APPLICATION TO REGISTER A COMPANY WITH SHARES

FORM 3
Private Limited

THE COMPANIES ACT, 2019 (ACT 992)

OFFICE OF THE REGISTRAR OF COMPANIES
REPUBLIC OF GHANA

FILL THE FORMS IN BLOCK LETTERS, AND LEAVE SPACES IN BETWEEN WORDS
PLEASE WRITE ALL WORDS WITH NO ABBREVIATIONS
ALL FIELDS MARKED WITH AN ASTERISK (*) INDICATES A MANDATORY FIELD

A fee is payable on presentation of this form. Please see the fees on our website www.orc.gov.gh

Read the instructions before completing the Form. Incomplete applications or invalid data may delay the registration process

(A)	Registered Constitution		Standard Constitution		Tick Registered Constitution if the company has its own Constitution. If not, Tick Standard Constitution as in schedule 2 of Act 992.

*Company Name**		Name should not be duplicated, similar, misleading or undesirable. The Registrar of Companies shall have the final approval regarding the name which is eventually submitted for registration.Section 21(2) of Act 992 A list of registered names can be found on our portal www.rgdeservices.com
*Ending With**	LTD ☐ LIMITED COMPANY ☐	Tick Applicable Ending
*Presented By**	**TIN***	Full name and TIN of the natural person or legal entity submitting documents to the Registrar of Companies

(B)	**Sector(s)***						
Legal	☐	Estate/Housing	☐	Media	☐	Transport/Aerospace	☐
Utilities	☐	Education	☐	Shipping & Port	☐	Estate/Housing	☐
Tourism	☐	Quarry / Mining	☐	Hospitality	☐	Fashion/Beautification	☐
Insurance	☐	Entertainment	☐	Health Care	☐	Refinery of Minerals	☐
Agriculture	☐	Food Industry	☐	Securities/Brokers	☐	Others*(Please Specify)*	☐
Oil and Gas	☐	Manufacturing	☐	Commerce/ Trading	☐		
Construction	☐	Pharmaceutical	☐	Banking and Finance	☐		
Telecom/ICT	☐	Security	☐	Sanitation	☐		

Choose your sector by ticking the box next to it.
Specify sector(s).
If your sector is not listed, write your sector in the space provided for "others".

(C)	**Principal Business Activities**
Select the International Standard Industrial Classification (ISIC) code number(s) for the principal activity and other activities	ISIC or classification code is a standard classification for economic or business activities so that establishments could be classified based on the activity they carry out. A detailed list of ISIC or Classification Codes can be found on our website at www.orc.gov.gh
ISIC code 1	
ISIC code 2	
ISIC code 3	
ISIC code 4	
If you cannot determine a code, please give a brief description of the company's business activities	

(D)	**Nature of Business of the Company**
	Specialized institutions for example Banks, Insurance and Security companies are required to state their objects here. All other applicants who wish to indicate their objects can also state same in this column

(E)	**Registered Office Address**	
*Digital Address**		Per section 13 (2) (d) of Act 992 every Company must have a Registered Office and this is the address to which the Registrar of Companies may send correspondence. Obtain a digital address by downloading the Ghana Post GPS app onto any smart phone. To get an accurate address, stand at the entrance of the said location or office, Applicants are to ensure that the digital address provided matches with the registered office address.
House/Building/Flat *(Name or House No.)/LMB*		
*Street Name**		
*City**		
*District**		
*Region**		
(F)	**Principal Place of Business**	
Is the Principal place of Business the same as the Registered Office Address?		
If Yes *(Tick the box and proceed with other Place of Busi*	***If No*** *(Provide Details)*	
*Digital Address**		
House/Building/Flat *(Name or House No.)/LMB**		
*Street Name**		
*City**		
*District**		
*Region**		
(G)	**Other Place of Business**	
Digital Address		Companies that have multiple operational locations must complete this section. Supplementary sheets can be found on our website www.orc.gov.gh
House/Building/Flat *(Name or House No.)/LMB*		
Street Name		
City		
District		
Region		
(H)	**Address at which Register of Members will be kept and maintained (if elsewhere than at the Registered Office)**	
*Digital Address**		A Register of Members is a register that contains the names and addresses of members of an incorporated Company. It is required that every company keeps and maintains a Register of its Members at a location in the country.
House/Building/Flat *(Name or House No.)/LMB**		
*Street Name**		
*City**		
*District**		
*Region**		
	Postal Address	
C/O		Please tick either Post Office Box (P O BOX), Private Mail Bag (PMB) or Door to Door (DTD) and provide details as applicable.
*Type**	**P.O. BOX** **PMB** **DTD**	
*Number**		
*Town**		
*Region**		
(I)	**Contact of the Company**	
*Phone No 1**		Applicants are to provide at least, one mobile phone number and an email address. This is to assist the Registrar of Companies to communicate to the company
Phone No 2		
*Mobile No 1**		
Mobile No 2		

Fax																	
*Email Address**																	
Website																	

(J)	**Particulars of Directors of the Company**
Director 1	**Statutory Declaration & Consent Letter**

A person shall not be appointed a director if

i. That person within the preceding five years of the application for incorporation has been a director or senior manager of a Company that has become insolvent.

Tick applicable	**Yes**		**No**		

ii. Convicted of a criminal offence involving fraud or dishonesty

Tick applicable	**Yes**		**No**		

iii. Convicted of a criminal offence relating to the promotion, incorporation or management of a company that has become insolvent.

Tick applicable	**Yes**		**No**		
*Statutory Declaration Form**			*Consent Letter**		

Title	**Mr**		**Mrs**		**Miss**		**Ms**		**Dr**	
*First Name**										
Middle Name										
*Last Name**										
Any Former Name										
*Gender**	**Male**		**Female**							
*Date of Birth**	*D D*	*M M*	*Y Y Y Y*							
*Place of Birth**										
*Nationality**										
*Occupation**										
*Mobile No 1**										
Mobile No 2										
Fax										
*Email Address**										
*TIN**										
*Ghana Card(National Identity Card)**	**GHA -**									
Without TIN	**Fill the GRA TIN Form attached**									

Residential Address	
*Digital Address**	
*House/Building/Flat** *(Name or House No.)/LMB*	
*Street Name**	
*City**	
*District**	
*Region**	
*Country**	

Occupational Address	
*Digital Address**	
*House/Building/Flat** *(Name or House No.)/LMB*	
*Street Name**	
*City**	
*District**	

Directors should be at least 18 years and above.

Directors are to attach a statutory declaration and consent letter as stated in section 172 (2) of Act 992.

If you tick "yes" to any of the Statutory Declarations, provide details that qualifies you to be a director. Attach supporting documents

A Company shall have at least two directors of which one should be resident in Ghana.

If there are more than two directors, additional directors' forms shall be obtained from our website at www.orc.gov.gh

This address when provided will not appear on public record, unlike that of the Company.

Applicants are to ensure that the digital address provided matches with the residential address provided.

Provide your current workplace address.

*Region**		
*Country**		
*Particulars of other Directorships**		List the names of other Companies for which you serve as director
*Director's Signature**	.....	
(K)		
Director2	**Statutory Declaration & Consent Letter**	
A person shall not be appointed a director if		Kindly use the instructions given in section (J)
i. That person within the preceding five years of the application for incorporation has been a director or senior manager of a Company that has become insolvent		
Tick applicable	**Yes** ☐ **No** ☐	
ii. Convicted of a criminal offence involving fraud or dishonesty		
Tick applicable	Yes ☐ No ☐	
iii. Convicted of a criminal offence relating to the promotion, incorporation or management of a company that has become insolvent		
Tick applicable	**Yes** ☐ **No** ☐	
*Statutory Declaration Form**	☐ *Consent Letter** ☐	
Title	**Mr** ☐ **Mrs** ☐ **Miss** ☐ **Ms** ☐ **Dr** ☐	
*First Name**		
Middle Name		
*Last Name**		
Any Former Name		
*Gender**	**Male** ☐ **Female** ☐	
*Date of Birth**	*D D M M Y Y Y Y*	
*Place of Birth**		
*Nationality**		
*Occupation**		
*Mobile No 1**		
Mobile No 2		
Fax		
*Email Address**		
*TIN**		
*Ghana Card(National Identity Card)**	**GHA -**	
Without TIN	**Fill the GRA TIN Form attached**	
Residential Address		
*Digital Address**		
House/Building/Flat (Name or House No.)/LMB*		
*Street Name**		
*City**		
*District**		
*Region**		
*Country**		
Occupational Address		
*Digital Address**		

House/Building/Flat (Name or House No.)/LMB*	
*Street Name**	
*City**	
*District**	
*Region**	
*Country**	
*Particulars of other Directorships**	
*Director's Signature**	.....

(L) Particulars of Company Secretary

Professional qualification		Tick the applicable qualification(s) Attach Consent Letter Reference to Section 211 (1) and (3) of Act 992
Tertiary level qualification		
Company Secretary Trainee		
Barrister or Solicitor in the Republic		
Institute of Chartered Accountants		
Under the supervision of a qualified Company Secretary		
Institute of Chartered Secretaries and Administrators		
By virtue of an academic qualification, member of a professional body, appears to the directors as capable of performing the functions of Secretary of the		

*Consent Letter**		
Title	**Mr** **Mrs** **Miss** **Ms** **Dr**	
*First Name**		
Middle Name		
*Last Name**		
Any Former Name		
*TIN**		
*Ghana Card(National Identity Card)**	**GHA -**	
Without TIN	**Fill the GRA TIN Form attached**	
*Gender**	**Male** **Female**	
*Date of Birth**	D D M M Y Y Y Y	
*Place of Birth**		
*Nationality**		
*Occupation**		
*Mobile No 1**		
Mobile No 2		
Fax		
*Email Address**		
Residential Address		This address when provided will not appear on public record, unlike that of the Company. Applicants are to ensure that the digital address provided matches with the residential address provided. Provide your current workplace address.
*Digital Address**		
House/Building/Flat (Name or House No.)/LMB*		
*Street Name**		
*City**		
*District**		
*Region**		

*Country**		
*Email Address**		
*Signature**	.....	
(M)	**In Case the Company Secretary is a Body Corporate**	
*Corporate Name**		The Corporate Body must have as one of its subscribers or operating officers a person who qualifies to be a Company Secretary. The Corporate Representative must hold at least one of the qualification(s) of secretary stated above Reference to section 211 (2) Act 992
*Corporate TIN**		
*Digital Address**		
*Corporate Address H/No. LMB**		
*P.O. Box/DTD/PMB**		
*Name of Person Representing the Corporate Secretary**		
*TIN of Representative**		
*Ghana Card(National Identity Card)**	**GHA -**	
*Signature(Corporate Representative)**	.....	
*Corporate Stamp**	.....	
Attested by		For authentication purposes, two officers of the company are to sign their signatures together with a seal or stamp of the company Reference to section 150 (1) (D) (i) Act 992
Director* **TIN***		
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Secretary* **TIN***		
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Or in the Alternative		In the absence of a stamp or a seal of the company, the signature of two directors and a Company Secretary are needed for authentication purposes Reference to section 150 (1) (D)(*ii*) of Act 992
Director* **TIN***		
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Director* **TIN***		
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	

Secretary*	**TIN***	
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	

(N)	**Auditor of the Company**	
*TIN**		A person shall be appointed an Auditor of a private company if that person is qualified and licensed in accordance with the Chartered Accountants Act, 1963 (Act 170). See section 138 (1) and (2) of Act 992. Applicant needs to attach an Auditor's consent letter to this application before submission. All Auditors shall hold office for a term of not more than six years and are eligible for appointment after a cooling-off period of not less than six years. Refer to section 139 (11)
*Ghana Card(National Identity Card)**	**GHA -**	
*Auditor's Firm Name**		
*Digital Address**		
*Auditor's Firm Address**		
P.O.Box		
*PMB/DTD**		
*House/Building/Flat (Name or House No.)/LMB**		
*Street Name**		
*City**		
*District**		
*Region**		
*Mobile No.**		
Office No.		
*Consent Letter**	**Attach Consent Letter from Auditor**	

(O)	**Details of Shares and Stated Capital**	
*Authorised Shares**		State clearly the total amount of the proposed Authorized Shares and the Stated Capital All shares are of no par value Also state all the relevant details about the company shares The amount Paid in Cash of Each Class and Amount Remaining to be Paid on Each Class must not exceed stated capital Equity Shares, previously known as Ordinary shares
*Stated Capital**	**GHC**	
Number of Authorised Shares of Each Class		
*Equity Shares**		
Preference Shares	**IF ANY**	
Number of Issued Shares of Each Class		
*Equity Shares**		
Preference Shares	**IF ANY**	
Amount Paid In Cash of Each Class:		
*Equity Shares**	**GHC**	
Preference Shares	**GHC** **IF ANY**	
Amount Paid Otherwise than in Cash of Each Class		
EquityShares	**GHC**	
Preference Shares	**GHC** **IF ANY**	
Amount Remaining to be Paid on Each Class		Amount Remaining to be Paid on Each Class must be stated, if it is applicable to the company
Equity Shares(Unpaid)	**GHC**	
Equity Shares (Due)	**GHC**	

Preference Shares (Unpaid)	**GHC**																
Preference Shares(Due)	**GHC**																

(P) Address and Description of Subscriber - Individual

This Section Must Be Filled with or Without a Registered Constitution

I/We the undersigned are desirous of forming an incorporated Company in pursuance of this Constitution and we respectively agree to take the number of shares in the Company set opposite our respective names and to pay therefor in cash the consideration respectively stated

A subscriber is somebody who agrees to become a member of the company by the taking up shares at the inception of the company

The application for incorporation shall be made by a person:
a. Signing a duly completed application for incorporation form
or
b. signing a duly completed application for incorporation to this form and the constitution of the proposed company (where a registered constitution is preferred)

If there are more than two subscribers, additional subscriber forms shall be obtained from our website at www.orc.gov.gh

Subscriber 1	**Mr**		**Mrs**		**Miss**		**Ms**		**Dr**		
*First Name**											
Middle Name											
*Last Name**											
Any Former Name											
*TIN**											
*Ghana Card(National Identity Card)**	**GHA -**										
Without TIN	**Fill the GRA TIN Form attached**										
*Gender**	**Male**		**Female**								
*Date of Birth**	*D*	*D*	*M*	*M*	*Y*	*Y*	*Y*	*Y*			
*Place of Birth**											
*Nationality**											
*Occupation**											
*Digital Address**											
*Address**											
*No. of Shares to be Taken**											
*Consideration Payable in Cash**	**GHC**										
*Signature**	.....										

(Q) Address and Description of Subscriber - Individual

Kindly use the instructions given in section (P)

Subscriber 2	**Mr**		**Mrs**		**Miss**		**Ms**		**Dr**		
*First Name**											
Middle Name											
*Last Name**											
Any Former Name											
*TIN**											
*Ghana Card(National Identity Card)**	**GHA -**										
Without TIN	**Fill the GRA TIN Form attached**										
*Gender**	**Male**		**Female**								
*Date of Birth**	*D*	*D*	*M*	*M*	*Y*	*Y*	*Y*	*Y*			
*Place of Birth**											
*Nationality**											
*Occupation**											
*Digital Address**											
*Address**											
*No. of Shares to be Taken**											
*Consideration Payable in Cash**	**GHC**										
*Signature**	.....										

(R)	In Case the Subscriber is a Body Corporate	
*Corporate Name**		If there are more than one Corporate Subscribers, additional corporate subscribers' forms shall be obtained from our website at www.orc.gov.gh
*Corporate TIN**		
*Digital Address**		
*Corporate Address** *H/No. LMB*		
*P.O. Box/DTD/PMB**		
*No. of Shares to be Taken**		
*Consideration Payable in Cash**	**GHC**	
*Name of Person Representing the Corporate Subscriber**		
*TIN of Representative**		
*Signature (Corporate Representative)**	.....	
*Corporate Stamp**	.....	
Attested by		For authentication purposes, two officers of the company are to sign their signatures together with a seal or stamp of the company
Director*	**TIN**	
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Secretary*	**TIN**	
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Or in the Alternative		
Director*	**TIN**	In the absence of a stamp or a seal of the company, the signature of two directors and a company secretary are needed for authentication purposes
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Director*	**TIN**	
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	
Secretary*	**TIN**	
*Ghana Card(National Identity Card)**	**GHA -**	

*Name**		
*Signature**	.....	
(S)	**Shares In Trust for Minor(s)**	
	Address and Description of Trustee - Individual	Individual or Corporate Bodies that may be holding shares for minors
*TIN**		
*Ghana Card(National Identity Card)**	**GHA -**	
*Trustee**	Mr Mrs Miss Ms Dr	
*First Name**		
Middle Name		
Any Former Name		
*Last Name**		
*Nationality**		
*Occupation**		
*Digital Address**		
*Address**		
*Declaration**	That I/we hold the Share(s) and all dividends and interests accrued or to accrue on trust for the Owner and I/we undertake to transfer and deal, in all respects, and to pay the Share and any dividends, interest and other benefits thereon and accretions thereto in such manner as the Owner shall from time to time direct.	
*No. of Shares to be Taken**		
*Consideration Payable in Cash**	**GHC**	
*Name (Minor)**		
*Date of Birth**	*D D M M Y Y Y Y*	
Identification Type(ID)		
ID Reference Number		
*Signature(Trustee)**	.....	
(T)	**In Case the Trustee is a Body Corporate**	
*Corporate Name**		
*Corporate TIN**		
*Corporate Address** *H/No. LMB*		
*P.O. Box/DTD/PMB**		
*Corporate Stamp**	.....	For authentication purposes, two officers of the company are to sign their signatures together with a seal or stamp of the company
	Attested by	
Director*	**TIN**	
*Ghana Card(National Identity Card)**	**GHA -**	
*Name**		
*Signature**	.....	

Secretary*	**TIN**																		
*Ghana Card(National Identity Card)**				**GHA -**															
*Name**																			
*Signature**	.....																		
Or in the Alternative																			
Director*	**TIN**																		
*Ghana Card(National Identity Card)**				**GHA -**															
*Name**																			
*Signature**	.....																		
Director*	**TIN**																		
*Ghana Card(National Identity Card)**				**GHA -**															
*Name**																			
*Signature**	.....																		
Secretary*	**TIN**																		
*Ghana Card(National Identity Card)**				**GHA -**															
*Name**																			
*Signature**	.....																		
*Declaration**	That the company holds the Share(s) and all dividends and interests accrued or to accrue on trust for the Owner and I/we undertake to transfer and deal, in all respects, and to pay the Share and any dividends, interest and other benefits thereon and accretions thereto in such manner as the Owner shall from time to time direct.																		
*No. of Shares to be Taken**																			
*Consideration Payable in Cash**	**GHC**																		
*Name (Minor)**																			
*Date of Birth(Minor)**	*D*	*D*	*M*	*M*	*Y*	*Y*	*Y*	*Y*											
Identification Type(ID)																			
ID Reference Number																			
(U)	**Witness to the above Signatures**																		
*Date**	*D*	*D*	*M*	*M*	*Y*	*Y*	*Y*	*Y*											
*Full Name**																			
*Witness Signature**	.....																		
*Address**																			
*Occupation**																			

In the absence of a stamp or a seal of the company, the signature of two directors and a Company Secretary are needed for authentication purposes

The form must be signed by all subscribers in the presence of a witness, who shall attest to the signing.

(V)	Beneficial Owner(BO)	
A beneficial owner (or owners) is the individual or natural person who owns, controls, has interest in, or exercises influence over the legal person (or arrangement) or receives substantial benefit from the applicant's activity. A beneficial owner is an individual and cannot be a company.		Section 35 (14) and (15) of Act 992
SANCTIONS: Failure to disclose is an offence and will attract sanctions and penalties		

Fill the BO Form attached /Download from website www.orc.gov.gh

(W)	MSME Details	
*Revenue Envisaged**		This is to determine the size of the Company i.e. small scale business, medium scale business or large scale business
*No. of Employees Envisaged**		

(X)	Business Operating Permit (BOP) Request				
Apply for BOP Now		Apply for BOP Later		Already have a BOP	
Provide BOP Reference No.					

Please fill where applicant (Director/Secretary/Subscriber/Trustee) cannot read or write

For this section print a copy for each person who cannot sign to thumb print

I....., resident of ..... have carefully read over the contents of this form in the ..... language to..... .....

(Name of Person(s)) and the said person appeared to understand same before appending his / her thumbprint to same.

.....

Signature of the Witness

THUMB PRINT

(Y)	For Office Use Only
*Date of Submission of Document**	
*Name of Company Inspector**	
*Filing Date**	
*Signature**	.....

Important Information

MSME Classification in Ghana

Enterprise Category	Employment Size(Permanent s	Turnover	Assets	
Micro	1-5	≤US $25,000	≤US $25,000	
Small	6-30	US$25,001 - US$1,000,000	US$25,001 - US$1,000,000	
Medium	31-100	US$1,000,001 – US$3,000,000	US$1,000,001 – US$3,000,000	

(An enterprise will be categorized as MSME based on employment size and any other variable.) All amount in USD should be converted into Ghana cedis at Prevailing Bank rate

Privacy Notice

Collection of Information: We collect personal identifiable information, like names, postal addresses, email addresses, etc., when voluntarily submitted by our customers. The information provided is used to fulfill your specific request.

Distribution of Information: This would be done as permitted or required by law / Companies Act 2019 (Act 992)

Commitment to Data Security: Your personal identifiable information is kept secure. Only authorized employees, agents and contractors who have agreed to keep information secure and confidential have access to this information.

Change Notice
Every company is required to furnish the Registrar with any change after incorporation e.g. Change of Company Name, Change of Address, Change of Director(s) / Secretary etc.
Annual Return of a Company Incorporated
All companies incorporated are to file mandatory Annual Returns after the first eighteen months together with Audited Financial Accounts and subsequently annually at a fee. Late/Non Filing attracts Penalties

Check List (✓)		
Please make sure you have complied with the following		
The document has been signed at all indicated places		
Registered Constitution, if any		
Attach each Director's Consent Letter and Statutory Declaration		
Company Secretary has required qualification(s)		
Company Secretary has attached Consent Letter		
All supplementary Forms are attached, if any		
Filled BO Form(s) attached, if any		
Attached prospectus (for Public Companies only)		
Filled TIN Form(s), if any		
Ghana Card(National Identity Card)		