

# **INCORPORATION OF COMPANIES IN ZANZIBAR**

**By Mkama Magoti Kalebu**

The procedure for incorporating and running a company in Zanzibar is legally set. The law provides criteria and basic requirements that must be followed by everyone who wants to start a company.

## **1. Number of People**

Where the company to be formed will be a private company, any two or more persons, associated for any lawful purpose may incorporate a company by subscribing their names to a memorandum of association. However, they will need to comply with other criteria shown in the Companies Act.

## **2. Memorandum and Articles of Association.**

Memorandum of association is a mandatory document. It is the document which among other things states the name of the company, the objects of the company, liability of its members, share capital and the division of shares among shareholders. This mandatory document must be attested by legal practitioner and it may be in English or Kiswahili language.

## **3. Proposed name of the company**

It is the responsibility of those who want to incorporate a company to choose the name of the company. The name should not be similar to other names that have

already been registered. Where the proposed company will be limited by share or guarantee, the name should contain the word "limited" as the last word of the name.

#### **4. Other requirements**

The applicants need to provide details like full addresses of the company's office, information of directors and company secretary.

#### **5. A statutory declaration**

Statutory declaration by an advocate of the High Court of Zanzibar engaged in the formation of the company, or by a person named in the articles as, director or secretary of the company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a declaration as sufficient evidence of compliance.

#### **6. Effect of registration**

From the date of incorporation mentioned in the certificate of incorporation, the subscribers of the memorandum, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum, capable forthwith of exercising all the functions of an incorporated company, with power to hold land and having perpetual succession and a common seal, but with such liability on the part of the members to contribute to the assets of the company in the event of its being wound up as is mentioned in this Act.

Should any further clarification and assistance be required, please take our word that we are, and would like to remain at your disposal.

Contact us anytime through WhatsApp number +255 657577055 or write to us at [info@endowoadvocates.co.tz](mailto:info@endowoadvocates.co.tz).

It will be our pleasure to help you

### **About the Author.**

Mkama Magoti Kalebu is the Managing Partner at ENDO & Co. Advocates. He is an advocate of the High Court of Tanzania, Notary Public and Commissioner for Oaths. He is an Advocate of the High court of Zanzibar; Member of The Pan African Lawyers Union (PALU) and a Member of the East Africa Law Society Intellectual Property Committee.

Apart from advising on private International laws, Mkama leads the Intellectual Property, Technology & Media, Telecommunications and Data Protection Practices team at ENDO & Company. He handles both contentious and non-contentious matters in the areas of intellectual property ("IP"), media, information technology ("IT"), data protection and telecommunications law, and has extensive experience working on regulatory, transactional, enforcement and advisory projects in these areas, counting among his clients' multinational companies, listed corporations and government regulators.