APPLICATION TO REGISTER A COMPANY LIMITED BY GUARANTEE

FORM 3B
Private Limited

THE COMPANIES ACT, 2019 (ACT 992)

OFFICE OF THE REGISTRAR OF COMPANIES
REPUBLIC OF GHANA

FILL ALL 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

(A)

Registered Constitution		Standard Constitution	

Tick Registered Constitution if the company has its own Constitution. If not, Tick Standard Constitution as in schedule 4 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**	LBG ☐ LIMITED BY GUARANTEE ☐	Tick Applicable Ending
Hereinafter called the:		
*Presented By Applicant**	TIN*	Full name and TIN of the natural person or legal entity that submits these documents to the Registrar of Companies

(B) Sector(s)

Club	☐	NGO	☐	Scientific	☐	Civil Society Organisation	☐
Union	☐	FNGO	☐	Education	☐	Others*(Please specify)*	
Charity	☐	Society	☐	Foundation	☐		
Council	☐	Association	☐	Community Project	☐		
Ministry/Ministries	☐	Organisation	☐	Chamber of Commerce	☐		
Chapel / Church	☐	Literary Works	☐				

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".

Principal Activities

Select the International Standard Industrial Classification (ISIC) code number(s) for the principal activity and other activities

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 object(s) below

ISIC or classification code is a standard classification for economic or company 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

Specialized institutions for example Churches, NGO's and CSO's are required to state their objects here. All other applicants who wish to indicate their objects can also state same in this column.

(C)	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.
*House/Building/Flat** *(Name or House No.)/LMB*		
*Street Name**		
*City**		
*District**		
*Region**		
(D)	**Principal Place of Company**	
Is the Principal place of Company the same as the Registered Office Address?		
If Yes *(Tick the box and proceed with Other Place of Company*	***IF NO*** *(Provide Details)*	
*Digital Address**		
*House/Building/Flat (Name or House No .)/LMB**		
*Street Name**		
*City**		
*District**		
*Region**		
(E)	**Other Place of Company**	
*Digital Address**		This applies to Companies that have multiple operational locations. Supplementary sheets can be found on our website www.rgd.gov.gh
*House/Building/Flat** *(Name or House No.)/LMB*		
*Street Name**		
*City**		
*District**		
*Region**		
(I)	**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 holds 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**		
(G)	**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**		
(H)	**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		

(I) Executive Council Member or Director of the Company

Statutory Declaration Form & Consent Letter

Executive Council Member 1					
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**	
*Gender**	**Male** / **Female**
*Date of Birth**	D D M M Y Y Y Y
*Place of Birth**	
Any Former Name	
*Nationality**	
*Occupation**	
*Mobile No 1**	
Mobile No 2	
Fax	
*Email Address**	
*TIN**	
*Ghana Card(National Identity Card)**	**GHA -**
Without TIN	**Fill GRA TIN form attached**

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 director forms shall be obtained from our website at www.orc.gov.gh

Residential Address

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

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

Occupational Address

*Digital Address**	
*House/Building/Flat** *(Name or House No.)/LMB*	
*Street Name**	
*City**	
*District**	
*Region**	
*Country**	
*Particulars of other Directorships**	
*Signature**	…………………………………………………………………………

Provide your current workplace address

List the names of other Companies for which you serve as director

Statutory Declaration Form & Consent Letter																											Kindly refer to instructions provided for Executive Council Member 1
Executive Council Member 2																											
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**																											
*Gender**	**Male**				**Female**																						
*Date of Birth**	D	D	M	M	Y	Y	Y	Y																			
*Place of Birth**																											
*Any Former Name**																											
*Nationality**																											
*Occupation**																											
*Mobile No 1**																											
Mobile No 2																											
Fax																											
*Email Address**																											
*TIN**																											
Without TIN	**Fill the GRA TIN form attached**																										
*Ghana Card(National Identity Card)**	**GHA -**																										
Residential Address																											
*Digital Address**																											Kindly refer to instructions provided at section C on how to obtain a 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**																											List the names of other Companies for which you serve as director
*Signature**	.....																										

(J) Particulars of Company Secretary

Professional qualification	
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 Company.	

Tick the applicable qualification(s)
Attach Consent Letter
Reference to Section 211 (1) and (3) of Act 992

*Consent Letter**	
Secretary	**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	
*Digital Address**	
*Email Address**	
Residential Address	
*Digital Address**	
House/Building/Flat (Name or House No.)/LMB*	
*Street Name**	
*City**	
*District**	
*Region**	
*Country**	
*TIN**	
*Ghana Card(National Identity Card)**	**GHA -**
Without TIN	**Fill the GRA TIN Form attached**
*Signature**	……

In Case the Company Secretary is a Body Corporate

*Corporate Name**	
*Corporate TIN**	
*Digital Address**	
*Corporate Address H/No. LMB**	
*P.O. Box/DTD/PMB**	
*Name of Person Representing the Corporate Secretary**	

The Corporate Body must have as one of its promoters, subscribers or operating officers a person who qualifies to be a Company Secretary.

The corporate representative holds at least one of the qualification(s) of secretary stated above

Reference to section 211 (2) and section 150 (1) (D) of Act 992

*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) of 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**	……	
(K)	**Auditor of the Company**	
*TIN**		A person shall be appointed an Auditor of private company if that person is qualified and licensed in accordance with the Chartered Accountants Act, 1963 (Act 170).
*Auditor's Firm Name**		
*Digital Address**		

*Auditor's Firm Address**	
P.O.Box	
*PMB/DTD**	
*Street Name**	
*City**	
*District**	
*Region**	
*Mobile No.**	
Office No.	
*Consent Letter**	Attach Consent Letter from Auditor

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) of Act 992

(L) Address and Description of Subscriber

I/We the undersigned are desirous of forming an incorporated company in pursuance of this Constitution and we agree to become members thereof and accept liability in accordance with paragraph 8 of this

A subscriber is somebody who agrees to become a member 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 form and the constitution of the proposed company (where a registered constitution is preferred)

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

Address and Description of Subscriber - Individual

Subscriber 1	**Mr**	**Mrs**	**Miss**	**Ms**	**Dr**
First Name*					
Middle Name					
Last Name*					
*Gender**	**Male**	**Female**			
*Date of Birth**	D D M M Y Y Y Y				
*Place of Birth**					
Any Former Name					
*Nationality**					
*Occupation**					
*Digital Address**					
*Address**					
*TIN**					
*Ghana Card(National Identity Card)**	**GHA -**				
Without TIN	**Fill the GRA TIN form attached**				
*Signature**	.....				

(M) Address and Description of Subscriber - Individual

Subscriber 2	**Mr**	**Mrs**	**Miss**	**Ms**	**Dr**
*First Name**					
Middle Name					
*Last Name**					
*Gender**	**Male**	**Female**			
*Date of Birth**	D D M M Y Y Y Y				
*Place of Birth**					
Any Former Name					
*Nationality**					
*Occupation**					
*Digital Address**					
*Address**					
*TIN**					
*Ghana Card(National Identity Card)**	**GHA -**				

Without TIN	**Fill the GRA TIN form attached**	
*Signature**	.....	
(N)	**In Case the Subscriber is a Body Corporate**	
*Corporate Name**		
*Corporate TIN**		
*Digital Address**		
*Corporate Address H/No. LMB**		
*P.O. Box/DTD/PMB**		
Name of Person Representing the Corporate Subscriber		
*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		
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 Reference to section 150 (1) (D)(ii) of Act 992
*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**	……	
(O)	**Witness To the above Signatures**	
Date	D D M M Y Y Y Y	The Form must be signed by all Subscribers in the presence of a Witness, who shall attest to the signing.
*Full Name**		
*Signature**	……	
*Address**		
Occupation*		
(P)	**Amount Guaranteed**	
This is an amount that each member undertakes to contribute to the assets of the Company in the event of the Company being wound up while that person is a member or within one year after that person ceases to be a member, for payment of the debts and liabilities of the Company and of the costs of winding up.		Section 35 (14) and (15) of Act 992
Amount Guaranteed*	**GHC**	
(Q)	**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 (www.orc.gov.gh)		
(R)	**MSME Details**	This is to determine the size of the Company i.e. small scale business, medium scale business or large scale
No. of Employees Envisaged*		
(S)	**Business Operating Permit (BOP) Request**	
Apply for BOP Now ☐	Apply for BOP Later ☐ Already have a BOP ☐	
Provide BOP Reference No.		
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.		For this section print a copy for each person who cannot sign to thumb print
…… **Signature of the Witness**	THUMB PRINT	

(R)	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 staff)	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

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	