



THE REPUBLIC OF KENYA

LAWS OF KENYA

THE COMPANIES ACT

NO. 17 OF 2015

Revised Edition 2021 [2015]

Published by the National Council for Law Reporting
with the Authority of the Attorney-General

www.kenyalaw.org

NO. 17 OF 2015

COMPANIES ACT

ARRANGEMENT OF SECTIONS

PART 1 – PRELIMINARY

Section

1. Short title and commencement
2. Objects of this Act
3. Interpretation of provisions of this Act
4. Provisions supplementing definition of “holding company” in section 3

PART II – COMPANIES AND COMPANY FORMATION

Division 1 — Types of companies

5. Limited companies
6. Companies limited by shares
7. Companies limited by guarantee
8. Unlimited companies
9. Private companies
10. Public companies

Division 2 — Formation and registration of companies

11. Method of forming company
12. Memorandum of association
13. Registration documents
14. Statement of capital and initial shareholdings
15. Statement of guarantee
16. Statement of proposed officers
17. Registrar to register company if requirements of Act are complied with
18. Registrar to issue company with certificate of incorporation
19. Effect of registration

PART III – A COMPANY'S CONSTITUTION

Division 1 — Articles of Association

20. Regulation may prescribe model articles
21. Default application of model articles
22. Amendment of articles
23. Effect of amendment of articles on company's members
24. Amended articles to be sent to Registrar
25. Registrar's notice to comply in case of failure with respect to amended articles
26. Existing companies provisions of memorandum treated as provisions of articles

Division 2 — Resolutions and agreements affecting company's constitution

27. Copies of resolutions or agreements recorded by Registrar
28. Statement of company's objects

Division 3 — Supplementary provisions

29. Documents to be provided to members
30. Effect of company's constitution
31. Right to participate in profits otherwise than a member is void
32. Application to single member companies of enactment and rules of law

PART IV – CAPACITY OF COMPANY

33. Company's capacity
34. Power of directors to bind company
35. Company contracts
36. Constitutional limitations: transactions involving directors or their associates
37. Execution of documents
38. Deleted
39. Execution of deeds by companies
40. Execution of deeds or other documents by attorney
41. Authentication of documents
42. Deleted
43. Deleted
44. Pre-incorporation contracts, deeds and obligations
45. Execution of bills of exchange and promissory notes by companies
46. Company to have registered office
47. Company to notify change of address of registered office

PART V – NAME OF COMPANY

Division 1 —General Requirements

48. Reservation of name
49. Prohibited names
50. Name suggesting connection with the State or local or public authority
51. Applicant to seek views of specified public officer or body if regulations so require
52. Regulations may permit or prohibit the use of certain characters, signs or symbols

Division 2— Indications of type of company, etc

53. Registration of public limited companies
54. Registration of private limited companies
55. Exemption from requirement to use of "limited"
56. Inappropriate use of company type or legal form

Division 3 — Similarity to names of other companies

57. Name not to be the same as another in the index
58. Power to direct change of name in case of similarity to existing name
59. Power to make regulations for purposes of sections 57 and 58

Division 4 — Powers of Registrar to direct company to change its name in specified circumstances

60. Power of Registrar to direct company to change its name because of misleading information given for registration of company or because its name gives misleading indication of company's activities
61. Company may apply to court for order to quash direction under section 60

Division 5— Changes of company names

62. Company may change the name
63. Change of name by special resolution
64. Change of name by means provided for in articles of company
65. Change of name: registration and issue of certificate of change of name
66. Effect of change of name

Division 6— Requirement of company to disclose name

67. Company to display its company name etc
68. Minor variations in form of name

PART VI – ALTERATION OF STATUS OF COMPANIES*Division 1 — Conversion of companies: overview*

69. How companies may alter their status

Division 2 — Conversion of private company into public company

70. Conversion of private company to public company
71. Requirement as to share capital
72. Requirements as to net assets
73. Recent allotment of shares for non-cash consideration
74. Requirements for registration of conversion of private company
75. Statement of proposed secretary
76. Registrar to issue certificate of incorporation on registration of conversion

Division 3— Conversion of public company into private company

77. Conversion of public company into private limited company
78. Application to Court to cancel conversion resolution
79. Notices of application to Court and court order application or order to be given to Registrar
80. Requirements for registration of conversion of public company into private company
81. Registrar to issue certificate of incorporation on registration of conversion

Division 4— Conversion of private limited company into unlimited company

82. Registration of conversion of private limited company into unlimited company
83. Requirements for application for registration of conversion of company into unlimited company
84. Registrar to issue certificate of incorporation on registration of conversion

Division 5 — Conversion of unlimited company into private limited company

85. Conversion of unlimited company into a private limited company
86. Requirements for registration of unlimited company as private limited company
87. Registrar to issue certificate of incorporation on registration of conversion
88. Statement of capital required if company already has share capital

Division 6 — Conversion of public company into unlimited private company with share capital

89. Conversion of public company into private and unlimited company