GOVERNMENT NOTICE NO. 6

BUSINESS REGISTRATION ACT

(ACT NO. 12 OF 2012)

BUSINESS REGISTRATION REGULATIONS, 2014

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IN EXERCISE of the powers vested by section 22 of the Act, I, SOSTEN GWENGWE, Minister of Industry and Trade, make the following Regulations—

Citation

1. These Regulations may be cited as the Business Registration Regulations, 2014.

Interpretation

2. In these Regulations, unless the context otherwise require—

"foreign firm" means any firm, individual or corporation whose principal place of business is situated outside Malawi;

"ISIC" means the International Standard Industrial Classification of All Economic Activities Revision 4 in Official Records of the Economic and Social Council, 2002, Supplement No. 4 (E/2006/24);

"person carrying on business" means—

(*a*) in the case of a single person or corporate body, such person or corporate body;

(*b*) in the case of a business carried on by a partnership, all partners; and

(*c*) in the case of a business carried on by any other body of persons, the principal officers of such body;

for purposes of section 3, the Act shall not apply to a business with an annual turnover of less than Two Million Kwacha (K2,000,000).

Forms for application

3.—(1) The Registrar may issue such forms in such medium as appropriate for the purposes of section 7 of the Act on the website: *www.registrargeneral.gov.mw*.

(2) For purposes of section 10 of the Act, a business registration application shall be made to the Registrar—

(*a*) in the case of a business carried on by a sole proprietor, in Form 1 (*a*); and

(*b*) in the case of a business carried on by a partnership or other body of persons, in Form 2.

(3) For purposes of section 24 (2) of the Act, an application form shall be in Form 3.

(4) Prescribed Forms shall be as appropriate in the Second Schedule.

Reservation of Business Names

4. A person may apply to the Registrar for the reservation of—

(*a*) the name of an intended business; or

(*b*) the new name of the registered business of the person.

Requirements relating to Forms

5. The following provisions shall apply in respect of any forms submitted under these Regulations—

(*a*) unless otherwise required, all particulars to be inserted in a form, electronic or otherwise, shall be in the English language;

(*b*) a form referred to in regulation 2 (2) shall be completed neatly and legibly in accordance with such directions as may be specified in that form;

(*c*) the prescribed form for use for the purposes of section 7 of the Act shall be that set out in the electronic filing system by the Registrar;

(*d*) an electronic transaction form shall be completed in accordance with such directions as may be specified in that form or by the Registrar;

(*e*) where strict compliance of an electronic transaction form in accordance with paragraph (*d*) is not practicable, the Registrar may allow the form to be filed in such manner or form as the Registrar thinks fit so long as substantial compliance is achieved;

(*f*) the Registrar may make any modification or amendment as he thinks necessary to any electronic transaction form for the purpose of facilitating the electronic filing of documents; and

(*h*) the Registrar may refuse to accept any form that is not in compliance with these Regulations.

Identification documents

6.—(1) Every application that requires identification shall be accompanied by a copy of a national identity card, passport, driver's licence or such other identification documents which are acceptable for the verification of the identity of the person to be registered under the Act.

(2) Every such copy referred to in paragraph (1) above shall be certified in accordance with the Authentication of Documents Act, or where the application is made electronically in such a manner as the Registrar may direct. Cap. 4:06

Rectification of particulars

7. The Registrar may, upon receipt of a notice made by any person in the appropriate form set out in the electronic filing system of the Registrar rectify any particulars furnished under the Act or in the register where there is any clerical or typographical error, or other error of similar nature, in the relevant particulars furnished under the Act or in the register.

Compounding offences

8. The offences contained in the following section may be compounded by the Registrar in accordance with section 19—

(*a*) section 10 (5);

(*b*) section 13 (6); and

(*c*) section 14 (5).

Registration by nominee

9. Where a person carries on a business wholly or mainly as nominee or trustee of or for another person, or other persons, or acts as agent for any foreign firm for the general purposes of the business of that foreign firm in Malawi, the first-mentioned person shall, in addition to the particulars required by section 11, furnish the particulars mentioned in the Third Schedule.

Identical names

10.—(1) For the purposes of section 13 (4) of the Act—

(*a*) in determining whether one name is identical to another, the following shall be disregarded—

(i) "The," where it is the first word of the name;

(ii) "Private," "Pte," "Limited," "Ltd.," "Limited Liability Partnership" and "LLP";

(iii) the following words or expressions where they appear at the end of the name, except where the business or corporation concerned are related to each other: "company" "and company", or "corporation";

(iv) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression used in subparagraph v, except where the business or corporation concerned are related to each other; and

(v) the type and case of letters, accents, spacing between letters, brackets, parenthesis and punctuation mark; and

(*b*) the symbol "&" shall have the same meaning as the word "and".

(2) For the purposes of paragraph (1) (*a*) (iii), a business is related to a corporation if the corporation is the person carrying on the business.

(3) Where parties to a name dispute so agree under these Regulations, the Registrar may mediate the dispute.

(4) The practice and procedure for mediation shall be that prescribed for mediation under the Courts (Mandatory) Mediation Rules, 2004.

(5) A settlement agreement in any mediation under paragraph (3) shall have effect as a judgment of Court.

Change of particulars

11.—(1) Whenever a change of registered particulars, including transfer of business due to death of a person, the personal representative of the deceased person or such other person as may be approved for that purpose by the Registrar, may submit the Form 4 to be filed for registration.

(2) For a notice of cessation, a person shall submit Form 5 for registration.

Appeals to Minister

12.—(1) Any person intending to lodge an appeal to the Minister under the Act shall deliver to the Registrar a notice of appeal stating the grounds of appeal, as set out in the Fourth Schedule.

(2) The Registrar shall submit to the Minister, a copy of the notice of appeal together with the grounds of appeal stated therein.

Business names in legal proceedings

13.—(1) If any firm or person is required under the Act to furnish a statement of particulars or change any particulars and this requirement results in a default, then the defaulter may apply to the Court for relief against the disability imposed by this section, and the Court, on being satisfied that the default was accidental, or due to inadvertence, or some other sufficient cause or that on other grounds it is just and equitable to grant relief—

(*a*) may grant such relief either generally, or

(*b*) as respects any particular contract, on condition of the costs of the application being paid by the defaulter, unless the Court otherwise orders, and on such other conditions (if any) as the Court may impose,

but such relief shall not be granted except on such service and such publication of notice of the application as the Court may order, nor shall relief be given in respect of any contract if any party to the contract proves to the satisfaction of the Court that, if this Act had been complied with, he would not have entered into the contract.

(2) If any action or proceeding shall be commenced by any other party against the defaulter to enforce the rights of such party in respect of such contract, nothing herein contained shall preclude the defaulter from enforcing in that action or proceeding, by way of counter-claim, set off or otherwise, such rights as he may have against that party in respect of such contract.

(3) Without prejudice to the power of the Court to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in a subordinate court, the subordinate court may, if it has jurisdiction in respect to that contract, grant such relief as aforesaid.

(4) In this section, the expression "Court" means the High Court of Malawi.

Registration agents

14.—(1) Any person who belongs to a profession that is regulated under any written law relating to provision of business or related advisory services, may apply to the Registrar for a licence as a registration agent for the purposes of the Act.

(2) An application for a registration shall be made to the Registrar and shall be accompanied by—

(*a*) a non-refundable application fee as prescribed; and

(*b*) evidence that the applicant belongs to a prescribed profession;

(3) Where the Registrar approves an application for registration, he shall issue to the applicant a notice in writing to that effect and the applicant shall pay the fee specified in regulation 15 (1) and collect a licence from the Registrar within three months from the date on which the notice is issued, failing which the licence shall lapse.

(4) A Registration agent shall, in writing, notify the Registrar of the following, as soon as practicable and in any event within ten days of becoming aware thereof—

(*a*) any change to—

(i) his name or address;

(ii) his business name or business address; and

(iii) the name, principal business address or registered office address of his firm or employer; and

(*b*) any matter relating to his firm or employer or any of his firm's or employer's partners, directors or employees which could render the licensee no longer fit and proper to hold a licence.

(5) A person may file with the Registrar, a complaint against a Registration agent and shall set out in the complaint such facts or matters as may indicate that the Registration agent may have become liable to have his licence suspended or revoked.

(6) The Registrar shall not proceed to consider a complaint unless—

(*a*) firstly, the complainant demonstrates, to the satisfaction of the Registrar, that the complainant has previously brought forth the complaint to the Registration agent and to the firm or employer of the Registration agent and that the matter has not been resolved to the satisfaction of the complainant; and

(*b*) the Registrar determines, having regard to all the circumstances of the matter, that a *prima facie* case has been made that the Registration agent has become liable to have his licence suspended or revoked.

(7) In considering a complaint, the Registrar may require the Registration agent or the complainant concerned to provide such information as the Registrar thinks necessary for the purpose of evaluating the merits of the complaint.

(8) Where a complaint is upheld by the Registrar, the Registrar may—

(*a*) issue to the Registration agent such directives under the Act as he or she thinks fit;

(*b*) suspend or revoke the certificate of the Registration agent;

(*c*) require the licensee to pay such administrative penalties under these Regulations;

(*d*) take such enforcement action as he thinks fit; or

(*e*) publish the details and outcome of the complaint.

(9) Where a complaint is upheld by the Registrar, the Registrar may charge the Registration agent concerned for some or all of the costs it incurred in dealing with that complaint.

(10) The Registrar may impose a penalty not exceeding one hundred and fifty thousand Kwacha (K150,000) for any breach of these Regulations related to Registration agents or any directions issued under it.

(11) Maximum charges by a Registration agent are outlined in Schedule 5.

Governance of business Cap. 46:02

15.—(1) All businesses registered under the Act shall comply with the Governance Guidelines for Businesses Registered under the Business Names Registration Act, issued by the Institute of Directors (Malawi) as set out in the Sixth Schedule.

(2) In exercise of his powers, functions or discretion under this Act, the Registrar may have regard to the Guidelines referred to in subregulation (1).

Fees

16.—(1) The fees specified in the First Schedule shall be payable to the Registrar.

(2) The prescribed fee payable to the Registrar in respect of the lodgement of an electronic transaction form or document with the Registrar shall be paid before or at the time the form or document is lodged, unless otherwise directed by the Registrar.

(3) Where any person fails to comply with the time limit specified in the Act for the lodgement of a document for which no penalty is prescribed in the Act, the Registrar may impose the late penalty fee specified in the First Schedule in addition to the prescribed fee.

(4) Where an application for the renewal of registration is lodged after the date of expiry of the registration, the Registrar may impose the late renewal fee specified in the First Schedule.

(5) Where an electronic transaction form requires endorsements by more than one person, such endorsements shall be made within 3 business days from the point of the electronic transaction, and payment of the prescribed fee shall be made by the last person endorsing the electronic transaction.

(6) Any failure to pay the prescribed fee in subparagraph (5) shall render void the electronic transaction referred to in that subparagraph.

(7) Payment of fees shall be made in such manner as directed by the Registrar.

(8) Fees shall not be refundable in respect of any certificate surrendered or cancelled in accordance with provisions of the Act, or the withdrawal of any application or appeal.

FIRST SCHEDULE (reg. 15)

1.	For registration under section 10 of the Act	K2,000
2.	For renewal of registration under section 12 (7) of the Act	K1,500
3.	For lodging change of particulars under section 14 (1) of the Act	K1,000
4.	For lodging a notice of cessation of business under section 15 of the Act	K1,000
5.	Single registration database search (each search)	K1,000
6.	For supplying electronic extracts of forms filed with the Registrar (per transaction)	K500
7.	For application for reservation or change of business name (upon approval of each name)	K5,000
8.	For supplying an additional certified hard copy of certificate registration	K2,000
9.	For lodging a notice of error in lodged document	K1,000
10.	For late lodgement of document (per day up to K10,000)	K500
11.	For late renewal of registration —	
	(*a*) where application for renewal of registration is lodged within one month from the date of expiry of the registration	K5,000
	(*b*) where application for renewal of registration is lodged after one month from the date of expiry of the registration	K10,000
12.	Application as a Registration agent	K5,000
13.	Issuance of a certificate as Registration agent	K15,000

SECOND SCHEDULE

BUSINESS REGISTRATION ACT

(ACT NO. 12 OF 2012)

(regulation 3 (2) (*a*))

FORM 1

APPLICATION BY A SOLE PROPRIETOR FOR REGISTRATION OF BUSINESS

PART A

1. Full name of applicant: .....

Previous names (if any): .....

Phone number: ..... E-mail.....

2. *National Identification Card Number/Passport Number/Driving Licence Number/Other: .....

Date of Issue: ..... Date of Expiry: .....

3. Plot Number: ..... Area: .....

City/Town: ..... or Village: .....

T/A: ..... District: .....

4. Business carried on—

(*a*) Name under which carried on (in order of priority preference):

1. .....

2. .....

3. .....

(*b*) Physical address of place of business: .....

(*c*) Business postal address: .....

(*d*) Description and nature of business: .....

(*e*) ISIC Code(s): .....

(*f*) Number of employees (or projected): .....

(*g*) Commencement date: .....

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true and that I have no partner(s) in the said business.

Date: ..... Signed: .....

PART B

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

*Delete as Appropriate

BUSINESS REGISTRATION ACT

(ACT NO. 12 OF 2012)

(regulation 3 (2) (*b*))

FORM 2

APPLICATION BY PARTNERSHIP OR BY OTHER BODY UNINCORPORATE FOR REGISTRATION OF BUSINESS CARRIED ON BY SUCH BODY

PART A

1. Business carried on:

(*a*) Name under which carried on (in order of priority preference):

1. .....

2. .....

3. .....

(*b*) Postal address: .....

.....

(*c*) Physical place of business: .....

.....

(*d*) Description and nature of business: .....

.....

.....

.....

(*e*) ISIC Code(s): .....

(*f*) Date business commenced: .....

2. *Partners/Principal Officers:

(1) (*a*) Name: .....

(*b*) Previous names (if any): .....

(*c*) E-mail: ..... Phone Number: .....

(*d*) *National Identity Card Number/Passport Number/

Business registration number: .....

(*e*) Residential address: .....

.....

Plot number: ..... Area: .....

*Delete as Appropriate

City/Town: ..... or Village: .....

T/A: ..... District: .....

Registered office address: .....

.....

(2) (*a*) Name: .....

(*b*) Previous names (if any): .....

(*c*) E-mail: ..... Phone number: .....

(*d*) *National Identity Card Number/Passport Number/

Business Registration Number: .....

(*e*) Residential address:

Plot number: ..... Area: .....

City/Town: ..... or Village: .....

T/A: ..... District: .....

Registered office address: .....

.....

(3) (*a*) Name: .....

(*b*) Previous names (if any): .....

(*c*) E-mail: ..... Phone number: .....

(*d*) *National Identity Card Number/Passport Number/

Business registration number: .....

(*e*) Residential address:

Plot number: ..... Area:.....

City/Town: .... or Village: .....

T/A: ..... District: .....

Registered office address: .....

.....

(4) (*a*) Name: .....

(*b*) Previous names (if any) : .....

(*c*) E-mail: ..... Phone number: .....

(*d*) *National Identity Card Number/Passport Number/

Business registration number: .....

*Delete as Appropriate

e) Residential address:

Plot number: ..... Area: .....

City/Town: ..... or Village: .....

T/A: ..... District: .....

Registered office address: .....

.....

CERTIFICATE OF APPLICANT

I certify that—

(*a*) the particulars set out in this application are true; and

(*b*) (where the business is a partnership) I have listed all the partners of the business.

Date: ..... Authorized Signatory: .....

Name in block letters: .....

Designation within the partnership or other body unincorporate: .....
(i.e. Partner (if a partnership)/Principal Officer)

PART B

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

(regulation 3 (3))

FORM 3

APPLICATION BY A BODY CORPORATE UNDER SECTION 24 (2) OF THE BUSINESS REGISTRATION ACT

PART A

1. If body corporate is incorporated in Malawi:

(*a*) Name of body corporate: .....

(*b*) Postal and physical address of registered office: .....

.....

(*c*) Date of incorporation: .....

(*d*) Registration number: .....

(*e*) Business name (if any): .....

(*f*) ISIC Code(s): .....

(*g*) Directors Information:

Name	*Postal Address*	*Occupation*	*Signature*

(*h*) Shareholders Information:

Name	*Postal Address*	*Phone No.*	*% of Shares*	*Signature*

2. In the case of charities or not for profit body corporate in Malawi:

(*a*) Name of body corporate: .....

(*b*) Postal and physical address of registered office: .....

.....

(*c*) Trustees Information:

Name	*Postal Address*	*Occupation*	*Signature*

(*d*) Date of incorporation: .....

(*e*) Registration number: .....

(*f*) Objectives: .....

.....

.....

.....

.....

.....

(*g*) ISIC Code(s): .....

3. If body corporate is not incorporated in Malawi and is one to which the Companies Act applies:

(*a*) Name of body corporate: .....

(*b*) Place of incorporation: .....

(*c*) Names, Occupation and Addresses of person or persons resident in Malawi whose particulars have been delivered to the Registrar of Companies: .....

.....

.....

.....

.....

(*d*) Date of registration under the Companies Act: .....

4. Business carried on:

(*a*) Name under which carried on: .....

(*b*) Address of place of business: .....

(*c*) Description and nature of business: .....

(*d*) ISIC Code(s): .....

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true.

Date: ..... Signed: .....

Full Name (in block letters): .....

Designation within the body corporate: .....

(i.e. Director, Manager or Secretary)

PART B

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

(regulation 10 (1))

FORM 4

NOTICE OF CHANGE IN PARTICULARS REGISTERED

To: The Registrar:

We/(I) the undersigned give notice of change of particulars of: .....

..... duly registered pursuant to the Business Registration Act on the ..... day of ....., under the Number: .....

A change (or changes) has (or have) occurred in respect of the particulars registered as hereinafter mentioned.

We/(I) the undersigned hereby give you notice that on the date (or dates) hereunder specified the following change (or changes) occurred in the particulars registered. **

Date: ..... Change: .....

Date: ..... Change: .....

Date: ..... Change: .....

Date: ..... Change: .....

.....

.....

.....

*Please consult Schedule 3 for additional particulars.

**In the event of transfer or sale please *see* Form 5 to fill out transferee information.

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true.

Date: ..... Signed: .....

*Full name (in block letters): .....

*Sign off as applicable for a sole proprietor, partnership or body corporate or personal representative or other authorized capacity.

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

(regulation 10 (2))

FORM 5

SALE OR TRANSFER

In the event of transfer or sale, provide information of transferee:

Name: .....

National ID Card No./Passport No./Drivers License No./Other: .....

Residential address: .....

Postal address: .....

Phone number: .....

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true.

Date: ..... Signed: .....

FOR OFFICIAL USE ONLY.

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 6

NOTICE OF CESSATION OF BUSINESS

To: The Registrar:

We/(I) the undersigned registered under the Number: ..... have ceased to carry on business.

We/(I) hereby give notice that We/(I) have ceased to carry on business as .....

from the ..... day of ....., 20..... save for the purpose of winding-up the business.

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true.

Date: ..... Signed: .....

*Full Name (in block letters): .....

Designation within the Body Corporate: .....
(i.e. Director, Manager or Secretary)

*Sign off as applicable for a sole proprietor, partnership or body corporate.

FOR OFFICIAL USE ONLY.

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT
(Act No 12 of 2012)

FORM 7

RENEWAL OF BUSINESS REGISTRATION

PART A

To: The Registrar:

1. Full name of applicant: .....
   Previous names (if any): .....
2. *National Identity Card No./Passport No./Driver's Licence No.: .....
3. Residential address: .....
   .....

   Business Carried On:
   (*a*) Name under which carried on: .....
   (*b*) Address of place of business: .....
   (*c*) Description and nature of business: .....
   (*d*) ISIC Code(s): .....
   (*e*) Commencement Date: .....

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true and that I have no partner(s) in the said business.

Date: ..... Signed: .....

OR

(in case of a partnership or other unincorporated body)

CERTIFICATE OF APPLICANT

I certify that the particulars set out in this application are true.

Date: ..... Signed: .....

Name in Block Letters: .....

Designation within the Partnership or Other Body Unincorporate: .....
(i.e. Partner (if a partnership)/Principal Officer)

PART B

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 8

APPLICATION FOR RESERVATION OF A NAME

PART A

1. Name to be Reserved: .....
2. Purpose of Reservation: New Business Yes ☐ No ☐
   OR
   Change of Name of Existing Business: Yes ☐ No ☐
3. Business Registration Number (where applicable): .....
4. Details of Applicant:
   (*a*) Full name of applicant: .....
   Previous names (if any): .....
   (*b*) Identity Card No./Passport No./Driver's Licence No.: .....
   (*c*) Residential address: .....
   .....

PART B

FOR OFFICIAL USE ONLY

Approved/Rejected: .....

If rejected, reason for rejection: .....

Name of Officer: .....

Signature: .....

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 9

CONFIRMATION NOTICE OF NAME RESERVATION

Date: .....

Concerning: .....

The Registrar confirms that the application identified above has been *approved/rejected, and the name: ..... *is/is not reserved for a period of ninety days from the date of this notice.

.....

Registrar

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 10

NOTICE OF POTENTIALLY CONTESTED NAME

To:.....

Concerning the Name: .....

Which has been reserved as notified in Confirmation Notice Number: .....

dated: .....

The Registrar advises that the Applicant's right to use the reserved name may be contestable by one of or more persons who appear to have an interest in the use of the name, or a substantially similar name.

Comparative Name: .....

The Registrar requires the Applicant to serve a copy of the Application and Confirmation Notice Number: ....., on the following:

(Name and Address of person or persons who may have an interest in the use of the reserved name)

Name: .....

Address: .....

.....

Registrar

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 11

CERTIFICATE OF BUSINESS REGISTRATION

IT IS HEREBY CERTIFIED that ..... have/(has) been duly registered in accordance with the Business Registration Act, under the name of (where applicable) ....., and have/(has) been entered under the number: ..... in the Malawi Business Registration Database.

The address of the business is: .....

.....

The business is registered under ISIC ..... and will be carried out at: .....

The business was first registered on the ..... day of ....., 20.....

This certificate expires on the ..... day of ....., 20.....

Dated this ..... day of ....., 20.....

.....

Registrar for Businesses

BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

FORM 12

CERTIFICATE OF REGISTRATION AS A REGISTRATION AGENT

This is to certify that: .....

of ..... is registered as a Registration Agent for the purposes of the Act.

This certificate expires one year from the date hereof.

Dated this ..... day of ....., 20.....

.....

Registrar

THIRD SCHEDULE (reg. 10)

ADDITIONAL PARTICULARS

Description of Person	*The Additional Particulars*
1. Where the person carries on business as nominee or trustee of another person	The name, nationality and usual place of residence of every person on whose behalf the business is carried on and, if such person is a corporation, the name of the corporation, its registered office and the general nature of its business. Where the beneficiaries are a class of children or other persons, a description of the class.

Description of Person	*The Additional Particulars*
2. Where the person carries on business as agent for any foreign firm for the general purposes of the business of such foreign firm in Malawi	The business name and address of the foreign firm for whom the business is carried on and the general nature of that business except where the business is carried on as agent for 3 or more foreign firms, it shall be sufficient to state the fact that the business is so carried on, specifying the firms and the countries in which those firms carry on business.

FOURTH SCHEDULE (reg. 11)

THE BUSINESS REGISTRATION ACT

(ACT NO 12 OF 2012)

APPEAL TO THE MINISTER

I,..... HEREBY APPEAL against the decision of the Registrar to effect or cancel the following registration: .....

My grounds for appeal are as follows: .....

.....

.....

.....

Dated this ..... day of ....., 20.....

My address for service is: .....

.....

Signature of Appellant: .....

FIFTH SCHEDULE (reg. 13 (12))

For any service under this Act (maximum fee excluding disbursements/expenses in relation thereto)	K10,000

SIXTH SCHEDULE (reg. 14)

GOVERNMENT GUIDELINES FOR BUSINESS REGISTERED UNDER THE BUSINESS REGITRATION ACT ISSUED BY THE INSTITUTE OF DIRECTORS (MALAWI)

1. Where there is more than one owner, an agreement should be reached as to who the decision-maker(s)/implementer(s) of the business should be. Where there is more than one decision-maker, the business may decide to form a Board. This Board should keep a record of its decisions and report on these to the owner(s) who are not included on the board (if any). A sole decision-maker should also report on a regular basis to the owner(s), if such owner(s) other than the sole decision-maker exist(s).

2. Those individuals appointed as decision-maker(s) i.e. entrusted by the owner(s) with the assets and resources of the business should diligently discharge their duties to the business.

3. Where there is more than one owner, the majority owners should ensure that minority owners are not excluded and receive relevant information as well as a fair part in any ownership benefits.

4. If an owner obtains funding from a third party for the business, there should be no confusion about the nature of such funding, and it should be declared as business funds and used for the benefit of the business. It should also be made clear whether the funds are being made available as a grant or a loan that has to be repaid.

5. Where authority is delegated from the owner(s) of the business to decision-maker(s) then this should be documented so that those within the business and third parties are aware of the authority of the decision-maker(s). It should also be made clear in the document what decisions should be made by the owner(s). The document may include the power to sub-delegate to committees or to individuals. Such further delegation will depend on the size and complexity of the business.

6. All businesses should consider what their purpose, vision, mission and values are and develop a strategy to meet them. In developing the strategy the business owner(s)/decision-maker(s) should consider the risks faced by the business and include within the strategy the acceptable level of risk and the appropriate responses to the risks. The business should not expose itself to risks that it does not understand or which are not relevant to the success of its business.

7. All businesses should consider and implement the appropriate controls to protect the assets and resources of the business.

8. In order to understand and manage the profitability and sustainability of their business, the owner(s)/decision-maker(s)/implementer(s) are encouraged to distinguish clearly between the income and expenditure of their business and their personal income and expenditure. To assist with this, all businesses should produce a set of financial statements (at least an income and expenditure statement on a cash basis) so that they are able to judge the financial performance of their business.

9. In addition to distinguishing between business and personal income and expenditure, owners should also distinguish between personal and business assets and should consider keeping a register listing the assets of the business.

10. All businesses should ensure that they comply with all relevant laws, regulations and codes, including the Malawi Code II.

11. All businesses should consider what reporting and disclosure is required and ensure that these requirements are met.

12. All businesses, both owner(s), decision-maker(s), and/or implementer(s) should at least annually reflect on and self-assess their performance and skills in view of past and new developments.

13. If the business has a sole decision-maker, this single person should actively invite and take into account external feedback on the performance and strategy of the business.

14. An assessment of whether the governance structure of the business is still appropriate should be made at least annually.

15. To the extent possible, those individuals involved within the business as decision-maker(s)/implementers should be encouraged to undergo training and development so that they are able to fully carry out their role.

16. Conflicts of interest should be identified and disclosed.

17. All businesses should conduct their affairs in an ethical manner and as good citizens being aware of the social, economic and environmental impact of their business operations on the communities in which they operate. They should seek to eradicate or lessen the negative impact of their operations.

18. Businesses may find that their efforts to operate as a "good citizen" will provide them interesting long-term opportunities and comparative strengths. Businesses are therefore encouraged to communicate openly on how they are trying to positively impact the economic, environmental and social life of the community in which they operate and on how they are trying to eradicate or lessen the negative impacts (if any) of their operations; while at the same time pursuing their own long-term interests.

19. Businesses should be aware of how they can conduct their business in a sustainable manner ensuring continuity of succession, and of supplies of the resources and assets of the business.

Dated 22nd day of January, 2014.

S. GWENGWE
Minister of Industry and Trade

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