

REPUBLIC OF ZAMBIA

COMPANY CONSTITUTION TEMPLATE (MODEL FORM)

COMPANIES ACT NO. 10 OF 2017

CONSTITUTION OF [INSERT COMPANY NAME] LIMITED

1. INTERPRETATION

1.1 In this Constitution, unless the context otherwise requires, the following words shall bear the meanings assigned to them:

“Act” means the Companies Act No. 10 of 2017 of the Laws of Zambia as amended or replaced from time to time.

“Company” means [INSERT COMPANY NAME] Limited, incorporated in accordance with the laws of the Republic of Zambia.

“Board” means the Board of Directors of the Company duly appointed in accordance with this Constitution.

“Member” means a person entered in the Register of Members of the Company.

2. NAME AND INCORPORATION

2.1 The name of the company is [INSERT COMPANY NAME] Limited.

2.2 The Company is a private limited company incorporated under the Companies Act No. 10 of 2017 of the Laws of Zambia.

3. OBJECTS OF THE COMPANY

3.1 The principal object of the Company is to engage in [INSERT OBJECT OF THE COMPANY].

3.2 The Company may engage in any lawful trade, business or activity which the Board considers conducive or incidental to the attainment of its principal objects.

4. LIMITED LIABILITY

4.1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

5. SHARE CAPITAL

5.1 The authorised share capital of the Company shall be [INSERT AMOUNT] divided into [INSERT NUMBER] ordinary shares of [INSERT VALUE] each.

5.2 The Company may, by ordinary resolution and subject to the provisions of the Act, alter its share capital.

6. SHAREHOLDERS AND SHARES

6.1 The Company shall maintain a register of members in accordance with the Act.

6.2 Subject to the provisions of this Constitution, shares in the Company shall be freely transferable among existing members but any transfer to a third party shall require the approval of the Board.

7. MEETINGS OF MEMBERS

7.1 An annual general meeting shall be held each year in accordance with the Act.

7.2 The Board may convene an extraordinary general meeting whenever it deems necessary.

8. BOARD OF DIRECTORS

8.1 The management of the Company shall be vested in the Board of Directors.

8.2 The number of directors shall not be less than two (2).

8.3 Directors shall be appointed and removed by ordinary resolution of the members.

8.4 The Board shall have the authority to exercise all powers of the Company, except those required by law to be exercised by the Company in general meeting.

9. DIVIDENDS

9.1 The Company may declare dividends in accordance with the provisions of the Act and this Constitution, provided that no dividend shall be declared unless the Company is solvent.

10. ACCOUNTS AND AUDIT

10.1 The Company shall keep proper accounting records and prepare annual financial statements in accordance with the Act.

10.2 An auditor shall be appointed, and the accounts audited as required by law.

11. WINDING UP

11.1 If the Company is wound up, the assets of the Company shall be applied first to pay its debts and liabilities and thereafter distributed among the members in proportion to the shares held by them.

12. INDEMNITY

12.1 Every director or officer of the Company shall be indemnified out of the assets of the Company against any liability incurred in defending any proceedings brought against him in his capacity as such officer, to the extent permitted by law.

13. AMENDMENTS TO THE CONSTITUTION

13.1 This Constitution may be amended by special resolution of the members in accordance with the Act.

14. GOVERNING LAW

14.1 This Constitution shall be governed by and construed in accordance with the laws of the Republic of Zambia.

15. DISPUTE RESOLUTION

15.1 Any dispute arising from the interpretation or implementation of this Constitution shall be resolved by arbitration in accordance with the Arbitration Act, Cap. 40 of the Laws of Zambia.

DECLARATION

We, the undersigned, being the subscribers to the Memorandum of Association of the Company, hereby adopt this Constitution on this _____ day of _____, 20.

SIGNED at _____

Name: _____

Signature: _____

Title/Designation: _____

Date: _____

Name: _____

Signature: _____

Title/Designation: _____

Date: _____

STAMP (if applicable):

Prepared by Patrick Chulu Legal Practitioners

Authorized Legal Representative: _____

Date: _____