



# Corporate Affairs Commission

## OPERATIONS CHECKLISTS



July, 2020

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## INTRODUCTION

The Corporate Affairs Commission (CAC) was established by the Companies and Allied Matters Act (CAMA), Cap C20 LFN 2004. The Commission is the Agency of Government charged with the responsibility of Registration of Companies, Business names and Incorporated Trustees.

This booklet serves as a guide to professional users of the Commission's services to ensure smooth processing of transactions. It will facilitate the understanding of the processes and requirements involved in carrying out the various services available at the Commission.

The aim is to make our services more user friendly.

The Head Office of the Commission is situated at Abuja. The Commission also has offices in all the states of the Federation which offer the same services.

## SERVICES OFFERED BY THE COMMISSION

- Incorporation of Companies (Private or Public Company Limited by shares, Unlimited Company, Company Limited by Guarantee);
- Registration of Business Names;
- Registration of Incorporated Trustees;
- Searches;
- Issuance of Certified True Copies of filed documents;
- Registration of share capital increases/Reduction, mortgages, Debentures and Charges etc;
- Processing the statutory filings of Annual Returns, and reports by exempted foreign companies;
- Registration of changes; amendments and alterations etc;
- Conducting investigations into affairs of companies, Business Names or Incorporated Trustees;
- Supervising the Management and Winding-up of companies;
- Enforcement of Compliance with the CAMA by corporate bodies;
- Accreditation of Lawyers, Chartered Accountants and Chartered Secretaries who are direct users of services of the Commission.

# **COMPANIES**

## **(REGISTRY DEPARTMENT)**

## PRE-INCORPORATION OF COMPANIES

### GENERAL REQUIREMENTS

- 1) Approval in Principle is required for certain designated business enterprises e.g. banks, Mortgage Institutions, Bureau De Change, etc.
- 2) Certain designated businesses have industry-prescribed minimum share capital (see table following for the designated businesses and the prescribed minimum share capital).
- 3) The minimum share capital for a company with foreign participation is N10,000,000.00 (ten million naira).
- 4) Evidence of the Commission's consent in the case of company limited by guarantee and change of name.
- 5) The memorandum of a company limited by guarantee shall not be registered without the approval of the Attorney-General of the Federation.
- 6) Every Subscriber to the memorandum of a company limited by shares must take up at least one (1) share while among themselves they shall take up a total number of shares of a value not less than 25 per cent of the authorised share capital.
- 7) Names of all Subscribers must be clearly and fully stated (no initials) in the memorandum and articles while, in the case of company limited by shares, the number of shares taken up by each subscriber must be indicated in front of their respective names in the memorandum.
- 8) The memorandum of a company limited by guarantee must contain the *Property Clause*.
- 9) The object clause of a company limited by guarantee must not include making profits for distribution to the Members.
- 10) The memorandum of a company limited by guarantee must contain the *Contribution Clause* with a prescribed aggregate of not less than ₦10,000.00 (ten thousand naira) in the event of winding up.
- 11) The Memorandum of a company limited by guarantee must contain the *Winding Up Clause*



- 12) A corporate body cannot be a Director of a company but may be represented by an individual nominated for that purpose *e.g.* **Adeola Emeka Umar (representing ABC Nigeria Limited)**.
- 13) Where a firm is Secretary, stamp of the firm must be endorsed and signed by its representative with the name of such representative clearly stated.
- 14) All documents must be clearly typed. No cancellations, alterations, erasures or mutilations should be allowed on documents submitted for registration. Documents with errors must be reproduced for submission.
- 15) A person below the age 18 may only join in the formation of a company if two or more persons of full capacity have subscribed to the memorandum.
- 16) Name of company must appear on form CAC 1.1 and memorandum and articles exactly as it appears on the Name Availability Form.
- 17) Where a third party is presenting documents on behalf of the presenter, the documents must be accompanied by a Letter of Authority.
- 18) Documents must comply strictly with the provisions of the Act and the Commission's requirements for registration of company.
- 19) Documents must be properly and correctly assessed and receipt of payment attached.
- 20) Particulars of Subscribers, Directors and Secretary must be accompanied by photocopy of recognised and valid means of photo identification, i.e. National Identification Card, Data Page of International Passport, Driver's Licence or Voter's Card.
- 21) Information on documents must be same with data entered on Company's Registration Portal (CRP).

## PRESCRIBED MINIMUM SHARE CAPITAL FOR DESIGNATED COMPANIES

SN	TYPE OF COMPANY	MINIMUM SHARE CAPITAL (₦)	JUSTIFICATION
1.	ISSUING HOUSE	200 Million	Securities and Exchange Commission Guidelines on New Minimum Share Capital for Market Operators
2.	BROKER/DEALER	300 Million	
3.	TRUSTEE	300 Million	
4.	FUND/PORTFOLIO MANAGER	150 Million	
5.	STOCK BROKER	200 Million	
6.	STOCK DEALER	100 Million	
7.	CORPORATE INVESTMENT ADVISER (REGISTRAR)	150 Million	
8.	CORPORATE INVESTMENT ADVISER	5 Million	
9.	INDIVIDUAL INVESTMENT ADVISER	2 Million	
10.	MARKET MAKER	2 Billion	
11.	CONSULTANT (PARTNERSHIP)	2 Million	
12.	CONSULTANT (INDIVIDUAL)	500,000	
13.	CONSULTANT (CORPORATE)	5 Million	
14.	UNDERWRITER	200 Million	
15.	VENTURE CAPITAL MANAGER	20 Million	
16.	COMMODITIES BROKER	40 Million	
17.	CAPITAL TRADE POINT	20 Million	
18.	RATING AGENCY	150 Million	
19.	CORPORATE/SUB BROKER	5 Million	
20.	COMMERCIAL BANK WITH REGIONAL AUTHORIZATION	10 Billion	CBN Scope and Standards Commercial Regulations 2020
21.	COMMERCIAL BANK WITH NATIONAL AUTHORIZATION	25 Billion	
22.	COMMERCIAL BANK WITH	50 Billion	

	INTERNATIONAL AUTHORIZATION		
23.	MERCHANT BANK	15 Billion	CBN Scope, Condition and Minimum Standard for Merchant Banks Regulation 2, 2010
24.	MICRO FINANCE BANK (UNIT)	Tier 1: 200 Million	CBN Regulations
		Tier 2: 50 Million	
25.	MICRO FINANCE BANK (STATE & FCT)	1 Billion	
26.	MICRO FINANCE BANK (NATIONAL)	5 Billion	
27.	PRIMARY MORTGAGE INSTITUTION	2 Billion	
28.	FINANCE COMPANY	20 Million	
29.	BUREAU DE CHANGE	35 Million	
30.	NON INTEREST BANK (REGIONAL)	5 Billion	
31.	NON INTEREST BANK (NATIONAL)	10 Billion	
32.	INSURANCE BROKER	5 Million	Nigerian Council of Registered Insurance Brokers Act, 2003
33.	LIFE INSURANCE	2 Billion	Guideline on Insurance Sector Reform and Consolidation
34.	GENERAL INSURANCE	3 Billion	Section 9 (4), Insurance Act and Regulation 2003
35.	RE-INSURANCE	10 Billion	Section 9 (4), Insurance

			Act and Regulation 2003
<b>36.</b>	PRIVATE SECURITY COMPANY/CONSULTANT	10 Million	Guideline on Requirements for Registration of Private Guard Security Companies made Pursuant to Nigerian Security and Civil Defence Corp Act No. 2 of 2003
<b>37.</b>	PENSION FUND/ASSET CUSTODIAN	2 Billion	Requirements for Licensing of Pension Fund Custodians (FEB 2005);  Section 40 (2)(a) Pension Reform Act, 2004
<b>38.</b>	CLOSED PENSION FUND	500 Million	
<b>39.</b>	PENSION FUND ADMINISTRATOR	1 Billion	
<b>40.</b>	LOTTERY	5 Million	Section 2 (1), National Lotteries (Amendment) Regulation, 2007
<b>41.</b>	AIR TRANSPORT (INTERNATIONAL)	2 Billion	Nigerian Civil Aviation Authority
<b>42.</b>	AIR TRANSPORT (REGIONAL)	1 Billion	
<b>43.</b>	AIR TRANSPORT (LOCAL)	500 Million	
<b>44.</b>	AIR AMBULANCE/FUMIGATION/ PRIVATE JET	20 Million	
<b>45.</b>	AVIATION (GROUND HANDLING SERVICES)	500 Million	
<b>46.</b>	AVIATION (AIR TRANSPORT	2 Million	

	TRAINING INSTITUTIONS)		
47.	AGENTS OF FOREIGN AIRLINES	1 Million	
48.	AGRICULTURAL SEEDS, PRODUCTIONS, PROCESSING, MARKETING	10 Million	NASA Cap 5, LFN, 2004
49.	SHIPPING COMPANY/AGENT	25 Million	NIMASA Guidelines for Registration
50.	CABOTAGE TRADE	25 Million	
51.	LIFE MICRO-INSURANCE	150 Million	Guideline for Micro-Finance Operations in Nigeria (NAICOM), December, 2013
52.	GENERAL MICRO-INSURANCE	200 Million	
53.	FREIGHT FORWARDING	5 Million	Registration of Freight Forwarding Regulation 2010
54.	MICROFINANCE BANK (TIER 1 UNIT)	100 Million by April, 2020	CBN Revised Regulations 2019
		200 Million by April, 2021	
55.	MICROFINANCE BANK (TIER 2 UNIT)	35 Million by April, 2020	
		50 Million by April, 2021	
56.	MICROFINANCE BANK (STATE & FCT)	500 Million by April, 2020	
		1 Billion by April, 2021	
57.	MICROFINANCE BANK (NATIONAL)	3.5 Billion by April, 2020	
		5 Billion by April, 2021	
58.	PAYMENT SERVICE BANK	5 Billion	

<b>59.</b>	<b>LIFE INSURANCE</b>	2 Billion Currently	<b>National Insurance Commission Revised Regulations 2019</b>
		8 Billion by 31 <sup>st</sup> December, 2020	
<b>60.</b>	<b>GENERAL INSURANCE</b>	3 Billion Currently	
		10 Billion by 31 <sup>st</sup> December, 2020	
<b>61.</b>	<b>COMPOSITE INSURANCE</b>	5 Billion Currently	
		18 Billion by 31 <sup>st</sup> December, 2020	
<b>62.</b>	<b>RE-INSURANCE</b>	10 Billion Currently	
		20 Billion by 31 <sup>st</sup> December, 2020	

## VERIFICATION CHECKLIST

## 1. FORM CAC 1.1

## 1.1 Section A: Notice of Registered/Head Office Address (S.35 (2) (b), CAMA)

- a) Ensure that name of Company is properly written as it appears on CAC 1 (Name Availability Form).
- b) Ensure registered/head office address is properly written or described in sufficient details as to make it traceable (no P. O. Box or P.M.B – S.35 (2) (b) CAMA).

## 1.2 Section B: Statement of Authorized Share Capital (S. 35 (2) (d), CAMA)

- a) Ensure that authorized share capital tallies with what is stated in the memorandum.

- b) Ensure that authorized share capital tallies with the minimum prescribed share capital where applicable.
- c) Ensure that appropriate stamp duty has been paid and evidence of payment attached.
- d) Ensure one director signs appropriate column in Section B.

**1.3** Section C: Particulars of First Directors (S.35 (2) (b), CAMA)

- a) Ensure that there are at least two directors (S.246 CAMA)
- b) Ensure that directors state their full names (no initials), dates of birth, telephone numbers, e-mail addresses, nationalities and residential addresses.
- c) Ensure form is signed and dated by each director.

**Note:**

- i. *A person under the age of 18 years (minor) cannot be a director (S.257 (a), CAMA);*
- ii. *A corporate body cannot be a Director of a company but may be represented by an individual nominated for that purpose, e.g. **Adeola Emeka Umar (representing ABC Nigeria Limited)** (S.257 (d) CAMA);*
- iii. *Where an illiterate is a Director, an illiterate jurat should be endorsed on the form;*
- iv. *Where a resident alien (with Nigerian address) is a Director, proof of residence permit for the alien must be attached.*
- v. *A foreign company subscribing to shares in a company must show evidence of registration in its home country.*

**1.4** Section D/D1: Particulars of the Secretary (Individual/Corporate) – S. 293, CAMA

Every company shall have a secretary.

**1.4.1** Qualification of Secretary of a Public Limited Company (PLC) – S. 295, CAMA

- a) A member of the Institute of Chartered Secretaries and Administrators; or

- b) A legal practitioner within the meaning of Legal Practitioners Act; or
- c) A member of Institute of Chartered Accountants of Nigeria or such other bodies of accountants as are established from time to time by an Act; or
- d) any person who has held the office of the secretary of a public company for at least 3 years of the 5 years immediately preceding his appointment in a public company; or
- e) a body corporate or firm consisting of members each of whom is qualified under paragraphs (a), (b), (c), or (d) of this Section.

#### 1.4.2 Qualification of Secretary of a Private Company (S. 295, CAMA)

There is no prescribed qualification(s) for secretary of a private company. The Directors may appoint any person they believe competent as secretary of the company.

#### 1.5 Section E: Declaration of Compliance (where applicable) - S. 35 (3), CAMA

- a) Ensure name and address of Solicitor is written in the space provided in the form.
- b) Ensure deponent signs in space provided for in the form.
- c) Ensure that form is signed, dated and stamped by Commissioner for Oaths or Notary Public.

#### 2. MEMORANDUM AND ARTICLES OF ASSOCIATION (SS. 18, 27 (1)-(6), 28 & 34, CAMA)

- a) Ensure name is the same as that on CAC 1 (Name Availability Form).
- b) Where name of company suggests professional objects, the first object must reflect the profession.
- c) Ensure objects comply with other laws of the Federation.
- d) Ensure that where a company is a Subscriber, a Director, Secretary or any person lawfully authorised signs stating name and capacity.
- e) Ensure Subscribers signature tally with their signature on form CAC 1.1 where they are also Directors and that each Subscriber takes up at least one (1) unit of share in the share capital.



- f) Ensure that there are at least two subscribers and an aggregate of not less than 25% of the shares capital are taken up by the Subscriber amongst themselves.
- g) Ensure that signatures in the memorandum and articles of association are witnessed i.e. name, signature, address and occupation.
- h) Ensure that Form CAC 1.1, memorandum and articles of association are electronically stamped and uploaded
- i) Note that Subscribers to the memorandum and articles of association should be the same persons.
- j) Memorandum and articles of association should be printed subject to maximum of 5 pages for memorandum and 10 pages for articles.

**3. CONSENT OF THE COMMISSION TO USE THE WORD "GROUP" IN THE NAME OF A COMPANY (S. 30 (2)(d), CAMA)**

**Requirements**

- a) Duly completed application form.
- b) Evidence of not less than 3 associate companies to form the "Group" company.
- c) Evidence of common membership of the associate companies.
- d) Statement by majority of the Directors of the proposed "Group". company that the share capital of the company shall not be less than the highest share capital amongst the associate companies.
- e) Updated annual returns of associate companies.
- f) Updated section 553, CAMA filing where applicable.

**Note:**

*Consent letter should state the names of companies to be part of the group.*

4. CONSENT OF THE COMMISSION TO USE THE WORD “HOLDING” IN THE NAME OF A COMPANY (S. 30 (2)(d), CAMA)

**Requirements**

- a) Duly completed application form.
- b) Evidence of not less than 2 subsidiary companies.
- c) Statement by majority of the Directors of the proposed “Holding” company that the company shall acquire more than half in the nominal value of the share capital of each of the subsidiaries within 90 days of its incorporation.
- d) Updated annual returns of subsidiary companies.
- e) Updated section 553, CAMA filing where applicable.

**Note:**

*Consent letter should state the names of companies to be subsidiaries of the holding company.*

5. CONSENT OF THE COMMISSION TO USE THE WORD “CONSORTIUM” IN THE NAME OF A COMPANY

**Requirements**

- a) Duly completed application form.
- b) Evidence of not less than 3 companies forming the consortium.
- c) Evidence of registration in home country in case of a foreign company.
- d) Statement of the object of the consortium in the memorandum of the company.
- e) Inclusion of winding up clause in the articles of the company.
- f) Statutory declaration to wind up the consortium in accordance with the provisions of CAMA upon completion of the object for which it was set up.
- g) Updated annual returns of companies forming the consortium (excepting foreign companies).
- h) Updated section 553, CAMA filing where applicable.

**Note:**

*Consent letter should state the names of companies to be part of the consortium.*

## **POST-INCORPORATION**

### POST-INCORPORATION APPLICATIONS OF COMPANIES

1. Notice of Change in Particulars of Directors (Form CAC 7A) – section 292, CAMA.
2. Return of Allotment (Form CAC 2A) – section 129 CAMA.
3. Notice of Change in Registered and or Head Office Address (Form CAC 3) – section 547 CAMA).
4. Notice of Change in Particulars of Secretary (Form CAC2.1) – section 292, CAMA.
5. Annual Returns (Forms CAC 10, 10A, 10B & 10C) – sections 370-373.
6. Change of Company Name – sections 31 & 32, CAMA.
7. Notice of Increase in Share Capital (Form CAC 2.4)– section 102.
8. Notice of Reduction in Share Capital (Form CAC 2.4) – sections 106 & 109.
9. Notice of Charges (Mortgages, Debenture, Bill of Sales and other Loan agreements) Form CAC 8 – sections 197 – 200, CAMA.
10. Registration of Alteration of Memorandum and Articles of Association – sections 44 – 48, CAMA.
11. Registration of Deed of Release/Satisfaction (Form CAC 9) – section 204, CAMA.
12. Re-registration of Companies – sections 50-53, CAMA.
13. Registration of Deed of Variation (parties, amount, security, supplement, etc.).
14. Registration of Deed of Appointment of Trustees.
15. Registration of Memorandum of Pledge/Hypothecation.
16. Registration of Appointment of Receiver/Manager
17. Winding-up by or under the Supervision of Court
18. Members' Voluntary Winding up
19. Creditors' Voluntary Winding up

20. Application for Certified True Copy (CTC) of Certificate – section 551.
21. Application for Certified True Copy of other Documents – section 551.
22. Miscellaneous Applications.

## GENERAL REQUIREMENTS

- 1) Name and RC number of company must be consistent with the Commission's record.
- 2) Only special resolutions or written resolutions in lieu are required to be filed. Ordinary resolutions of companies and Board resolutions are not required for filing.
- 3) Resolution must be on company letterhead reflecting.
- 4) Company letterhead must reflect the company's registered name, address and RC number together with nationalities of non-Nigerian Directors.
- 5) Resolutions may be either written resolutions or special resolutions passed at annual general meeting or extra-ordinary general meeting.
- 6) Written resolutions of Members can only be passed by private companies.
- 7) Written resolution of Members must be signed by all Shareholders entitled to attend and vote at general meeting.
- 8) Resolution must be duly dated and signed by Directors or Director(s) and the Secretary or any person authorised by majority of the Directors. However, where there are only two Directors, resolution must be signed by the two Directors.
- 9) Names of Directors, Shareholders and Secretary must be written in full. Initials are not acceptable.
- 10) Where a document is required to be signed, the signature must be endorsed and the name, telephone number and capacity of the signatory must be legibly typed, printed, stamped or written below or beside the original signature.
- 11) Where an address is required in any document, it shall be adequate if such address is described in sufficient particulars as to make it traceable.

- 12) Where an alien is a Director or Shareholder and discloses a local residential address, photocopy of residence permit must be furnished.
- 13) Where a firm is Secretary, stamp of the firm must be endorsed and signed by its representative with the name of such representative clearly stated.
- 14) Particulars of Subscribers, Shareholders, Directors and Secretary must be accompanied by photocopy of recognised and valid means of photo identification, i.e. National Identification Card, Data Page of International Passport, Driver's Licence or Voter's Card.
- 15) All applications and accompanying documents must be typed, clean and free of errors. No cancellations, alterations, mutilations, defacing must be allowed on applications and accompanying documents. Documents with errors must be reproduced for filing.
- 16) A corporate body cannot be a Director of a company but may be represented by an individual nominated for that purpose, *e.g. Adeola Emeka Umar (representing ABC Nigeria Limited)*.
- 17) Receipt of payment of filing fees must be attached.
- 18) Evidence of up to date annual returns (except for third party applications).
- 19) Evidence of compliance with S. 553 in the case of Banks, Insurance Companies, Primary Mortgage Institutions, Microfinance Banks, Provident Fund Companies and such other companies as may fall within the scope of the section from time to time (except for third party applications).
- 20) In the case of Microfinance Banks, S. 553 is required from August 2004 (except for third party applications).
- 21) Approval-in-Principle from primary regulators (where necessary) for entities under their respective regulations.

#### VERIFICATION CHECKLIST

1. CHANGE OF NAME (Ss.31 (3) & 32, CAMA)

#### Requirements

- a) Special resolution for change of name.
- b) Application for change of name.

- c) Original certificate of incorporation for cancellation.
- d) Stamped Memorandum & Articles of Association reflecting the new name.

## 2. ALTERATION OF MEMORANDUM & ARTICLES OF ASSOCIATION (Ss. 45 – 48, CAMA)

### Requirements

- a) Special Resolution stating the altered clause(s).
- b) Stamped memorandum and articles of association of the company reflecting the alteration.

### **Note:**

- i. *Subscribers' column of the memorandum and articles of association should not be altered.*
- ii. *It is sufficient to print "SIGNED" in the signature column opposite the name of each subscriber.*
- iii. *Any object(s) intended to be altered should comply with the industry prescribed minimum share capital.*
- iv. *In the case of alteration of objects, application should be filed within 15 days after the 28 days allowed for application to Court for cancellation.*
- v. *Where it is a written resolution in lieu of special resolution, application should be filed within 15 days of the written resolution.*
- vi. *Where there is application to Court and alteration of objects is sanctioned by Court, CTC of the Court order together with stamped copy of memorandum and articles of association should be filed within 15 days of the Court order.*

## 3. INCREASE IN SHARE CAPITAL (S. 102, CAMA)

### Requirements

- a) Resolution for increase in share capital.
- b) Duly completed and stamped Notice of Increase (Form CAC 2.4).
- c) Original stamp duty receipt.

#### 4. REDUCTION IN SHARE CAPITAL (S.106 )

##### **Requirements**

- a) Special resolution for reduction in share capital.
- b) Duly completed and stamped Notice of Reduction in Share Capital (Form CAC 2.4).
- c) Certified true copy of Court order specifying the Reduction in Share Capital.
- d) Original stamp duty receipt.
- e) Copy of minutes of the meeting of the company authorizing the reduction in share capital.
- f) Addition of the words “**and reduced**” to company name if so ordered by Court.
- g) Evidence of publication of notice of reduction of share capital if so directed by Court.

#### 5. RETURN OF ALLOTMENT (SECTION 129 CAMA)

- a) Duly completed Form CAC 2A (Return of Allotment).

##### **Note:**

- i. *Return of allotment of shares shall relate to original issue shares by the company or shares issued by the company after surrender of shares as a gift or forfeiture of shares to the company.*
- ii. *Return shall be filed with the Commission within one (1) month of the allotment.*
- iii. *Instruments of transfer of shares or transmission of shares shall not be accepted for registration. Such instruments should be registered in the company's register of members and the information may be reflected in the company's next annual return to the Commission.*

6. CHARGES (Ss. 197, 198, 205, CAMA)

**Requirements**

- a) Stamped deed with counterpart copy duly dated and executed by the parties (under seal where applicable).
- b) Duly completed Form CAC 8.
- c) Original stamp duty receipt or stamp duty certificate (to be returned upon completion of process).
- d) Receipt of payment of filing fees.
- e) Court order for extension of time in the case of late filing of charges.

7. UPSTAMPING (S. 202, CAMA)

**Requirements**

- a) Stamped and duly signed instrument of upstamping with counterpart.
- b) Duly completed Form CAC 8A
- c) Original stamp duty receipt or stamp duty certificate (to be returned upon completion of process).
- d) Receipt of payment of filing fees.
- e) Evidence of registration of principal deed.

8. SUPPLEMENTAL DEED

**Requirements**

- a) Stamped and duly executed Supplemental Deed with counterpart.
- b) Duly completed Form CAC 8B.
- c) Original stamp duty receipt or stamp duty certificate (to be returned upon completion of process).
- d) Receipt of payment of filing fees.
- e) Evidence of registration of principal deed.



## 9. DEED OF VARIATION

### Requirements

- a) Stamped and duly executed Deed of Variation with counterpart.
- b) Duly completed Form CAC 8C
- c) Original stamp duty receipt or stamp duty certificate (to be returned upon completion of process).
- d) Receipt of payment of filing fees.
- e) Evidence of registration of principal deed.

## 10. MEMORANDUM OF PLEDGE/HYPOTHECATION (Miscellaneous)

### Requirements

- a) Stamped Memorandum of Pledge/Hypothecation duly dated and signed.
- b) Original stamp duty receipt (to be returned upon completion of process).

## 11. DEED OF RELEASE/SATISFACTION (S. 204, CAMA)

### Requirements

- a) Stamped Deed of Release duly executed.
- b) Duly completed Form CAC 9 (Memorandum Verifying the Satisfaction of Charge).
- c) Evidence of registration of principal deed.
- d) Where debt has been taken over by another party, evidence of the take-over before release by that other party.

## 12. APPOINTMENT OF TRUSTEES

### Requirements

- a) Stamped Deed of Appointment of Trustees.
- b) Original stamp duty receipt (to be returned upon completion of process).

**13. NOTICE OF CHANGE OF DIRECTORS OR IN THEIR PARTICULARS (S. 292, CAMA)**

**Requirements**

- a) Duly completed Form CAC 7A (Notice of Change of Directors, or in the Name, Residential Address or Postal Address of Director).
- b) Proof of residence permit in case of foreigners residents in Nigeria.
- c) Evidence of resignation as indicated on Form CAC 7A.
- d) Copy of Death certificate or proof of death in case of deceased director.

**Note:**

- i. Notice shall be filed with the Commission within 14 days after the passing of the resolution.*
- ii. The Commission shall not register any notice of alternate directorship.*

**14. NOTICE OF APPOINTMENT AND PARTICULARS OF COMPANY SECRETARY OR CHANGES THEREIN (S. 292, CAMA)**

**Requirements**

Duly completed Form CAC 2.1 (Particulars of Person who is Secretary of a Company or Any Changes Therein).

**15. ANNUAL RETURNS (Ss.370 – 377, CAMA)**

**Requirements**

- a) Duly completed Form CAC 10 (small company), CAC 10A (company other than small company), CAC 10B (company limited by guarantee) as may be applicable.
- b) Audited financial statement signed by two directors and duly certified by a chartered accountant where applicable.

**Note:**

- i. *Annual return shall be filed with the Commission within 14 days of the holding of the annual general meeting for the relevant year.*
- ii. *A private and small company shall send with the annual return a certificate signed by a Director and the Secretary in compliance with section 376, CAMA.*

**16. NOTICE OF CHANGE IN REGISTERED OR HEAD OFFICE ADDRESS (S.547, CAMA)**

**Requirements**

A duly completed Form CAC 3.

**Note:**

*Notice of change of registered or head office address should be filed within 14 days of the passing of the resolution.*

**17. CERTIFIED TRUE COPY OF CERTIFICATE (S. 551, CAMA)**

**Requirements**

- a) Application letter.
- b) Affidavit of loss or fact duly sworn to by a Director or Secretary of the company duly stamped by Notary Public or Commissioner for Oaths.

**18. CERTIFIED TRUE COPY OF OTHER DOCUMENTS (S. 551, CAMA)**

**Requirements**

- a) Duly completed application form.
- b) Receipt of payment.

## 19. MISCELLENOUS APPLICATIONS

### **Requirement**

- a) Formal application.
- b) Documents for filing.
- c) Affidavits where applicable.
- d) Copy of recognised and valid means of photo identification where necessary.

# **BUSINESS NAMES**

## **(BUSINESS NAMES DEPARTMENT)**

# PRE-REGISTRATION

## PRE-REGISTRATION OF BUSINESS NAMES

### VERIFICATION CHECKLIST

1. DIGITAL DOCUMENTS (DIGI-DOC)
  - a) Notice of Name Approval
  - b) Duly completed Business Name Application Form
  - c) Two passport-sized photographs in case of individuals and photocopy of Certificate of Registration together with resolutions in case of a Corporate body.
  - d) Photocopy of recognised and valid means of photo identification (i. e. National Identification Card, Data Page of International Passport, Driver's Licence or Voter's Card) for individual partners
  - e) Presenter's column to be properly filled.
  - f) Receipt of payment of filing fees
  - g) Receipt of payment of additional N1,000 for each branch office (if any).

**Note:**

- i. *Where there is a minor, the form should be attested to by any of the following:*
  - *Magistrate,*
  - *Police officer not less than the rank of ASP or*
  - *Legal practitioner.*
- ii. *Where there is a foreign partner residing in Nigeria, a residence permit shall be attached.*
- iii. *Foreign companies and nonresident foreigners cannot register a business name*

2. COMPANIES REGISTRATION PORTAL (CRP)
  - a) Ensure the name of the business is properly written as it appears on CAC 1 (Name Availability Form).
  - b) Ensure the information on CRP corresponds with relevant uploaded documents.

## POST-REGISTRATION

### POST-REGISTRATIONS OF BUSINESS NAMES

#### GENERAL REQUIREMENTS

- 1) Name and registration number of business must be consistent with the Commission's record.
- 2) Names of proprietors/partners must be written in full. Initials are not acceptable.
- 3) Where a document is required to be signed, the signature must be endorsed and the name, telephone number and capacity of the signatory must be legibly typed, printed, stamped or written below or beside the original signature.
- 4) Where an address is required in any document, it shall be adequate if such address is described in sufficient particulars as to make it traceable.
- 5) Only resident aliens can be proprietors of or partners in a business name and evidence of residence permit must be furnished.
- 6) In the case of business names registered prior to 2013, photocopy of recognised and valid means of photo identification (i.e. National Identification Card, Data Page of International Passport, Driver's Licence or Voter's Card) is required for all applications.
- 7) All applications and accompanying documents must be typed, clean and free of errors. No cancellations, alterations, mutilations, defacing must be

allowed on applications and accompanying documents. Documents with errors must be reproduced for filing.

- 8) Receipt of payment of filing fees must be attached.
- 9) Evidence of up to date annual returns (except for third party applications).

#### VERIFICATION CHECKLIST

##### 1. CHANGE/CORRECTION OF BUSINESS NAME (S. 577, CAMA)

###### **Requirements**

- a) Duly completed Notice of Change or Correction of Business Name (Form CAC/BN2).
- b) Duly completed Form CAC/BN1 reflecting the new name, generated and photocopied for CTC.
- c) Original certificate of registration for cancellation.

##### 2. CHANGE/CORRECTION IN NATURE OF BUSINESS (S. 577, CAMA)

###### **Requirements**

- a) Duly completed Notice of Addition, Correction or Removal of Objects (Form CAC/BN2).
- b) Duly completed Form CAC/BN1 reflecting the altered objects, generated and photocopied for CTC.
- c) Original certificate of registration for cancellation.

##### 3. CORRECTION OF BUSINESS ADDRESS (S.577, CAMA)

###### **Requirements**

- a) Duly completed Notice of Change of Business Address (Form CAC/BN2).
- b) Duly completed Form CAC/BN1 reflecting new address, generated and photocopied for CTC.



- c) Original certificate of registration for cancellation.
- 4. CHANGE OF PROPRIETOR'S NAME (S. 577, CAMA)

**Requirements**

- a) Duly completed Notice of Change of Proprietor's name. (Form CAC/BN2)
  - b) Duly Completed form reflecting the altered name, generated and photocopied for CTC.
  - c) Evidence of change of name e.g. Marriage certificate, newspaper publication.
  - d) Affidavit in support stating reasons for the change.
5. REMOVAL OR ADDITION OF PARTNER (S. 577, CAMA)

**Requirements**

- a) Notice of addition or removal of partner.
- b) Duly completed form reflecting the addition or removal of partner.
- c) Letter of resignation or Consent as may be applicable.
- d) Death Certificate in case of deceased partner.

6. CERTIFIED TRUE COPY OF CERTIFICATE (S. 581, CAMA)

**Requirements**

- a) Duly completed form for certified true copy of certificate.
- b) Affidavit in support stating the reason(s) for the application.

7. CERTIFIED TRUE COPIES OF OTHER DOCUMENTS (S. 581, CAMA)  
Duly completed form for certified true copies of documents

8. CHANGE OF SIGNATURE (S. 577, CAMA)

**Requirements**

- a) Notice of change of signature.

- b) Duly completed Form CAC/BN1 reflecting the new signature photocopied for CTC.
- c) Affidavit in support stating the reasons for the change thereon.

9. CHANGE OF OCCUPATION (S. 577, CAMA)

**Requirements**

- a) Notice of change of occupation.
- b) Duly completed Form CAC/BN1 reflecting the new occupation and photocopy for CTC.

10. CHANGE/CORRECTION OF TITLE/GENDER (S. 577, CAMA)

**Requirements**

- a. Notice of change/correction of title/gender.
- b. Duly completed application Form CAC/BN1 reflecting the change or correction photocopied for CTC.
- c. Copy of marriage certificate, newspaper publication or affidavit as may be applicable

11. CHANGE OF NATIONALITY (S. 577, CAMA)

**Requirements**

- a) Notice of change of nationality.
- b) Duly completed Form CAC/BN1 reflecting the new/correct Nationality

**Note:**

*Where change of nationality is as a result of naturalization under S.27 (1) of the Constitution of the Federal Republic of Nigeria, 1999 (as amended) the photocopy of certificate of naturalization must be attached to the application*

12. PROPER PLACEMENT OF PASSPORT PHOTOGRAPH (S. 581, CAMA)

**Requirements**

- a) Notice of proper placement of passport photograph.
- b) Duly completed Form CAC/BN1 attaching the proper passport photograph in the right place.
- c) Duly sworn affidavit in support of the application.

13. CHANGE/CORRECTION OF RESIDENTIAL ADDRESS (S. 577, CAMA)

**Requirements**

- a) Notice of change/correction of residential address of proprietor(s) (Form CAC/BN2)
- b) Duly completed Form CAC/BN1 reflecting the change or correction.

14. CORRECTION OR CHANGE OF PHONE NUMBER OR E-MAIL ADDRESS (S. 577 CAMA)

**Requirements**

- a) Notice of change/ correction of phone number or e-mail address (Form CAC/BN2).
- b) Duly completed Form CAC/BN1 with the correction/change and photocopy.

15. INTRODUCTION/CHANGE OF BRANCH ADDRESS

**Requirements**

- a) Notice of introduction/change of branch address (Form CAC/BN2)
- b) Duly completed Form CAC/BN1 reflecting the introduction/change.

16. CESSATION OF BUSINESS (S. 578, CAMA)

**Requirements**

- a) Notice of cessation of business duly signed by the proprietor(s) or his solicitor
- b) Consent letter from partner(s)
- c) Letter of administration for the next of kin (where applicable)
- d) Original certificate of registration for cancellation
- e) Photocopy of recognised and valid means of photo identification of the applicant/Legal representative.

# **INCORPORATED TRUSTEES**

## **(INCORPORATED TRUSTEES DEPARTMENT)**

## PRE-INCORPORATION OF INCORPORATED TRUSTEES

### APPLICATION FOR REGISTRATION OF INCORPORATED TRUSTEES

#### REQUIREMENTS

1. Duly approved RG's consent listing the objects and name search availability report.
2. An application form duly completed with the following:
  - a) Name of the association.
  - b) Registered office address.
  - c) Aims and objectives of the association.
  - d) Particulars of trustees.
  - e) Drawing or impression of the Common Seal.
  - f) The number of members of the governing body, if any, the procedure for their appointment and removal, and their powers: Section 593 (c), (iv)
  - g) Special clause adopted in the constitution.
3. Extract of the minutes of general meeting appointing trustees and adopting the special clause rules into the constitution, which must: -
  - a. Be on a plain sheet.
  - b. Show the list of members present at the meeting.
  - c. Show voting pattern and Duly signed by the chairman, secretary or any trustee of the association.
4. Uploading a copy of the constitution which must have the following provisions:
  - a. Aims/objectives which must be in line with Section 590 of CAMA.
  - b. The appointment, powers, duties, tenure of office and replacement of the trustees, Section 593 (c), (1).
  - c. The use and custody of the common seal, Section 593 (c ), (ii).
  - d. The meetings of the association, Section 593 (c ), (iii).

- e. The number of members of the governing body, if any, the procedure for their appointment and removal, and their powers: Section 593 (c ), (iv).
- f. Where subscriptions and other contributions are to be collected, the procedure for disbursement of the funds of the association, the keeping of accounts and the auditing of such accounts, Section 593 (c ), (V).
- g. Procedure for amendment of the constitution, Section 598. This must be:
  - At a general meeting of the association
  - By at least a simple majority votes of members present, and
  - Approved by the Commission.

Special clause rules, Section 603 (1) which states how the income and property of the association is to be managed.

5. Incorporated trustee's declaration form:

- a) Signed by each trustee
- b) Sworn to at any Court of jurisdiction or notary public.

6. Means of identification for each trustee e.g National ID Card, International Passport, Driver's License and Voter Registration Card.

7. Receipt of Payment of Filing and CTC =N=37,000.00K).

8. A non-resident foreigner will not be appointed as sole trustee.

9. Publication of notices in 2 daily newspapers 1 – national and 1 – local, with minimum size of 8cm x 2 or 3"x2, carried out by the Commission clearly stating:

- a) The name of the association
- b) The full names of the trustees.
- c) The aims of the association and
- d) Must call for objections to the registration of the association.

10. Affidavit will not be acceptable for defects or errors on publications earlier published by applicants. A new publication will be requested.

## POST INCORPORATION OF INCORPORATED TRUSTEES

### CHANGE OF TRUSTEES (SECTION 599)

#### Requirements

1. Post Incorporation Application Form
2. Formal application letter signed by existing chairman, secretary or any trustee on record or solicitor on his/her letter headed paper.
3. Extracts of minutes of general meeting
  - a. Signed by the existing chairman, secretary or any trustee on record
  - b. Must state the reason for change
  - c. Attach death certificate or any evidence of death (if applicable)
  - d. Attach resignation letters (if applicable)
4. Trustees declaration form of newly appointed Trustees sworn to by each of the new trustees at any court of jurisdiction or Notary public.
5. Photocopy of valid identification cards for new trustee(s) such as Information page of international passport, national identity card, voters card, driver's license)
6. Original certificate of incorporation for cancellation or CTC of certificate where applicable
7. Copy of the public notice as pasted at the registered office and every branch of the association for 28 days.
8. Thumb prints by an illiterate trustee or officer shall be accompanied by an illiterate jurat.
9. Reason for the change of trustees must be same on IT form and minutes of meeting.
10. Updated annual return accompanied by financial report.
11. Publications of notices in 2 daily newspapers 1 – national and 1 –local with minimum size of 8cm x 2 or 3" x2 will be carried out by the Commission (at a fee) on behalf of the applicants:



- a. Stating clearly names of old trustees indicating those to be removed, names of proposed trustees
- b. Invite objections to the application within 28 days of publication

12. Payment of filing fee -N10,000 copy of CTC form or other document – N2,000 (per document)

CERTIFIED TRUE COPY OF CERTIFICATE (SECTION 606)

#### Requirements

1. Formal application letter on organization letter headed paper
  - a. Signed by existing chairman, secretary or any trustee on record or solicitor on his/her letter headed paper.
2. Extracts of minutes of general meeting authorizing the application signed by the existing chairman, secretary or any trustee on record, stating the fact of loss.
  - a. State the names of members present, the fact of loss, and the person authorized to apply for the CTC.
3. Affidavit of loss by person in custody of missing certificate or somebody with knowledge of same
  - a. Extracts of police report
  - b. Updated annual returns accompanied by financial report.
  - c. Payment of fees – N10,000
4. The extracts of minutes shall state the names of members present, the fact of loss, and the person authorized to apply for the CTC.
  - a. The publication shall state the name of the association, the fact of loss of certificate, the fact of application to the Commission for certified true copy and invite objections to the application within 28 days of the publication.
5. The fact of loss must be same on minutes of meeting, police extract and affidavit.

6. One newspaper publication with minimum size of 8cm x 2 or 3x2 signed by the person making the publication.
7. Payment of filing fee -N10,000, copy of any other document – N2,000 (per document)

#### CHANGE OF OBJECTS AND AMENDMENT OF CONSTITUTION (SECTIONS 597 & 598) Requirements

1. Post Application Form.
2. Formal application letter on organization letter headed paper
  - a. Signed by existing chairman, secretary or any trustee on record or solicitor on his/her letter headed paper.
3. Extracts of minutes of general meeting where change of objects and amendment of constitution was approved signed by the existing chairman, secretary or any trustee on record.
4. Two copies of the constitution as amended and marked 'Amended' with date on the cover page
  - b. Must state the names of members present,
  - c. Must explicitly state the details/contents of provisions of the constitution to be amended and the fact that the resolution was duly passed by the required simple majority of its members.
5. A copy of the public notice listing altered clauses pasted at the registered office of the association or any branches for 28 days and must call for objection.
6. Updated annual returns accompanied by financial report.
7. Publications of notices in 2 daily newspapers 1 – national and 1 –local with minimum size of 8cm x 2 or 3" x2 to be carried out by the Commission (at a fee) on behalf of the applicants:
  - a. Must list the altered clauses to be amended and

- b. invite objection to the application within 28 days.
- 8. Payment of fees N6,000, CTC of amended constitution- N5,000, copy of any other document – N2,000 (per document)

#### CHANGE OF NAME

##### Requirements

1. Duly approved RG's consent and Availability search report for approved new name.
2. Post Application Form.
3. Formal application letter on organization letter headed paper
  - a. Signed by existing chairman, secretary or any trustee on record or solicitor on his/her letter headed paper.
4. Extracts of minutes of general meeting where change of name was approved signed by the existing chairman, secretary or any trustee on record.
5. Two copies of the constitution reflecting the new name as approved and marked amended with date on cover page
6. Original certificate of incorporation (or CTC of certificate where applicable) for cancellation
7. Copy of the public notice as pasted at the registered office and every branch of the association for 28 days and must call for objection.
9. Updated annual returns accompanied by financial report.
10. The application for change of name shall be accompanied by an application for amendment of the constitution to reflect the new name and all the requirements for the amendment of constitution must be complied with.
10. Publications of notices in 2 daily newspapers.

#### CORRECTION OF CERTIFICATE

##### Requirements

1. Formal application letter on organization letter headed paper

- a. Signed by existing Chairman, Secretary or any trustee on record or solicitor on his/her letter headed paper.
2. Extracts of minutes of general meeting signed by the existing chairman, secretary n or any trustee on record.
3. Return original certificate for cancellation.
3. Payment of fees – =N=10,000.00.

#### MISCELLANEOUS

#### CHANGE OF ADDRESS, PLACEMENT OF PASSPORT, CORRECTION OF SIGNATURE AND ANY OTHER CORRECTION ON THE IT FORM

##### Requirements

1. Formal application letter on organization letter headed paper
  - a. Signed by existing chairman or secretary on record or solicitor on his/her letter headed paper.
2. Extracts of minutes of general meeting signed by the existing chairman and secretary known on record
3. Payment of fees – N1,000, copy of any other document – 2,000 (per document)

#### CHANGE OF SECRETARY OR CHAIRMAN (SECTION 598)

##### Requirements

1. Formal application letter on organization letter headed paper
  - a. Signed by existing chairman, secretary or any trustee on record or solicitor on his/her letter headed paper.
2. Affidavit of Acceptance by the new chairman or secretary with passport picture duly attached.
3. Extracts of minutes of general meeting where the appointment for chairman, secretary or any trustee on record was approved signed by the existing chairman and secretary known on record.

4. Photocopy of valid means of identification cards for new secretary and chairman i.e
  - a. Information page of international passport, national identity card, voters card, driver's license)
5. Appointed chairman must be a trustee.
6. Updated annual returns accompanied by financial report.
7. Payment of fees – 1,000, copy of any other document – N2,000 (per document)

## GENERAL REQUIREMENTS

- 1) Where the executive officers are signatories to the minutes of meeting, applicants will be advised to provide minutes of meeting where and how the elections were held. In addition, Applicants are to apply for Registrar-General's approval for their signatures to be accepted.
- 2) Where the chairman or secretary or any other trustee is dead, applicants are to provide a death certificate.
- 3) A non-resident foreigner will not be appointed as sole trustee.
- 4) Affidavit will not be acceptable for defects or errors on publications earlier published by applicants. A new publication will be requested.
- 5) Objections should be dispensed with within 1 month of failure of parties to respond to outcome of mediation.

# COMPLIANCE DEPARTMENT CHECKLIST

## COMPLIANCE DEPARTMENT CHECKLIST

### 1. CONSENT FOR NAMES UNDER PARTS 'A' (LTD/GTE) & PART 'C' OF CAMA

#### **Requirements**

- a) Formal application for consent
- b) Proposed name and objectives/nature of business
- c) Proprietor/firm consent (where applicable)
- d) Evidence of payment of fees

#### **Note**

*The consent of the Registrar-General shall be required for incorporation of companies limited by guarantee and incorporated trustees.*

### 2. CONSENT TO USE THE WORD "GROUP"

#### **Requirements**

- a) Formal application for consent
- b) Evidence of 3 or more associate companies (to be listed on consent letter)
- c) Evidence of common membership of the associates companies
- d) Draft copy of the Memorandum of Association
- e) Evidence of up to date annual returns of associate companies
- f) Evidence of up to date section 553 filing of associate companies (where applicable)
- g) Evidence of payment of filing fees

### 3. CONSENT TO USE THE WORD "HOLDING"

#### **Requirements**

- a) Formal application for consent
- b) Evidence of 2 or more subsidiary companies (to be listed on consent letter)
- c) Draft copy of the Memorandum of Association
- d) Evidence of up to date annual returns of subsidiary companies

- e) Evidence of up to date section 553 filing of subsidiary companies (where applicable)
- f) Evidence of payment of filing fees

4. CONSENT TO USE THE WORD "CONSORTIUM"

**Requirements**

- a) Formal application for consent
- b) Evidence of 3 or more companies forming the consortium (to be listed on consent letter)
- c) Draft copy of the Memorandum of Association
- d) Evidence of up to date annual returns of member companies
- e) Evidence of up to date section 553 filing of member companies (where applicable)
- f) Evidence of payment of filing fees

5. PLACEMENT OF CAVEAT ON FILE

**Grounds**

- a) Where the outcome of a pending matter involving the company may affect the interest of the parties
- b) Where there is an infraction of the provisions of the Companies and Allied Matters Act.
- c) Where a company is under investigation
- d) Where there is a verifiable request from Federal, State and MDA of Government with evidence
- e) Where there are verifiable complaints by holder(s) of at least 25% shares in a company
- f) Any other reason that the commission may deem fit



6. REGISTRATION OF NOTICE OF RECEIVER/MANAGER APPOINTED BY COURT ON BEHALF OF HOLDERS OF DEBENTURE SECURED BY FLOATING CHARGE (S.396, CAMA)

**Requirements**

- a) An abstract by the receiver/manager showing his receipts and payments during the last 12 months period after his appointment and the aggregate amounts of his receipts and payment during all preceding periods since his appointment
- b) Evidence of payment of filing fees

**Note**

*The abstract should be filed –*

- i. within two months from expiration of 12 months after his appointment,*
- ii. every subsequent 12 months period, and*
- iii. where he ceases to act, between the date of the last abstract and the date of his so ceasing to act.*

7. REGISTRATION OF NOTICE OF RECEIVER/MANAGER APPOINTED UNDER **AN INSTRUMENT (S. 398, CAMA)**

**Requirements**

- a) An abstract by the receiver/manager showing his receipts and payments during the last six months period after his appointment and the aggregate amounts of his receipts and payments during all the periods since his appointment.
- b) Evidence of payment of filing fees

**Note**

*The abstract should be filed –*

- i. within one month from expiration of six months after his appointment,*
- ii. every subsequent six months period, and*

- iii. *where he ceases to act, between the date of the last abstract and the date of his so ceasing to act.*

8. WINDING UP BY THE COURT (Ss. 416, 429, 454, 486, 491, CAMA)

**Requirements**

- a) Special resolution for voluntary winding up where applicable
- b) Certified true copy of court order for winding up
- c) Cuttings of publication of notice of appointment of liquidator in the Gazette or two daily newspapers
- d) Liquidator's notice of his appointment
- e) Liquidator's account of receipts and payments at least twice in a year
- f) Certified true copy of court order for dissolution of company
- g) Original certificate of incorporation (or CTC where applicable) for cancellation
- h) Evidence of up to date annual return
- i) Evidence of up to date section 553 filing (where applicable)
- j) Evidence of payment of filing fees

**Note**

- i. *Special resolution for winding up shall be filed within 14 days after its passing*
- ii. *Notice of appointment of liquidator must be filed within 14 days if the appointment*
- iii. *The liquidator's account of receipts and payments shall be in duplicate and verified by a statutory declaration*
- iv. *The order of court for dissolution must be filed within 14 days after the date of its making*

9. MEMBERS' VOLUNTARY WINDING UP (Ss. 457, 470, 491, CAMA)

**Requirements**

- a) statutory declaration of solvency duly signed by majority of the directors and embodying statement of the company's asset and liabilities
- b) Special resolution for voluntary winding up signed by a director and secretary or two directors
- c) Cuttings of publication of notice of resolution in the Gazette or two daily Newspapers
- d) Resolution for appointment of liquidator
- e) Evidence of publication of notice of appointment of liquidator in the Gazette or two daily newspapers
- f) Liquidator's notice of his appointment
- g) Evidence of publication of notice of final meeting in the Gazette and at least two newspapers one of which must circulate in the locality where the meeting is being called
- h) Return of final meeting and account of liquidation as laid before and approved by the meeting
- i) Original certificate of registration (or CTC where applicable) for Cancellation
- j) Evidence of up to date annual return
- k) Evidence of up to date section 553 filing (where applicable)
- l) Evidence of payment of filing fees

**Note**

- i. *Statutory declaration of solvency shall be filed within five weeks of its making*
- ii. *Special resolution for winding up shall be passed within five weeks of the making of the statutory declaration of solvency and filed within 14 days of its passing*
- iii. *Notice of appointment of liquidator shall be filed within 14 days of the appointment*
- iv. *Return of final meeting and account shall be filed within seven days after the date of the final meeting*
- v. *The account shall be audited by the auditor of the company unless the liquidator is qualified for appointment as auditor of a public company or*

*the company has resolved, on or after appointment of the liquidator, that the account should not be audited*

10. CREDITORS' VOLUNTARY WINDING UP (Ss. 471 – 478, 491, CAMA)

**Requirements**

- a) Evidence of publication of notice of creditors' meeting in the Gazette and two daily newspapers
- b) Resolution for voluntary winding up
- c) Appointment of liquidator
- d) Evidence of publication of notice of appointment of liquidator in the Gazette or two daily newspapers
- e) Liquidator's notice of his appointment
- f) Evidence of publication of notice of final meeting in the Gazette and at least two newspapers circulating in the locality of where the meeting is being called
- g) Return of final meeting and account of liquidation as laid before and approved by the meeting
- h) Original certificate of registration (or CTC where applicable) for cancellation
- i) Evidence of up to date annual return
- j) Evidence of up to date section 553 filing (where applicable)
- k) Evidence of payment of filing fees

**Note**

- i. Resolution for winding up shall be filed within 14 days after its passing*
- ii. Notice of appointment of liquidator shall be filed within 14 days of the appointment*
- iii. Return of final meeting and account shall be filed within seven days after the date of the final meeting*

## ADDITIONAL NOTES

- All forms presented for filing must be type written and no erasures and cancellations would be accepted.
- Companies may adopt the standard memorandum and articles in the first schedule of the Companies and Allied Matters Act or present their desired objects in line with the requirements of the Act.
- The standard memorandum and articles to be limited to a maximum of five (5) pages for memorandum and ten (10) pages for articles.
- Electronic signature is accepted as part of the registration process.