTROYED DOCUMENTS**

Name of Entity:

I, of being the secretary of the above mentioned
company make oath and say as follows:—

- (a) That the original document(s)(*specify the type of
document(s)*) has or have been lost, defaced or destroyed.
- (b) The original document(s) were filed and registered on(*state
date*)
- (c) That the copy of the document(s) attached is a correct copy.
- (d) That an advertisement advising the public of the application for
replacement of document(s) has been published in the *Government
Gazette* or local circulating paper (*attach certified proof of adverts*).
- (e) That no valid objections have been filed opposing the application.

And I make this affidavit conscientiously believing it to be true.

(Signature).....
Secretary

The deponent has acknowledged that he or she knows and understands the
contents of this affidavit.

Sworn to before me at this Day of 20

(Signature).....
Justice of the Peace or
Notary Public.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Presented for filling by:.....
.....

Notes:

1. Comply with section 16(7) of the Act

SECOND SCHEDULE (*Section 9*)

**PORTFOLIO FOR PRIVATE COMPANIES PART A
(PRE-FORMATION STEPS)**

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Name search: Form No. C.R.2 (See First Schedule)

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Form No. C.R. 5 Sections 31 and 241 of Act
 Sections 10, 11, 13, 14, 15, 16, 17, 18, 20 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

No. of Entity:.....

NOTICE OF SITUATION AND POSTAL ADDRESS OF A COMPANY'S
REGISTERED OFFICE OR OF A FOREIGN COMPANY'S PRINCIPAL
PLACE OF BUSINESS, AND OF ANY CHANGE THERETO

Name of Entity:

TO THE REGISTRAR OF COMPANIES,
.....

The above-mentioned entity hereby gives you notice that the registered office/
principal place of business of the entity—

(a)—

- (i) is/was situated at:.....
- (ii) the postal address* is/was at.....
- (iii) email address is/was.....

- (b) has been changed from the above address to
Situating at.....
(i) postal address at
.....
(ii) email address is
with effect from.....

(Signed)
SECRETARY/PRINCIPAL OFFICER

Thisday of 20.....

Presented for filing by.....

Delete whichever is inappropriate.

♣ To be completed only in the event of a change of address.

NOTES: (a) In the case of a change of address, this form must be submitted to the registrar BEFORE the proposed change takes place.

If the registered address of a company has been altered by a public authority, so that the changed address designates the same premises as before, no fee will be charged if the registrar is satisfied as to the facts and the name of the authority which ordered the change as stated on the form.

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Form No. C.R. 6 Sections 217 and 241 of Act
Sections 10, 11, 13, 14, 15, 16, 17, 18, 20 of Regulations

No. of Entity:.....

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

PARTICULARS (a) OF REGISTER OF DIRECTORS AND SECRETARIES
AND OF ANY CHANGES THEREIN

OR

A LIST (a) OF DIRECTORS AND PRINCIPAL OFFICER OF A FOREIGN
ENTITY

Name of Entity:

**Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020**

1. Date of Appointment (b)	2. Present forenames and Surnames (state any former forenames and surnames in brackets after existing names)	3. National Identification Number/ Passport Number and Nationality	4. Full Residential or Business Address and Postal Address	5. Particulars of other Directorships (f)	6. Nature of Change (g) and Date of Change (h) (state in brackets after nature of change the Date the company was notified of change) (i)
	Directors (c) Secretaries (d) Or Principal Officer(s) (e)				

To the Registrar of Companies,

.....

Presented for filing by

To the Registrar of Companies

.....

.....

.....

.....
(Signed) Secretary/Principal Officer

Thisday of..... 20.....

NOTES:

- (a) A complete list of the existing directors should always be given.
- (b) This date should always be shown, whether or not it is in respect of an old or new appointment.
- (c) Particulars of Directors, Secretaries or Principal Officers.
- (d) National identity number or passport number must be show in this column.
- (e) In the case of a foreign company, if the director is a corporate body, its name and the situation of its principal office must be shown.
- (f) In the case of the secretary being a corporate body, the name and the situation of its registered office must be given.
- (g) In the case of the principal officer being a corporate body or partnership, the corporate or partnership name must be shown, and, if it is a partnership, all the names of the partners must be given.
- (h) In the case of an individual, if he is a director of any other company registered in this country, the name of every such company must be entered. This applies only in respect of new appointees.
- (i) State “Resigned”, “Retired”, “Died”, or as the case may be. In the case of a new appointment since the last list was filed, it must be stated here in whose place or whether additional.
- (j) Give the date of the occurrence referred to in the previous column. Both columns 8 and 9 must be completed in the event of a change.
- (k) This is regarded as the effective date of the entry in the register.

PART B

POST FORMATION FORMALITIES FORMS

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Registered office address (see Form No. C.R. 5 in Part A of this Portfolio)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

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List of Directors and Secretaries (see Form No. C.R. 6 in Part A of this Portfolio)

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Form No. C.R. 7

Section 26 of Act

Sections 11,14,16, 18 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [Chapter 24:31]

No. of Entity.....

NOTICE OF CHANGE OF ENTITY'S NAME

Name of Entity.....

To the Registrar of Companies

.....

The above-mentioned entity hereby gives you notice that, by a Special Resolution of the entity passed on the day of20..., the name of the entity was changed

FROM:.....

TO:

The entity now applies for the entering of the new name on the register in place of the former name and for the issue of a certificate to this effect in terms of section 26 of the Companies and Other Business Entities Act [Chapter 24:31].

.....
(Signed) Secretary/Accounting Officer

Thisday of, 20.....

Presented for filing by

ZIMBABWE

Form No. C.R. 8

Section 178 of Act
Sections 11,14,16,18 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No. of Entity.....

SPECIAL RESOLUTION

Name of Entity.....

Notice of meeting given to members on theday of, 20.....

Passed at.....on this.....day of....., 20.....

(State below the contents of the resolution)

.....
(Signed) SECRETARY/ACCOUNTING OFFICER

This Day of, 20.....

Presented for filing by

Notes.—

- (a) If special resolution passed in terms of section 178 or section 175(3) of the Act, this should be stated on this form.
- (b) This form should also be used for the purpose of section 176(1) of the Act.

ZIMBABWE

Form No. C.R.9

Section 140 of Act
Sections 11,14,16, of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

Number of Entity:

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

**NOTICE OF CONSOLIDATION OF SHARE CAPITAL, CONVERSION
OF SHARES INTO STOCK, ETC.**

Name of Entity:

To the Registrar of Companies:

The above-mentioned entity hereby gives you notice, in accordance with section
140 of the Companies and other business entities Act [*Chapter 24:31*], that.....
.....

.....
(Signed) Secretary

This.....day of, 20.....

Presented for filing by:

ZIMBABWE

Form No. C.R 10

Section 141 of Act
Sections 11,14,16 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No. of Entity:

NOTICE OF INCREASE OF THE SHARE CAPITAL

Name of entity:

To the Registrar of Companies.....

The above-mentioned entity hereby gives you notice in accordance with section
141 of the Companies and other business entities Act [*Chapter 24:31*], that, by
special resolution passed on the..... day of 20.....
the share capital of the entity has been increased by the addition thereof.....
shares divided intoshares (*specify class*) beyond the registered shares
of (*specify number and class*)

S.I. 46 of 2020

The additional capital is divided as follows:

Number of Shares	*Class of Shares

The conditions (e.g., voting rights, dividends, etc.) subject to which the new shares are to be issued are as follows:

.....
(Signed) Secretary

This.....day.....20.....

Presented for filing by.....

*If any of the new shares are preference shares, state whether they are redeemable or not.

Note.—A copy of the special resolution, on Form No. C.R. 7, must be attached to this form.

ZIMBABWE

Form No. C.R. 11

Section 121 of Act
Sections 11,14,16 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No. of Entity:

RETURN OF ALLOTMENTS

Name of Entity.....

To the Registrar of Companies

The above-mentioned entity herewith forwards its return of allotments from..... 20..... to..... 20.....

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

1. Number of shares

Divided (*insert number and class*) {.....}

Into { }

{ }

{ }

2. Total number of shares previously allotted
(including subscriber shares)
3. Number of shares now **allotted**.
4. Total number of shares **allotted** (including
those previously allotted)

Names and addresses of the allottees and date of allotment:

1 Allotment Asat	2 Surname	3 Forename	4 Address (not Post Office Box/ Numbers)	5 National ID/ Passport/ Entity Number	6 Number of shares Allotted	
					Other than Ordinary (specify type of shares)	Ordinary
			TOTAL			

.....
(Signed) Secretary

This..... day of..... 20.....

Presented for filing by.....

Note:—This return must be lodged with the Registrar within one month after the first allotment referred to herein has been made.

ZIMBABWE

Form No. C.R. 12

Sections 155 and 159 of Act
Sections 11,14,16,18,22 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

**Notice of place where register of mortgages/debentures/members is kept
or of any change in**

No. of Entity.....
{that place

Name of Entity:.....
To the Registrar of Companies.

The above-mentioned entity hereby gives you notice, in accordance with section
155(3) and 159 (3) of the Companies and other Business Entities Act [*Chapter*
24:31], that the registrar of mortgages/debentures/members of the entity is kept
at.....
.....

.....
(Signed) Secretary/Accounting Officer

This.....day of.....20.....

Presented for filing by
.....
.....

*Delete whichever is inappropriate.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

ZIMBABWE

Form No. C.R. 13

Sections 156 of Act
Sections 11,14,16,18,22 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

**Notice of the situation of the office where a branch register of members/
debenture holders is kept or of discontinuance thereof .**

No. of Entity:.....

Name of Entity:.....

To the Registrar of Companies.

The above-mentioned entity hereby gives you notice, in accordance with section
156(2) of the Companies and Other Business Entities Act [*Chapter 24:31*] ,and
by the authority of (a)

.....
that a branch register is now/has ceased to be* kept at.....

.....

(b).....

.....

.....
(Signed) Secretary/Accounting Officer

This.....day of....., 20.....

Presented for filing by

*Delete whichever is inappropriate.

Notes-

- (a) State Authority, e.g “a special resolution of the Entity passed
on....., 20.....” or “Clause.....
of the Entity’s articles of association.
- (b) In cases of change, the words “in lieu of” and the previous address
should be inserted after the present address.

ZIMBABWE

Form No. C.R. 14

Section 52 of Act

Sections 11,16,18,22 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES [CHAPTER 24:31]

No. of Entity:.....

STATEMENT BY DIRECTORS/MEMBERS FOR STRIKE- OFF

Name of Entity:.....

To the Registrar of Companies.....

We, the undersigned, being all the directors/members of the above-mentioned Entity, hereby certify that the said entity ceased to operate as from the day of....., 20.....

The entity has no assets or liabilities, and it is requested that the name of the entity be struck off the Register, in terms of section 52(2) of the Companies and other Business Entities Act [Chapter 24:31].

(Signed)

Full names

(in block letters)

(Signed)

Full names

(in block letters)

Thisday of, 20.....

Presented for filing by:.....

Note: This statement must be signed by **all** the directors/members of the entity.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

ZIMBABWE

Form C.R.15

Section 251 of the Act
Section 11 of the Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

**APPLICATION FOR CONVERSION OF A COMPANY INTO A PRIVATE
BUSINESS CORPORATION**

Company No:

Name of Company:

We, the undersigned, being all the members of the above-named company, apply
for the conversion of this Company into a Private Business Corporation.

We state that:

- (a) every member of the company will become a member of the private business corporation;
- (b) upon conversion, the assets of the corporation, fairly valued, will exceed its liabilities, and that after conversion the corporation will be able to pay its debts as they become due in the ordinary course of its business.

An Incorporation Statement in the Form CR..... (is required in terms of section 248 of the Act is lodged herewith).

SIGNATURES

NAME	SIGNATURE	DATE
.....		
.....		

Continue on a separate sheet as necessary.

NOTES

1. Only a company with a maximum of 20 members may apply for conversion to a PBC.
2. Before submitting an application for conversion, you are required to publish a Notice in the Government *Gazette* and in a Newspaper circulating in the district where your registered office is situated stating the following:

- (a) The date on which it is intended to submit the application to the Registrar;
 - (b) That the application may be inspected at the office of the Registrar;
 - (c) That any person who wishes to oppose the application can submit his objections to the Registrar within 10 days, following the date on which the application will be made.
3. The application for conversion should be signed by all the members of the company and must be submitted to the Registrar on the date stated in the Newspaper Notice.
4. Please note that in terms of section 251 (3)(b)(ii) of the Act the members interest in the Private Business Corporation shall be in the same proportions to each other as their relative shareholdings in the Company.
5. An application for conversion should be submitted together with certificate of Incorporation (C1)
-

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FORM No CR 16

Section 72 of the Act
Sections 11, 14 of the Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

BENEFICIAL OWNERSHIP DECLARATION FORM

The particulars here disclosed are confidential to the Chief Registrar and may not be disclosed to anyone except on grounds specified in section (72) of the Act.

Entity Name and Number:

Particulars of Nominee Shareholder (Full name, Physical and Postal Address, Email and National ID or Passport Number:

On (date.....) I became the Nominee Shareholder for (furnish Full name Physical and Postal Address, Email and National ID or Passport Number of beneficial owner of shares in the space below) to the extent of 20% or more (specified percentage) in the above named entity.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Change of Particulars to the foregoing (see note below)

I declare that the foregoing particulars are true to the best of my knowledge and belief.

Signature.....

Date.....

Note:

Form CR 16 must also be submitted where there are any changes to a prior form CR 16 Submitted by you.

Even if the effect of the change is that the beneficial owner's title has been reduced to less than 20% of the shares, form CR 16 is required to enable the Companies Office to remove you from the register of beneficial ownership.

ZIMBABWE

Form No. C.R. 17

Sections 167 (2) of Act
Sections 11,14 and 16 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No. of Entity:

**DECLARATION THAT ANNUAL GENERAL MEETING HELD
(To be submitted by every company with more than one member)**

Name of Company:

To the Registrar of Companies,

I hereby declare that the General Meeting required to be held in terms of the section 167 of the Act was held on

Notice to members of the meeting is hereto attached.

Signed on this day.....of....., 20.....

Secretary.....

Presented for filing by
.....
.....

Note: If the Annual General Meeting was held after an interval longer than a year proof of condonation in the form of a Court Order for the holding of such late meeting must be furnished to the Registrar in accordance with section 170(8).

ZIMBABWE

FORM No. CR 18

Section 293 of the Act
Section 12 of the Regulations

**COMPANIES AND OTHER BUSINESS ENTITIES ACT[CHAPTER
24:31]**

SHELL AND SHELF COMPANIES DECLARATION FORM

(This form is available to Business Entity Incorporation Agents or other persons who wish to register batches of not less than 20 shell or shelf companies at a time in order to benefit from the discount of 25% from the registration fee of each such company)

Applicant's Name

Particulars of Applicant (License Number/National ID or Passport Number.
Physical and Postal Address, Email

Names of Shell or Shelf Companies(List not less than 20 shell or shelf companies)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

I declare that the foregoing particulars are true to the best of my knowledge and belief and that the constitutive documents attached relate to the listed shell companies or shelf companies respectively. I also understand that unless any of the above-named shell or shelf companies are earlier disposed of another person to operate (or unless an annual return is rendered in relation to each of the companies in question), that the registration of the said companies shall expire on the anniversary of the incorporation and that the Registrar may remove them from the Register without further formalities.

Signature of Business Entity Incorporation Agent or other person
.....

Date.....

THIRD SCHEDULE (*Sections 13 and 14*)

PORTFOLIO FOR PUBLIC COMPANIES

PART A (PRE-FORMATION STEPS)

Name search: Form No. C.R.2 (See First Schedule)

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Registered place of business: Form No. C.R.5 (See Second Schedule)

ZIMBABWE

List of Directors and Secretaries (Form No. C.R. 6 See Second Schedule)

ZIMBABWE

FORM No. C.R.19

Section 158 of the Act
Section 13 of the Regulations

THE COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

A F F I D A V I T

Name of Entity:.....

I,of.....being the
secretary of the above mentioned company make oath and say as follows:—

- *(a) That the shares held subject to the payment of the whole amount thereof
in cash have been allotted a total amount of not less than the minimum
subscription which is
- (b) That every director of the entity has paid to the entity on each of the
shares taken or contracted to be taken by him The amount payable
in terms of section 158#.....of the Companies and Other
Business Entities Act [*Chapter 24:31*]

And I make this affidavit conscientiously believing it to be true.

(Signature).....

The deponent has acknowledged that he knows and understands the contents
of this affidavit.

Sworn before me at.....this.....Day of20.....

(Signature).....

Justice of the Peace or
Commissioner of Oaths.

Presented for filling by:.....
.....
.....

* Delete in the event of the company not having issued a Prospectus.

Insert “(2) (a) and (b) “where a prospectus has been issued, or “(3) (b) “where
a prospectus has not be issued.

ZIMBABWE

Form No. C. R. 20

Section 199(2)(a)of Act
Section 13 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT **[CHAPTER 24:31]**

No. of Entity:.....

CONSENT TO ACT AS DIRECTOR OF A PUBLIC COMPANY

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Name of Company.....

TO THE REGISTRAR OF COMPANIES,

I/We, the undersigned, hereby testify my/our consent to act as director of the
.....Limited, pursuant to Section 199 (2)(a) of the Companies And Other
Business Entities Act [*Chapter 24:31*].

Full Name(s)	Address	ID Number/Passport Number	*Signature

This..... day of, 20.....

Presented for filing by

*If a director signs by “his agent authorized in writing”, the authority must be
produced and a copy filed.

ZIMBABWE

Form No. C. R. 21

Section 199 (4) of Act
Section 13 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

No. of Entity:

**LIST OF PERSONS WHO HAVE CONSENTED TO BE DIRECTORS OF
A PUBLIC COMPANY**

Name of Company.....

TO THE REGISTRAR OF COMPANIES.....

S.I. 46 of 2020

I, the undersigned, hereby give you notice, pursuant to section 199(4) of the Companies And Other Business Entities Act [*Chapter 24:31*], that the above following persons have consented to be directors of the above-mentioned company.

Surname	Forename(s)	Address	ID Number/Passport Number

Signature, (secretary):
.....
.....

This..... day of....., 20.....

Presented for filing by
.....

Part B (Post-formation steps)

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in Second Schedule)

ZIMBABWE

List of Directors and Secretaries (see Form No. C.R. 6 in Second Schedule)

ZIMBABWE

Notice of Change of Entity name (See Form No. C.R. 7 in Second Schedule)

ZIMBABWE

Special Resolution (See Form No. C.R. 8 in Second Schedule)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

ZIMBABWE

Notice of Conversion Consolidation and split of Share Capital (See Form No. C.R.9 in the Second Schedule)

ZIMBABWE

Notice of Increase of Share Capital (See Form No. C.R 10 in the Second Schedule)

ZIMBABWE

Return of Allotments (See Form No. C.R. 11 in the Second Schedule)

ZIMBABWE

Register of Mortgages and Debentures (See Form No. C.R. 12 in the Second Schedule)

ZIMBABWE

Branch Register (See Form No. C.R. 13 in the Second Schedule)

ZIMBABWE

Declaration that the Annual General Meeting was held (See Form No. C.R. 17 in the Second Schedule)

ZIMBABWE

Beneficial Ownership (See FORM No CR 16 in the second Schedule)

ZIMBABWE

Form No. C.R. 22

Section 122 of Act
Section 14 of the Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No. of Entity:.....

**STATEMENT BY COMPANY OF THE AMOUNT OR RATE PAID OR
AGREED TO BE PAID BY WAY OF COMMISSION IN RESPECT OF
SHARES**

Name of Entity:.....

To the Registrar of Companies.....

The above-mentioned entity forwards herewith the statement as required by section 122 of the Act.

Articles of Association authorizing commission number.....

Particulars of amount paid or payable as commission for subscribing, or agreeing to subscribe, or for procuring, or agreeing to procure, subscriptions for any shares in the entity

Paid \$..... Payable \$.....
or

Rate of commission..... Rate percent.....

Date of circular or Notice (if any), not being a prospectus inviting subscriptions for the shares and disclosing the amount or rate of the commission.

Date.....

Number of shares for which persons have agreed for the commission to subscribe absolutely.

Number

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

(Signatures of all the Directors or of their Agents authorised in writing)

This Day of, 20.....

Presented for filing by

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

ZIMBABWE

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

Form C.R. 23

Section 166 (5) of Act
Section 14 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

STATUTORY REPORT

No. of Entity :

Date of Meeting.....

Report, in terms of section 166 of the Companies and Other Business Entities Act [Chapter 24:31], of the Limited (to be certified by not less than two directors, and forwarded at fourteen days before the statutory meeting to every member of the company; and to be filed with the Registrar within one month of the date on which it is certified-section 166(5)).

Note.— This form has been provided for the purpose of indicating the nature of the information which I is required; but, as the report to be filed must be a copy of that sent to the members, all that is contained in that report must appear in this.

- (a) The total number of shares allotted is:
of these- have been allotted for cash, and on each
of them the sum of \$..... has been paid in cash;
..... have been allotted as fully paid up in consideration
of the payment of \$....., which has been or is to be repaid in
consideration of service rendered or property purchased;
..... have been allotted*..... in consideration
of
- (b) The total amount of cash received by the company in respect of the shares
issued wholly for cash is \$....., and on the shares issued partly for
cash is \$.....
- (c) The receipt and payments of the company up to a date within seven days
of the date of this report are as follows:

Particulars of receipts				Particulars of payments			
#							

Particulars concerning the balance remaining in hand

--	--	--	--

The following is an account (or estimate) of the preliminary expenses of the company:

- (d) Names, addresses and occupations of the directors, auditors (if any) and secretary of the company.

DIRECTORS

Surname	Forename(s)	Address	ID Number/Passport Number

AUDITORS

Surname	Forename(s)	Address	ID Number/Passport Number

SECRETARY

Surname	Forename(s)	Address	ID Number/Passport Number

- (e) Particulars of any contract, the modification of which is to be submitted to the meeting for its approval, together with the particulars of the modification or proposed modification.

We, this day of 20....., hereby certify this report-

.....
 } (Two directors)

We, this day of 20....., hereby certify that somuch of this report as relates to the shares allotted by the company and to the cash received in respect of such shares and to receipts and payments of the company is correct.

.....
 } (Auditors)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

*Here state as “fully paid up” or “paid up otherwise than in cash to the extent of..... per share”.

#State whether from “shares,” “debentures” or “other sources”.

In compliance with section 166(6) of the Act we this..... day of hereby declare that we produced at the commencement of the statutory meeting a list showing the names description and addresses of the members of the company and the number of shares held by them respectively, and that the list was open and accessible to every member of the company during the statutory meeting.

Signature of (2) Directors
.....

As witnesses, to the above declaration at least two non- office bearing members of the company who attended the statutory meeting must append their signatures below together with their names addresses and contact numbers

.....

.....

FOURTH SCHEDULE (Section 9)

**PORTFOLIO FOR CO-OPERATIVE COMPANY
PART A (PRE-FORMATION STEPS)**

ZIMBABWE

Name Search (See Form No. C.R. 2 in the First Schedule)

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in the Second Schedule)

ZIMBABWE

List of Directors and Secretaries (See Form No. C.R. 6 in the Second Schedule)

PART B (Post–formation steps)

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in Second Schedule)

ZIMBABWE

List of Directors and Secretaries (see Form No. C.R. 6 in Second Schedule)

ZIMBABWE

Notice of Change of Entity name (See Form No. C.R. 7 in Second Schedule)

ZIMBABWE

Special Resolution (See Form No. C.R. 8 in Second Schedule)

ZIMBABWE

Notice of Conversion Consolidation and split of Share Capital (See Form No. C.R.9 in the Second Schedule)

ZIMBABWE

Notice of Increase of Share Capital (See Form No. C.R 10 in the Second Schedule)

ZIMBABWE

Return of Allotments (See Form No. C.R. 11 in the Second Schedule)

ZIMBABWE

Register of Mortgages and Debentures (See Form No. C.R. 12 in the Second Schedule)

ZIMBABWE

Branch Register (See Form No. C.R. 13 in the Second Schedule)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

ZIMBABWE

Statement by Directors to strike-off/voluntary winding up (See Form CR 14 in the Second Schedule)

ZIMBABWE

Declaration that Annual General meeting was held (see Form No. C.R. 17 in the Second Schedule)

FIFTH SCHEDULE (Section 16 and 17)

**PORTFOLIO FOR COMPANIES LIMITED BY GUARANTEE
PART A (PRE-FORMATION STEPS)**

ZIMBABWE

Name Search (See Form No. C.R.2 in First Schedule)

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in the Second Schedule)

ZIMBABWE

List of Directors and Secretaries (See Form No. C.R. 6 in the Second Schedule)

PART B

POST-FORMATION

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in the Second Schedule)

ZIMBABWE

List of Directors and Secretaries (See Form No. C.R. 6 in the Second Schedule)

ZIMBABWE

Notice of Change of Entity Name (See Form No. C.R. 7 in the Second Schedule)

ZIMBABWE

Return of Allotment (See Form No. C.R. 11 in the Second Schedule)

ZIMBABWE

Register of Mortgages and Debentures (See Form No. C.R. 12 in the Second Schedule)

ZIMBABWE

Branch Register (See Form No. C.R. 13 in the Second Schedule)

ZIMBABWE

Form No. C.R.24

Section 82 of Act
Section 17 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

**DECLARATION OF CONTINUANCE OF INCORPORATION OF
COMPANY LIMITED BY GUARANTEE**

**(To be submitted no earlier than the anniversary of incorporation of
the company limited by guarantee in question and no later than 30 days
thereafter)**

Name and Number of Company Limited by Guarantee.....

We declare that the above-mentioned company continues to exist for the lawful purposes stated in its constitutive documents that is to say, it exists in the interest of the public or a section of the public, and applies its profits, if any, or other income to promoting its objects, and prohibits the payment of any dividend to its members.

Signed by:

Chairperson.....

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Secretary.....

Date.....

SIXTH SCHEDULE (Sections 18 and 19)

PORTFOLIO FOR FOREIGN COMPANIES

PART A (PRE-REGISTRATION STEPS)

ZIMBABWE

Form No: C.R. 25

Section 241(3) of Act

Section 19 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

No: of Entity:

**LIST OF DOCUMENTS DELIVERED FOR REGISTRATION BY A
FOREIGN COMPANY**

Name of Company:.....

To the Registrar of Companies,

.....

The following list of documents are lodged for registration, in terms of Section
241(3) of the **Companies And Other Business Entities Act [Chapter 24:31]**

by:

a Company Incorporated in (a)(**country of incorporation**)
and which intends to establish the following place of business within Zimbabwe: —

(b)

(c).....

(d)

Signature of the principal Officer or

of some other person in Zimbabwe.....

duly authorized by the Company.



This.....day of, 20.....

Presented for filling by:.....

Notes:—

- (a) Country of Incorporation.
- (b) A certified copy of the charter, statutes or memorandum and articles of association of the company, or other instruments constituting or defining the constitution of the company, and, if the instrument is not written in the English language, a certified translation thereof. The copies and translations if any, must be certified by a Director or Notary Public.
- (c) A list of the Directors and principal officer of the company containing the particulars required by Section 241(3) Of the Companies And Other Business Entities Act [*Chapter 24:31*] must be submitted on form No: C.R. 6.
- (d) The address of the principal place of business in Zimbabwe must be submitted on form No: C.R. 5.

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in the Second Schedule)

ZIMBABWE

List of Directors and Secretaries (See Form No. C.R. 6 in the Second Schedule)

PART B (Post-registration steps)

ZIMBABWE

FORM C.R.26

Section 241(8) of Act
Section 20 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [*CHAPTER 24:31*]

No. of Entity:.....

ANNUAL RETURN OF A FOREIGN COMPANY

To the Registrar of Companies,
.....

Annual return of the:

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

made up to the: 1st January, 20.....

The Address of the registered or principal office of the company in Zimbabwe is:

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

A. Summary of shares:

1. Number of Shares
2. Number of Issued shares

B. PARTICULARS OF DIRECTORS AND PRINCIPAL OFFICER

Name and addresses of the Directors and principal officer of the:.....on the
.....Day of....., 20.....

DIRECTORS

FULL NAMES	Addresses

PRINCIPAL OFFICER

FULL NAMES AND NATIONAL ID/ PASSPORT NUMBER	PHYSICAL ADDRESS (and e-mail if available)

Dated atthis.....day of.....20.....

.....
Principal Officer

Presented for filing by:

Address:

ZIMBABWE

Registered place of Business (See Form No. C.R. 5 in the Second Schedule)

ZIMBABWE

List of Directors and Secretaries (See Form No. C.R. 6 in the Second Schedule)

ZIMBABWE

Form No. C.R. 27

Section 241(4) of Act
Section 20 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT (CHAPTER 24:31)

No. of Entity :

**RETURN OF ALTERATION IN THE CHARTER, CONSTITUTION,
ETC, OF A FOREIGN COMPANY**

Name of Company:

To the Registrar of Companies,

.....

The above mentioned company herewith forwards its return of alteration in the
(a).....

.....
Constituting or defining the constitution of.....

.....
A company incorporated in (b).....

..... and which has established a place of business in
Zimbabwe at.....

Signature of the principal officer

Or some other person in Zimbabwe }

Duly authorized by the company

This.....day of....., 20.....

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Presented for filing by

.....

.....

Notes–

- (a) “Charter”, “statutes”, “memorandum and articles of association” or other instrument as the case may be. The copies and translations, if any, must be certified in the manner prescribed.
- (b) Country of incorporation.

SEVENTH SCHEDULE (Sections 20 and 21)

**PORTFOLIO FOR PRIVATE BUSINESS CORPORATION
PART A (PRE-FORMATION STEPS)**

ZIMBABWE

Name Search (See Form No. C.R.2 in the First Schedule)

ZIMBABWE

Form CR 28

Section 248 of Act

Section 21 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

PRIVATE BUSINESS CORPORATION

INCORPORATION STATEMENT

PART A

Please read the notes overleaf before completing this form

For Office use: Registered Number

Full name of Private Business Corporation

Postal Address:

Physical Address:

Main Objects:

Date of End of Financial Year of PBC

Number of members

Accounting officer Full Name

Qualification.....

Postal Address

Signature of Accounting Officer

.....

Registrar

Date

Notes

1. You must provide all the information required on this form.
2. You must submit the Incorporation Statement to the Registrar in duplicate if you are going to register your PBC in Harare. If you are going to register the PBC in Bulawayo, you must submit the Incorporation Statement to the Registrar in triplicate. Carbon copies are not acceptable.
3. A PBC can have a minimum of 1 member and a maximum of 20 members.
4. Only individuals are allowed to be members of the PBC.
5. If the members of the PBC wish to include the object of the PBC in the Incorporation Statement, they may do so.
6. The total of the percentage of the members' interests must add up to 100%.
7. With regard to services you may only include services rendered towards the formation or registration of the PBC. You may not include services rendered to the PBC after it is registered.
8. The qualifications for an Accounting officer are specified in the Regulations.

PART B (Post-formation formalities)

ZIMBABWE

Form No. C.R.29

Section 82 of Act
Section 22 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

DECLARATION THAT ANNUAL MEETING OF PRIVATE BUSINESS CORPORATION WAS HELD

(To be submitted no later than three months after Annual Meeting)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Number of Private Business Corporation:

Name:

I declare that the above-mentioned corporation continues to exist for the lawful purposes stated in its constitutive documents and that an Annual Meeting has been held in terms of section 268 of the Act.

Signed by

Chairperson/Member:

Date:

ZIMBABWE

Form CR 30

Section 25 of Act

Section 22 of the Regulations

No. OF ENTITY (if registered)

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

PRIVATE BUSINESS CORPORATION

AMENDED INCORPORATION STATEMENT

PART A

Please read the notes overleaf before completing this form

For Office use: Registered Number:

The Corporate Full name of PBC:

Postal Address:

Physical Address:

Main Objects:

Date of End of Financial Year of PBC:

Number of members:

Accounting officer Full Name:

Qualification:

Postal Address:

Signature of Accounting Officer:

.....
Registrar

Date

NOTES

1. You must fill in all the information required in the form.
2. You must submit the amended incorporation statement to the Registrar together with a duplicate original if you are going to register your PBC in Harare. If you are going to register the PBC in Bulawayo, you must submit the amended incorporation statement to the Registrar with 2 duplicate originals.
3. An amendment will take effect from the date of registration unless you have attached a letter to the Registrar requesting that the changes take effect from a later date.

ZIMBABWE

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

Form C.R.31

Section 250 of the Act
Section 22 of the Regulations

**APPLICATION FOR CONVERSION OF A PRIVATE BUSINESS
CORPORATION (PBC) IN TO A COMPANY**

Number of Entity:.....

Name of Private Business Corporation:.....

We the undersigned, being all the members of the above-named Private Business Corporation, apply for the conversion of this Private Business Corporation into a Company.

We state that: —

Every member of the Private Business Corporation, fairly valued, will exceed liabilities and that after conversion the company will be able to pay its debts as they become due in the ordinary course of its business.

We therefore forward the following documents: —

1.

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

2.

3.

Full Names	National ID Number	Date	Signature

NOTES

1. *The application for conversion should be signed by all members of the PBC and must be submitted in duplicate.*
2. Please note that share subscriptions in the company shall be in the same proportion as the relative contributions in the Private Business Corporation.

ZIMBABWE

Statement by Directors/Members for Strike-Off) (See Form No. C.R. 14 in the Second Schedule)

EIGHTH SCHEDULE (Sections 23 and 24)

**PORTFOLIO FOR PARTNERSHIP AGREEMENTS Etc
PART A (PRE-REGISTRATION STEPS)**

ZIMBABWE

Form CR 32

Section 278 of Act

Section 24 of Regulations

**COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]**

PARTNERSHIP, JOINT VENTURE, ASSOCIATION Etc

VOLUNTARY REGISTRATION

PART A

Please read the notes overleaf before completing this form

For Office use: Registered Number

Full name of Partnership/ Joint Venture/Association/Syndicate/Consortium/Other
(Specify)

.....

S.I. 46 of 2020

Postal Address

Physical Address

Main Object/Purpose

Number of members/parties.....

Full Name of Authorised Representative	Physical , Postal and E-mail Address of Authorised Representative	National ID Number	Signature of Authorised Representative

.....
Registrar

.....
Date

Notes:

1. The (original) constitutive documents should be attached.
2. Proof of special power of Attorney, resolution or similar document authorising the Authorised Representative.
3. Where an e-mail address has been provided it must be accompanied by Form CR1 .
4. The registration shall be valid for twelve months and maybe renewed upon receipt of Form CR33 confirming that the Partnership/Joint Venture/ Association/Syndicate/Consortiumetc is still in existence.

ZIMBABWE

Form No. C.R.33

Section 82 of Act
Sections 24, 25 of Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT
[CHAPTER 24:31]

PARTNERSHIP, JOINT VENTURE, ASSOCIATION Etc

DECLARATION THAT AN ENTITY IS STILL IN EXISTENCE

(To be submitted on or before the Anniversary of the date of registration)

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Number of Entity:.....

Name of Partnership/Joint Venture/Association/Syndicate/Consortium/ Other
(Specify)
.....

I declare that the above-mentioned.....continues
to exist for the lawful purposes stated in its constitutive documents.

Signed by Authorised Representative

Date

PART B

POST-REGISTRATION FORMALITIES

ZIMBABWE

Form CR 34

Section 278 of Act
Section 24 of the Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

PARTNERSHIP, JOINT VENTURE, ASSOCIATION Etc

AMENDMENTS OR CHANGES TO CONSTITUTIVE DOCUMENTS

No. of Entity

Please read the notes (if any) before completing this form

Full name of Partnership/Joint Venture/Association/Syndicate/Consortium/ Other
(Specify)

Postal Address.....

Physical Address.....

Nature of change.....

Full Name of Authorised Representative	Physical, Postal and E-mail Address of Authorised Representative	National ID Number	Signature of Authorised Representative

.....
Registrar

.....
Date

NOTES

1. You must fill in all the information required in the form.
2. You must submit the amended constitutive document to the Registrar together with an extract of the Minutes of the meeting in which the amendment(s) was/were adopted.

ZIMBABWE

Declaration that an Entity is still in existence (See Form No. C.R.33 in Part A of this Portfolio)

NINTH SCHEDULE

TRANSITIONAL

Form CR 35

Section 14 of the Act
Sections 27 of the Regulations

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

APPLICATION TO INSPECT ENTITY DOCUMENTS AND REGISTERS

To the Registrar of Companies.....

I,.....(State full names in block letters)
of.....(State full business or residential address)
representing.....(State name or entity)
hereby make application to inspect the under-mentioned entity files/registers:

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

Name of Entity	Entity No.	Documents to be inspected

Date.....

(Signed).....

TENTH SCHEDULE

REPEALS

1. Companies Regulations, 1984, published in Statutory Instrument 178 of 1984.
2. Companies (Amendment) Regulations, 2004, published in Statutory Instrument 157 of 2004.
3. Private Business Corporation regulations, 1997, published in Statutory Instrument 101 of 1997 are repealed.
4. Private Business Corporation (Amendment) Regulations, 2004, published in Statutory Instrument 73 of 2004.
5. Private Business Corporation (Amendment) Regulations, 2007, published in Statutory Instrument 100 of 2007.
6. Private Business Corporation (Amendment) Regulations, 2007, published in Statutory Instrument 114 of 2007.
7. Private Business Corporation (Amendment) Regulations, 2009, published in Statutory Instrument 24 of 2009.
8. Private Business Corporation (Amendment) Regulations, 2009, published in Statutory Instrument 151 of 2009.

ELEVENTH SCHEDULE

FORMS

COMPANIES AND OTHER BUSINESS ENTITIES ACT [CHAPTER 24:31]

FORM	TITLE
CR1	Applications for authority to use an electronic mail address, website, portal or other interactive electronic link.
CR2	Application for search as to availability of name
CR3	Notice of Registration of Assumed Names
CR4	Application for Replacement of lost, defaced and destroyed documents
CR5	Notice of situation and postal address of a company's registered office registered principal place of business and of any change thereto.
CR6	List of Directors and Secretaries
CR7	Notice of change of entity name
CR8	Special resolution
CR9	Notice of conversion, consolidation and split of Share Capital
CR10	Notice of increase of share capital
CR11	Return of Allotments
CR12	Notice of place where register of mortgages and debentures is kept or any change thereof
CR13	Notice of the situation of the office where branch register of members / debenture holders is kept or of discontinuance thereof.
CR14	Statement by directors for strike off or voluntary winding up
CR15	Conversion of Company to a Private Business Corporation
CR16	Beneficial Ownership declaration Form
CR17	Declaration that the Annual General Meeting was held
CR18	Declaration of Shell and Shelf Companies
CR19	Affidavit in terms of section 158 of the Act
CR20	Consent to act as Director of a Public Company
CR21	List of persons to act as directors
CR22	Statement by Company of the amount or rate paid agreed to paid by way of commission in respect of shares
CR23	Statutory Report
CR24	Declaration for continuance of incorporation of a company limited by guarantee
CR25	List of documents delivered for registration by a foreign company
CR26	Annual Return of a Foreign Company
CR27	Return of Alteration in the Charter, Constitution e.tc of a foreign Company
CR28	Incorporation Statement of a Private Business Corporation

Companies and Other Business Entities (Pre-Formation and
Post-Formation Formalities) Regulations, 2020

FORM	TITLE
CR29	Declaration that Annual Meeting was held
CR30	Amended Incorporation statement
CR31	Application for Conversion of a Private Business Corporation to a Private Company
CR32	Voluntary Registration of Partnerships and Agreements
CR33	Declaration that an entity is still in existence
CR34	Amendments or changes to constitutive documents
CR35	Application to inspect entity documents and Registers