

**CLIENT SERVICE CHARTER**  
**REGISTRAR-GENERAL'S DEPARTMENT (RGD)**

# **CHARTER OF THE REGISTRAR-GENERAL'S DEPARTMENT**

## **PREAMBLE**

Service delivery in the various Ministries, Departments and Agencies (MDA's) over the years have been characterized by delays, poor quality service, lack of concern to the genuine needs of the customer and dominated by cumbersome procedures which do not enhance transparency, openness and fair play.

This has led to numerous complaints from the public and the resultant lack of trust and confidence in public service delivery.

In an attempt to address these problems, the Office of the Head of Civil Service has facilitated the rejuvenation of Client Service initiatives in Sector Ministries as part of efforts to enhance the quality of service delivery in the Civil Service. The objective is to ensure a customer friendly, client sensitive, transparent and a customer-oriented Service delivery across all Civil Service Departments who are given the mandate to deliver Services to the general public

## **PURPOSE**

This document provides specific information on the vision, mission, values and core mandate of the Department, requirements, procedures and fees involved in the Registration of Businesses, Marriages, Payment of Death Gratuity, Administration of Estates, Industrial Property Rights and Official Liquidation.

It is intended to serve as a practical guide to customers and officials to ensure timely and efficient delivery of services.

It is also aimed at providing information about the remedial actions open to clients if they are dissatisfied with the services of the Department.

## **VISION STATEMENT**

The RGD seeks to become a highly Progressive Department that efficiently serves its customers thereby becoming a strategic Partner to Businesses and stakeholders

## **MISSION STATEMENT**

To ensure efficient and effective administration of statutes relating to inter alia, the registration of Businesses, Industrial Property Rights, Marriages, Administration of Estates, Public Trusts and to provide customer friendly services and accurate data for national planning and economic development for MDA's and the General Public.

## **CORE VALUES**

- Respect
- Integrity
- Excellence
- Efficiency
- Service

## **CORE MANDATE OF THE DEPARTMENT**

The Department oversees the efficient administration of a number of statutes and legislation under-listed;

- Companies Act, 1963(Act 179) together with its amendments, Companies Amendment Act, 2012, (Act 835) and the Companies (Amendment) Act, 2016, (Act 920).
- Bodies Corporate Official (Liquidations) Act, 1963 (Act 180)
- Incorporated Private Partnerships Act, 1962, (Act 152)
- Registration of Business Names Act, 1962, (Act 151)
- Registration of Trademarks Act, 2004 (Act 664)
- Registration of Textile Designs under Industrial Designs Act, 2003, (Act 660)
- Registration of Patents Act, 2003 (Act 657)
- Administration of Estates Act, 1961 (Act 63)
- Marriages Act , 1884-1985 Cap 127
- Professional of Bodies Registration Act, 1973, NRCD 143

## **WHAT WE DO**

The Registrar – General’s Department carries out the following services:

- Registration of Limited Liability Companies.
- Registration of External Companies.
- Registration of Companies Limited by Guarantee.
- Registration of Beneficial Owners of Companies
- Official Liquidations.
- Incorporation of Partnerships.
- Registration of Business Names / Subsidiary Business Names
- Registration of Civil Marriages by a Special License under the Ordinance, Cap 127.
- Administration of Estates / Payment of commuted pension
- Inspection of Companies with regard to statutory compliance
- Registration of Industrial Property Rights, including Trademarks, Patents, Industrial Designs, Geographical Indications.
- Registration of Professional Bodies.
- Registration of Adopted Children.

## **THE E-REGISTRAR APPLICATION SYSTEM**

The eRegistrar Application system is an Integrated Web Based Application System that interfaces with Ghana Revenue Authority's system dubbed TRIPS for data harmonization. The application has three modules namely Business Registration, Marriage Registration and Estate Administration. The system was an artifact from the Gegov Project, a Public Private Partnership with Government of Ghana representing RGD as the Public Partner and GCNET as the Private Partner.

This application has enhanced the Registrar-General's Department's (RGD) service delivery, improved revenue generation and reduced turnaround time for Business Registration and provides client friendly services.

The online aspect of eRegistrar Application System enables clients transact business online and offers the following benefits:

- Saves time and cost
- Ease of access to information
- Convenience

The online portal can be accessed via the following URL: [www.rgdeservices.com](http://www.rgdeservices.com) or [www.rgd.gov.gh](http://www.rgd.gov.gh) + *click on online services*. All the necessary Forms for registration can be downloaded from the portal.

An Account has to be created by the individual to become a Portal User which gives access to all the 3 modules of the system, and the requirements for the account creation are:

- Tax Identification Number (TIN)
- Valid ID
- Valid and accessible Email Address

Being a Portal User, one can Register Businesses /Marriages and can make Estate Bookings online by logging in with the TIN and the Password generated after the account has been created.

**NB:** The Portal Account is created once and is used by the account holder for a lifetime. The public must therefore take responsibility for the creation of the portal account. If the account is created by a third party the owner of the company will not have direct access to the account and will have to forever go through the third party to conduct any online business transaction. The owner of the company would be required to be merely associated to his/her own account to have access to his/her own Business.

## **TYPES OF ENTITIES**

- **Sole Proprietor:** This is known as a one-man business; all decisions are taken by the owner. Its liability is unlimited
- **Subsidiary Business Name (SBN):** Is an entity registered under a company, which is called the Parent **company**. The subsidiary assumes the status of a Business Name and its liability is unlimited.
- **Limited Liability Company(Private):** Is one whose regulations sets the following restrictions and prohibitions:
  - (i) It restricts the right to transfer its shares, if any.
  - (ii) It limits the total number of its members and debenture holders to between two and fifty people with a set of objectives for either profit or non-profit basis.
  - (iii) It prohibits the company from making any invitation to the public to acquire any of the company's shares and debentures.
  - (iv) It prohibits the company from making any invitation to the public to deposit money for fixed periods or payable at call, whether bearing interest or not.

The Owners are the shareholders of the company and the directors, secretary and auditors are the Officers of the company. Its liability is limited.

- **Limited Liability Company (Public):** It is any other Company other than a Private Company which is determined by its Regulations which specifies it as Private or Public.
- **Unlimited Liability Company:** Has the same composition as a Limited Liability company except that the liabilities of its owners are unlimited. It is usually registered by Professional Bodies such as Law Firms, Auditing and Architectural Firms.
- **Limited by Guarantee:** Companies Limited by Guarantee are companies registered not for profit but for charitable purposes, such as Clubs, Associations or Foundations. Its liability is limited.

- **External Company:** It is branch of an existing company usually registered by a Local Manger on behalf of the company registered outside the jurisdiction of Ghana, who want- to own a Branch or place of business in Ghana.

**Note** that the Local Manager must at all times be resident in Ghana and all supporting documents of the External Company have to be translated into the English Language(if it is not) and notarized by a Notary Public in the Country of Incorporation or Ghana Mission in that jurisdiction .

- **Partnership:** Involves two or twenty persons engaged in a business. Their relationship is defined by an Agreement / Deed which is stamped at the Lands Valuation Board before acceptance at the RGD.
- **Professional Bodies:** Involves organizations whose members are individual Professionals. This usually depends on whether or not the profession requires the Professional to have a 'license to practice', or to be on a Professional register,

## **FEES**

<b>1. BUSINESS NAME/ SOLE PROPRIETORSHIP</b>		
	GHC	TOTAL (GHC)
a. Registration of a Business Name	50.00	GHC60.00
CTC	10.00	
b. Filing of Form D		GHC25.00
c. Annual renewal		GHC25.00
<b>2. PARTNERSHIP</b>		
a.Registration of a Partnership	150.00	GHC160.00
CTC	10.00	
b. Change of name		GHC100.00
c. Filing of Form B		GHC50.00
d. Filing of Memorandum of Satisfaction for Registration		GHC60.00
<b>3. COMPANY LIMITED BY SHARES</b>		
a.Incorporation of a Company 200.00	200.00	GHC230
CTC 30.00	30.00	
b. Filing of Form 3&4		GHC100.00
c. Stamp duty (0.5% on Stated Capital)		(0.5% on Stated Capital)



d. Filing of Annual Returns yearly		GHC50.00
e. Change of Name by Special Resolution	100.00	GHC110,00
CTC	10.00	
f. Filing of Form 17	50.00	GHC60.00
CTC	10.00	
g. Filing of Form 15	50.00	GHC60.00
CTC	10.00	
h. Filing of Form 9	50.00	GHC60.00
CTC	10.00	
i. Filing of Form 13	50.00	GHC60.00
CTC	10.00	
j. Filing of Special Resolution	50.00	GHC60.00
CTC	10.00	
k. Deed of Transfer	50.00	GHC60.00
CTC	10.00	
l. Filing of Form 6	50.00	GHC60.00
CTC	10.00	
m. Filing of Form 7	50.00	GHC60.00
CTC	10.00	
n. Filing of Form 8	50.00	GHC60.00
CTC	10.00	
o. Name Reservation		GHC50.00
p. Search in the Register		GHC25.00

q. On any other conversation from Private to Public  Public to Private, Limited to Unlimited, Unlimited to Limited		GHC250.00
r. For registration of any statement in lieu of Prospectus under section 274 of the Act	700.00	GHC760.00
CTC	10.00	
Filing	50.00	
s. To obtain the consent of the Registrar to make the invitation to the Public for deposits pursuant to section 289 of Act 179 including the registration of any advertisement or circular in connection with it.		GHC1,200.00
<b>4. COMPANY LIMITED BY GUARANTEE</b>		
a.Incorporation of a company	200	GHC270.00
CTC	20	
Filing of Form 3	50	
b. Annual Returns		GHC50.00
c. Change of Name by Special Resolution	100.00	GHC110.00
CTC	10.00	
d. On conversion of a company limited by Shares to company limited by Guarantee		GHC250.00

<b>5. SUBSIDIARY BUSINESS NAME</b>		
a.Registration of Subsidiary B. N.	50.00	GHC60.00
CTC	10.00	
c. Filing of Form D		GHC25.00
d. Annual Renewal		GHC25.00
<b>6. EXTERNAL COMPANY ( US\$ )</b>		
a.Registration of External Company		US\$1,200.00
b. Registration of Group Accounts of an External Company		US\$600.00
c.Filing of External Company Document		US\$250.00
<b>7. PROFESSIONAL BODIES</b>		
a. Registration of Professional Bodies		GHC1,200.00
b. Annual Returns		GHC500.00
<b>8. MARRIAGE</b>		
a. Special License with Marriage Ceremony		GHC400.00
b. Special License without Marriage Ceremony		GHC50.00
c. Marriage with Registrar Certificate		GHC70.00
d. On issues of each certificate, a certified true copy of each		GHC10.00
e. Filing of Caveat		GHC20.00

9. TRADE MARK		US\$ or CEDI EQUIVALENT
a. Trade Mark Search		USD\$110.00
b. Trade Mark Application		USD\$ 200.00
c. Trade Mark Certificate		USD\$200.00
d. Annual Renewal		USD\$390.00
e. Cancellation		USD\$ 110.00
f. Penalty		USD\$ 170.00
g. Opposition		USD\$ 180.00
h. Hearing		USD\$ 180.00
i. Certified Copy of Certificate		USD\$ 110.00
j. Change of name/address		USD\$ 110.00
k. Assignment of brand ownership (not exceeding 2mths)		USD\$ 110.00
l. Assignment of brand ownership (not exceeding 4mths)		USD\$ 140.00
m. Assignment of brand ownership (not exceeding 6mths)		USD \$ 180.00

<b>10. PATENT(GHC)</b>		
a. Patent Application		GHC100.00
b. Amendment of Application		GHC75.00
c. Filing of correction		GHC50.00
d. International type search		GHC50.00
e. On grant of patent		GHC150.00
f. On request for grant of a utility certificate		GHC75.00
g. Examination as to substance		GHC75.00
h. Certificate of grant of patent		No fee
i. Certificate of grant of patent		No fee
j. Annual Fee for patent (Individual)	1 <sup>st</sup> Anniversary	GHC25.00
	2 <sup>nd</sup> Anniversary	GHC50.00
	3 <sup>rd</sup> Anniversary	GHC75.00
	4 <sup>th</sup> Anniversary	GHC100.00
	5 <sup>th</sup> Anniversary	GHC125.00
	6 <sup>th</sup> Anniversary	GHC150.00
	7 <sup>th</sup> Anniversary	GHC175.00
	8 <sup>th</sup> Anniversary	GHC200.00
	9 <sup>th</sup> Anniversary	GHC225.00
	10 <sup>th</sup> Anniversary	GHC250.00

	11 <sup>th</sup> Anniversary	GHC375.00
	12 <sup>th</sup> Anniversary	GHC625.00
k. Annual Fee for patent (Corporate)	1 <sup>st</sup> Anniversary	GHC50.00
	2 <sup>nd</sup> Anniversary	GHC100.00
	3 <sup>rd</sup> Anniversary	GHC150.00
	4 <sup>th</sup> Anniversary	GHC200.00
	5 <sup>th</sup> Anniversary	GHC250.00
	6 <sup>th</sup> Anniversary	GHC300.00
	7 <sup>th</sup> Anniversary	GHC350.00
	8 <sup>th</sup> Anniversary	GHC400.00
	9 <sup>th</sup> Anniversary	GHC450.00
	10 <sup>th</sup> Anniversary	GHC500.00
	11 <sup>th</sup> Anniversary	GHC750.00
	12 <sup>th</sup> Anniversary	GHC1,250.00
<b>11. INDUSTRIAL DESIGN (TEXTILE)</b>		
Application Fee		GHC15
Application To Registrar To State His Ground Of Decision		GHC12
Certificate Fee		GHC15
Renewal Of Certificate	First 5years	GHC30
	Subsequent Period	GHC30

Notice Of Opposition, Hearing And Certified Copy		GHC12
Cancellation Of Textile		GHC5
Correction Of Errors		GHC10
Changed Of Name Or Nationality	Respect One Design	GHC12
	For Each Addition Design	GHC10
Change Of Address	Respect One Design	GHC12
	For Each Addition Design	GHC10
Late Extension Of Design		GHC30

## **PROCEDURE FOR A WALK-IN BUSINESS REGISTRATION**

### **Step 1**

Applicants walk into the reception to conduct enquire/ Search on the Name of a Business at the Help Desk for Business Registration

### **Step 2**

Applicant buys the specific Form for the specific type of registration. Fill and attach necessary documents

### **Step 3**

Applicant must proceed to the Electronic Queue Management Machine to pick a ticket depending on the service required

### **Step 4**

Applicant must wait for ticket number to be called at the counter to be served

### **Step 5**

An officer with an RGD Identification Card would review/ validate completed Form and sign the document as having been verified and validated

### **Step 6**

The Ticket would then be transferred to a data officer for capturing

### **Step 7**

After the capturing of the data by the Data Entry Clerk, Applicant submits the document to the SSNIT cubicle at the front office for the capturing of the initial SSNIT information.

### **Step 8**

Ticket is transferred to the in-house Bank for payment to be made



## **Step 9**

Documents are left at the Bank after payment is made by clients and a chit is issued for collection of completed Registration Documents within time specified on the chit.

***NB:** SMS will be sent to applicant for collection of Registration Certificate(s) and Certified True copies of Document after 5 working days for Companies and after 3 working days for Businesses.*

### **REQUIRED FORMS FOR REGISTRATION OF A SOLE PROPRIETORSHIP**

Sole Proprietorships which covers registration of Schools, Clinics, Hospitals, Money Lending Susu Services require Authorized Letters from the Appropriate sectors.

Applicant may purchase the Sole Proprietorship Form A at the in-house bank. The details required from the Proprietor to fill the Form includes;

#### **Form A**

- Name of Business
- Principal Activity of the Business
- Individual TIN of Sole Proprietor
- Postal Address, House Number /Digital Address of Business
- Residential /Digital Address of Sole Proprietor
- Nationality
- Occupation
- Marital Status
- Contact Number/s/ Email of Proprietor
- Date of Birth
- Signature

## **REQUIRED FORMS FOR REGISTRATION OF A LIMITED LIABILITY COMPANY**

Applicant may purchase a set of Limited Liability Forms from the in-house bank. They include;

### ***Regulations:***

The Regulations should contain the following information:

- Name of Company
- Objects for the formation of the Company
- Name of First Directors
- Full Name/s of Shareholders
- Signatures
- Postal Addresses
- Nationality
- Occupation
- Date of Birth
- Authorised Shares
- Issued Shares and Consideration of Shareholders

### ***Form 3***

- Residential addresses of Directors and Secretary
- Name and postal address of Auditors
- Stated Capital
- Authorised Shares
- Issued Shares
- Consideration in Cash/Otherwise than in cash
- Postal Address, House Number/Digital Address of Registered office
- Principal Place of Business
- Office Where Register of Members is kept
- Telephone numbers, fax and email
- To be signed by any two Directors and Secretary

- All Shareholders, Directors, Secretary, Auditors MUST have a Unique Tax Identification Number (TIN) issued by the Ghana Revenue Authority(GRA) who are onsite at the Front Office or in all the Large and Medium Tax offices of the GRA.

***Form 4 (Declaration)***

- To be signed by all Directors and Secretary
- Should be stamped by a Commissioner For Oaths if the Application is handed in, but this requirement is done away with for online registration and sworn to by Directors and Secretary on their own oath for ease of doing business

*NB: Consent letter from qualified Auditor or Auditing firm to be attached to application*

**REQUIRED FORMS FOR REGISTRATION OF A COMPANY LIMITED BY GUARANTEE**

Applicant may purchase a set of prescribed Forms from the in-house bank. They include;

***Regulations***

- Name of Company
- Aims and Objectives
- Full Names of the First Members of the Executive Council (Directors)
- Amount Guaranteed to be paid by Subscribers upon liquidation
- Full Names of Subscribers
- Signatures
- Postal Addresses
- Nationality
- Occupation
- Date of Birth

***Form 3***

- Residential /Digital addresses of Directors and Secretary
- Name and postal addresses of Auditors
- Postal Address, House Number/Digital Address of Registered office

- Principal Place of Business
- Telephone numbers, fax and email of Company
- To be signed by any two Directors and Secretary

*NB: Consent letter from qualified Auditor or Auditing Firm to be attached to application*

### **REQUIRED FORMS FOR REGISTRATION OF EXTERNAL COMPANIES**

Applicant may purchase a set of prescribed Forms from the in-house bank. They include;

#### ***Form 20***

- Exact Name of Company incorporated outside this jurisdiction
- Address of Company in the Country of Incorporation with Zip Code
- Registered Address and Principal Place of Business in Ghana
- Details of the Authorized Capital, Nominal Capital, Issued Shares, Consideration in Cash and Consideration otherwise in Cash in currency of Country of Incorporation for the Company registered outside this jurisdiction
- Name of Local Manager with his TIN
- Residential and Registered/Digital Address of Local Manager
- Name and TIN of Process Agent(if any)
- Residential and Registered/Digital Address of Process Agent (if any) and if different from the Local Manager

#### ***Form 21***

List of all Charges the External Company would have incurred on any of its Assets located in Ghana

#### ***Form 22, 23***

- These are used to file alterations or amendments for External Companies in Country of Incorporation already registered in Ghana.

#### ***Form 24, 25***

- These are used to file the dissolution or cessation of operations of an External Company in the Country of Incorporation or only in Ghana.

**Transfer of Shares:** Applicant would have to prepare a Share Transfer Instrument and stamp it under the Stamp Duty Act at the Land Valuation Board, file it in the Registered Office of the Company, Have a Share Certificate Issued to New Shareholders, Have new Shareholders name and particulars entered into the Register of Members of the Company before filing it at RGD with copies of all these attachments..

*NB: All Amendment Forms should be signed by an Existing “Director / Secretary”.*

### **REQUIRED FORMS FOR REGISTRATION OF PROFESSIONAL BODIES**

Applicants must purchase Form A, Professional Bodies Registration Decree 1973 (NRCD) which requires the following information;

- Name of Professional Body
- Type of Profession
- Date of the establishment of the Professional Body in Ghana
- Is there any other Professional body in respect of Profession? If so give name
- House No. and Post Office Box No. of Head Office
- Total Number of persons in Ghana Trained and qualified in the Profession (attach documentary evidence if any)
- Total number of members of the Professional Body (attach a list of members of the Body as at the date of application together with their qualifications and addresses)
- Name and Address of Auditors

Applicants need to enclose the following documents;

- a. A copy of the constitution
- b. A list of members (see paragraph 7 above)
- c. A statement of the activities of the body for the period of twelve months immediately preceding the date of application or if the body has been in existence for less than twelve months a statement of its activities for the period during which it has been in existence.
- d. A list of members of the officers of the Professional Body.
- e. Signature of the person authorized to sign on behalf of the Professional Body under their common Seal.

## **FORMS FOR CHANGES**

### ***Form 17:***

- Particulars of change in director(s) / secretary/signature.  
Applicant should add Appointment letter signed by an existing Director and a signed Acceptance letter from the appointee.
- Resignation / Removal of Director (s) or Secretary.  
Applicant should add Resignation letter / Resolution removing Officer under S.185 of Companies Act 1963 (Act 179)
- Change of Director (s) or Secretary's Name and Signature should be supported with an affidavit before processing

### ***Form 15:***

- Change of Auditors
- Acceptance letter from new Auditors/Resignation letter from old Auditors (sometimes)

### ***Form 13:***

- Change of Address, office location, contact numbers and email addresses, digital address

### ***Form 7&8***

These are the Forms used to reflect an increment/decrease in the stated capital,

0.5% of the stamp duty is applicable on the difference between the old and new stated capital if it's an increase

### ***Form 6***

- It is used to capture the Increase of Equity in kind otherwise than in cash in the form of imported machinery equipment and goods, raw materials, etc. This Form should be stamped at the Land Valuation Board before being filed at RGD together with any Way Bills if goods are being imported into the country from a different country.

### ***Form 9A***

- Filing of Charges on the assets of Limited/Unlimited Companies and Partnerships. They could also be Churches, Clubs, Organizations and Foundations. Upon liquidation, if the Charge / Mortgage/ Debenture is registered with the Department that company would be a **secured creditor** who must be settled first. Failure to file a Charge Instrument on the Assets of a Company would be fatal to the Creditor upon liquidation of that Company since the Creditor would be an unsecured Creditor and fall in the pool of unsecured Creditors. The unsecured Creditor would have to wait for any dividend that would be declared by the Official Liquidator which would most probably be far below the value of the credit advanced to the Company.

### ***Form 10***

- To complete a satisfaction of Charge Instrument (Discharge), this should be stamped at the Land Valuation Board before being filed at the RGD

### ***Form D:***

Amendments to a Sole proprietorship:

- Change of Name of the Business
- Personal Name, Nature of Business
- Postal address, place of Business, Digital Address
- Change of Name and Signature should be supported by an Affidavit
- Transfer of a Business Name to another Proprietor. Transfer should be supported by a Statutory Declaration from the Sole Proprietor to the new Proprietor
- Cancellation of a Business Name upon death of a Sole Proprietor for same name to be registered under a new proprietor.

### ***Form B***

- Any Change in Partnership
- Filing of Additional Partners
- Change of Name of the Partnership
- All these should be supported by a Supplementary Deed and stamped at the Land Valuation Board

## **SPECIAL RESOLUTION FORM**

It is used to amend the Company's Name, Regulations, Objectives, Increase in Authorized shares, increase/ decrease in stated capital or issued shares through transfer from income surplus or to wind up a Company.

## **CONVERSIONS**

### **CHANGING FROM SOLE PROPRIETORSHIP TO PARTNERSHIP**

- a) Renew your Certificate of Registration to date
- b) Attach letter of cancellation signed by the registered owner
- c) Attach Certificate of Registration and Form A for cancellation
- d) The first object should capture information of the Business Name being acquired and taken over by the new Partnership.
- e) Attach a filled Partnership Agreement stamped at the Land Valuation Board which should confirm if the same name would be used or a different name. The Partnership would necessarily have two Partners including Sole Proprietor

### **CHANGING FROM SOLE PROPRIETORSHIP TO LIMITED LIABILITY COMPANY**

- a) Renew your Certificate of Registration to date
- b) Attach letter of cancellation signed by the Sole Proprietor.
- c) Attach Certificate of Registration and Form A for cancellation
- d) Attach a filled out set of Company Registration Documents, which should include a set of Regulations, Form 3 and Form 4. The first object should capture information of Business Name being acquired and taken over by the new Company.

### **CHANGING FROM SOLE PROPRIETORSHIP TO UNLIMITED LIABILITY COMPANY**

- a) Renew your Certificate of Registration to date
- b) Attach letter of cancellation signed by the Sole Proprietor
- c) Attach the Certificate of Registration and Form A for cancellation
- d) Attach a filled-out set of Company Registration Documents which should include a set of Regulations, Form 3 and Form 4. The first object should capture information of the Business Name being acquired and taken over by the new Company.



## **CHANGING FROM PARTNERSHIP TO LIMITED LIABILITY COMPANIES**

- a) Renew your Certificate of Incorporation to date
- b) Attach letter of cancellation signed by the registered Partners
- c) Attach Certificate of Incorporation and Form B for cancellation together with the Partnership Agreement
- d) Attach a filled out set of Company Registration Document. The first object should capture information of the Partnership being acquired and taken over by the new Company.

## **CHANGING FROM PARTNERSHIP TO UNLIMITED LIABILITY COMPANIES**

- a) Renew your Certificate of Incorporation to date
- b) Attach letter of cancellation signed by the registered Partners
- c) Attach Certificate of Incorporation and Form B for cancellation together with the Partnership Agreement
- d) Attach a filled out set of Company Registration Document. The first object should capture information of the Partnership being acquired and taken over by the new Company.

## **CHANGING FROM UNLIMITED TO LIMITED LIABILITY COMPANIES**

- a) File Annual Returns together with Audited Accounts to date
- b) Attach a Special Resolution from the shareholders of the Company to change the Company from an Unlimited Liability Company to a Limited Liability Company.
- c) Attach the Certificate of Incorporation and Commencement together with the Regulations, Form 3 and Form 4 for cancellation.
- d) Attach a filled out set of Company Registration Documents for Limited Liability Company, together with a Form 3 and 4.
- e) The name of the Company should now have “LIMITED” at the end of the Company name.

### **FILING OF ANNUAL RETURNS**

All Companies must file their Annual Returns 18 months after incorporation and each year thereafter, whether they are operational or non-operational with Audited or Nil Returns. Failure to file Annual Returns would attract a penalty.

### **FILING OF GROUP ACCOUNTS FOR EXTERNAL COMPANIES**

All External Companies must file the Group Accounts of their Parent company yearly. Failure to do this attracts a penalty in addition to a yearly filing fee.

### **RENEWAL OF BUSINESS NAMES**

All Business Names / Sole proprietorships /Subsidiary Business Names must renew their registrations annually whether they are operational or non – operational.

### **RENEWAL OF PARTNERSHIPS**

All partnership must renew their partnership registration annually whether they are operational or not. Failure to do so will attract a penalty.

## **PROCEDURE FOR OFFICIAL LIQUIDATION**

Liquidation is the process of closing down, winding up or dissolving a company.

### **TYPES OF LIQUIDATION**

- Official Liquidation
- Private Liquidation
- Dissolution

### **OFFICIAL LIQUIDATION**

It is a state when a company's liabilities exceeds its assets or when a company is unable to pay its debts as they fall due.

#### **Modes of Liquidation**

By a special resolution of the company through;

- (a) Petition addressed to the Registrar of Companies
- (b) Petition to the Court
- (c) By conversion from a Private Liquidation to Official Liquidation.

By a Court Order

By the Attorney-General

#### **Process involved in executing an Official Liquidation**

- (a) The Official Liquidator requires funds to execute the liquidation, so a minimum amount is paid to open the Liquidation Fund of the Company to quick start the Liquidation.
- (b) The Official Liquidator requests for the Statement of Affairs from all the Directors of the Company
- (c) The Liquidation Order is published in the Gazette

- (d) A Notice is placed in a national daily newspaper calling on all creditors to file their proof of debt before a fixed date and a call is made on all debtors to pay up or make arrangements before a fixed date to pay their debt.
- (e) A Publication of the First Creditors Meeting is made by the Official Liquidator to bring to the Creditors the state of the liquidation.
- (f) Gathering of the Assets of the company by the Official Liquidator.
- (g) Publication of the Second Creditors Meeting is then made.
- (h) Selling/Auctioning of the assets of the company is made by the External Valuer (a Consultant to the Official Liquidator) to pay a declared dividend to the Creditors.

### **PRIVATE LIQUIDATION/ VOLUNTARY LIQUIDATION**

Private liquidation is a process designed to allow an insolvent company to close voluntarily. The decision is made by a Board Resolution but instigated by the directors. 75% of the Company's shareholders must agree to liquidate for liquidation proceedings to advance.

#### **Stages in Private Liquidation**

- A. There should be passed an Affidavit of Solvency by the Directors of the Company.
- B. Special Resolution for the winding up which includes the appointment of a liquidator. The special resolution is passed by the members.
- C. Directors of the Company are to file Annual Returns and Audited Accounts up to date
- D. The Registrar of Companies may issue section 248 (3) of the Companies Act which is a cover letter attached to the Special Resolution filed by the members of the company to be gazetted in the Bulletin.
- E. After the gazette of the special resolution in the Bulletin, the Registrar of Companies will issue section 260 (1) of the Companies Act to strike the company name off the Company Register.
- F. The Registrar will proceed to cancel the Company's name from the Company Register, after the 260 (1) has been gazetted and a copy has been sent to the Registrar of Companies.

## **DISSOLUTION WITHOUT FULL WINDING UP**

### **Process;**

1. The Annual Returns and Auditor's Report should be filed.
2. A letter by an office member or creditor of the company addressed to the Registrar of Companies stating that the company is not carrying on with business or in operation should be provided.
3. The Registrar may write to confirm whether the company has indeed ceased to commence business, or is indeed not in operation as stated in the initial letter.
4. The Registrar may issue section 261(3) of the Companies Act, 1963, (Act 179) for publication in the Gazette indicating the intention to strike out the name of the company from the Company Register.
5. After presenting the intention to strike out Gazette to the Registrar of Companies, the Registrar of Companies will issue section 261(5) indicating that the company has been stricken out of the Company Register.

## **PROCEDURE FOR TRUST ADMINISTRATION (ESTATE)**

### **Step 1**

Receiving and checking of clients Estate documents. Estate Administrator or Administratrix receives and checks client's documents to ensure they are accurate and relevant for the exercise.

These documents may include;

- a) Introductory Letter
- b) Letters of Administration or Probate
- c) Affidavits
- d) Copy of Death Certificate
- e) Pay slip

### **Step 2**

Clients are then interviewed by the legal officers. The inspected Estate documents are sent to the legal officers for clients to be interviewed.

### **Step 3**

Approval of Estate Documents: Estate documents are sent to the Registrar-General for approval.

### **Step 4**

The Documents are sent to the Estate Accounts section to be vetted.

### **Step 5**

Endorsement of Estate Documents by clients: The approved documents are endorsed by the beneficiaries at the Estate Accounts Office to process their cheques.

### **Step 6**

Numbers are given and payment vouchers are typed and sent to internal audit for vetting.

### **Step 7**

After a successful vetting by the Internal Auditors, the cheques are written and signed by the Accountant and Registrar-General.

### **Step 8**

A Cheque list is made and sent to Bank of Ghana.

### **Step 9**

Payment is made to clients in the form of cheques.

## **PROCEDURE FOR MARRIAGE BY A SPECIAL LICENSE UNDER THE MARRIAGE ORDINANCE, CAP 127**

Marriage by a special license registration is the Marriage Registration done solely by the Registrar-General's Department. It is celebrated within 20 days after payment for the ceremony is made at the on-site Bank.

### **Step 1.**

Clients walk into the premises to the Marriage Desk to speak to a Marriage Officer.

### **Step 2**

Clients are interviewed by a Marriage Officer to ensure that all the necessary requirements are met

It includes the following:

- i. Inquire whether they have been married before
- ii. Whether they have been to Accra Metropolitan Assembly office
- iii. Find out what date and where they would like to sign the Marriage Certificate
- iv. Request for identification cards to be presented ( voters, passport, driving license)
- v. Inquire about the Decree Nisi (Divorce Certificate and present documents if any
- vi. Ask if couple are resident in Ghana
- vii. Ask if they need assistance to complete the requisite Forms presented to them after all requirements are met.

### **Step 3**

Couple swears in the presence of a Commissioner for Oaths

#### **Step 4**

Document is sent for minuting. This is done by Senior Marriage Officers only

#### **Step 5**

Documents are sent to lawyers for vetting and approval

#### **Step 6**

Information is captured by a data entry officer

#### **Step 7**

A Payment is made by the couple to the onsite bank

#### **Step 8**

Upon presentation of a receipt, the Certificate is written and the Marriage celebrated with 2 witnesses for each marriage party.

### **PROCEDURE FOR MARRIAGE BY REGISTRAR'S CERTIFICATE**

Marriage by a Registrar's Certificate requires a Registrar's Certificate from the MMDAs. Applicants are given 21 days' notice by MMDAs to receive the Registrar Certificate for the celebration to be done at the place of their choice but it must be in a Registered /Gazetted premises by a Registered /Gazette Marriage Officer. Those who choose to celebrate their marriage at Registrar-General's Department go through the following steps:

#### **Step 1.**

Request for a Registrar Certificate from Accra Metropolitan Assembly

#### **Step 2**

Request for the identification card of couple (voters, passport, driving license)

#### **Step 3**

Marriage Officers assist clients in booking a date



#### **Step 4**

The clients go for minuting of their documents. This is done by Senior Marriage Officers only

#### **Step 5**

Documents are sent to lawyers for vetting and approval

#### **Step 6**

Information is captured by a data entry officer

#### **Step 7**

A Statutory Payment is made by the couple at the on-site bank

#### **Step 8**

Upon presentation of the receipt, a Certificate is written and the Marriage is celebrated on the booked date with 2 witnesses for each marriage party

### **PROCEDURE FOR MARRIAGES CELEBRATED BY ONLY THE PRINCIPAL REGISTRAR OF MARRIAGES UNDER A SPECIAL LICENCE IN UNLICENSED PREMISES**

Those who choose not to celebrate their marriage at Registrar-General's Department (RGD) but opt for a weekend celebration go through the following steps;

#### **Step 1**

Present identification card of couple (voters, passport, and driving license) to the marriage officials at the RGD marriage office

#### **Step 2**

Marriage Officers assist clients in booking a date

#### **Step 3**

The clients go for minuting of their documents. This is done by Senior Marriage Officers only

#### **Step 4**

Documents are sent to lawyers for vetting and approval

#### **Step 5**

Information is captured by a data entry officer

#### **Step 6**

A Statutory Payment is made by the couple at the on-site bank

#### **Step 7**

Upon presentation of the receipt, a Certificate is written and the Marriage is scheduled to be celebrated on the booked date and at the venue chosen by the celebrant.

#### **Step 8**

A little fee is taken for the inconvenience by the Principal Registrar who will be attending over the weekend to celebrate the marriage.

#### **Step 9**

The Principal Registrar of marriages takes the marriage booklet to the venue to celebrate the marriage with 2 witnesses for each marriage party.

## **PROCEDURE FOR REGISTERING A TRADEMARK**

1. Conducting of Trademark Search (optional)
2. Applicants must complete prescribed Trademark Form No. 2 with the following require
  - Entity name or personal name
  - Address and Location of entity or residence
  - Tel no. and Email
  - Classes of goods and services
  - Signature of the applicant and entity stamp
3. Payment of trademark application is made in house
4. The registry have to receive the Trademark application with their stamp
5. The applicant is issue with acknowledge letter which indicate the application number, filing date and described brand name or logo.
6. The office must sure that the application meet requirement of the trademark act 664, 2004.
7. When the application is refuse, quire and approve, the office send notification letter to the entity or applicant.
8. Payment of the trademark certificate
9. The applicant can apply for change of name/address, assignment, opposition, register user
10. Renewal of trademark for 10years
11. Certify copy of the certificate when the original certificate is lost

## **PROCEDURE FOR REGISTERING A PATENT**

1. Applicant pays for application according to Section 5(2) of Act 657 of Patent Act 2003
2. Application received at the main registry and stamped
3. Application acknowledged according to Section 9(1) and a filing date accorded
4. Application acknowledged according to Section 9(2) of Patent Act 2003 where the application did not at the time of receipt, fulfill the requirements referred to in Section 9(1)
5. Formality examiner after according a filing date, shall examine whether the application complied with the requirements of Sections 5(1), (2), (3) and (4)
6. Formality examiner conducts a further formality examination
  - i) Where there are no mistakes/omissions and application
  - ii) Where there are mistakes/omissions, Form No. 5 is issued
  - iii) Where the application fails Formality Examination, Form No. 6 is issued
  - iv) Applicant may appeal against decision (Form No. 6)
7. Where the application fulfills formality requirements, a letter is issued and scanned together with patent documents for Search and Substantive Examination Report
8. Patent registry receives Search and Substantive Examination Report
9. Formality Examiner conducts further examination to ensure that the application conforms with the Ghana Patent Act, 2003 (ACT 657)
  - i) Where substantive examination fails, Form No. 9 issued.
  - ii) Applicant may appeal.
  - iii) Where application passes substantive examination Form No. 10 is issued for grant.
10. Applicant makes payment for grant and publication within three months from the date of notification
11. After payment for grant, Form No. 11/11a is prepared for publication
12. After publication, applicant files a copy of gazette through the main registry
13. Form No. 12 is prepared and sealed for the Registrar to certify
14. Applicant/Agent collect Certificate from the Patent Registry

## **PROCEDURE FOR REGISTERING AN INDUSTRIAL DESIGN**

1. Applicant must complete prescribed Industrial Design Aripo Form 28 and Textile Design Form 2 and 2A with the following required:
  - Entity name or personal name
  - Address, Residence, Email and Phone number
  - Creator name
  - Graphical reproduction of Design (3 copies)
  - Brief description of the design
2. Payment of the Industrial Design
3. The Registry receives the Industrial Design application with their stamp
4. The applicant is issued with acknowledgement letter which indicates the application number, filing date and described design.
5. The office must ensure that the application meets requirement of the Industrial Design Act 660, 2003
6. When the application is refuse, quire and approve, the office send notification letter to the entity or applicant
7. Payment for Industrial Design certificate
8. The applicant can apply for change of name/address, assignment, opposition, register user
9. Renewal of Industrial Design for every 5years to 15years
10. Certify copy of the certificate when the original certificate is lost

## **COMPLAINTS PROCEDURE**

- One has to make a verbal complaint to the Client Service Unit for the issue to be dealt with there and then, (face to face.)
- The individual has to write down his or her complaints or problems and drop it in the suggestion box which will be addressed on later date
- The complainant can call the office to make a complaint and make an appointment to visit the office.
- If in doubt about any procedure/issue on any service rendered, clients can walk to the help desk at the Front Office.

## **REGISTRAR-GENERAL'S DEPARTMENT OFFICE LOCATIONS AND CONTACTS**

### **Accra Office:**

Opposite Ghana News Agency  
P.O.Box 118, Accra  
Tel: 0302-664691-3  
www.rgd.gov.gh  
Client Service Unit Ext 247  
Fax: (233) 0302-666081

### **Sekondi/Takoradi Office:**

Ministries  
P.O.Box 251 Sekondi  
Tel: 0312048528

### **Kumasi Office:**

Opposite Kumasi Catering Rest House  
Behind the Kumasi High Court  
Tel: 0332042152  
Fax: (233)-5183153

### **Tamale Office**

Regional Office, Tamale  
Tel: 0372023715

### **Ghana Industrial Property Office**

In the Building with the Ministry of Business Development  
P.O.Box 118, Accra

### **For suggestion Please contact:**

The Head of Public Relations or Client Service Unit on  
Tel: 0302-664691-93EXT 247 or 0302-666081  
Fax: 0302-666081 or write to P.O.Box 118 Ministries, Accra.