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THE BUSINESS LAWS (MISCELLANEOUS AMENDMENTS) ACT, 2011

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**NOTICE**

This Bill to be submitted to the National Assembly is published for general information to the public together with a statement of its objects and reasons.

Dar es Salaam,  
28<sup>th</sup> July, 2011

PHILLEMONT L. LUHANJO,  
*Secretary to the Cabinet*

**A BILL**

*for*

**An Act to amend laws which regulates the conduct of business with a view to create more conducive climate for doing business in Tanzania.**

ENACTED by Parliament of the United Republic of Tanzania.

**PART I**  
**PRELIMINARY PROVISIONS**

Short title                    1. This Act may be cited as the Business Laws (Miscellaneous Amendments) Act, 2011.

Amend-  
ment of  
Business  
Laws                    2. The laws specified in Parts II, III, IV, V, VI, VII, VIII and IX are amended in the manner specified in their respective Parts.

**PART II**  
**AMENDMENT OF THE BUSINESS NAMES (REGISTRATION) ACT,**  
**(CAP.213)**

Constru-  
ction  
Cap.213                    3. This Part shall be read as one with the Business Names (Registration) Act, hereinafter referred to as "the principal Act".

Amend-  
ment of  
the long  
title                    4. The principal Act is amended in the long title by repealing and substituting for it the following:

“An Act to provide for the registration of firms, individuals and corporations carrying on business under a business name and to provide for other related matters.”

Amendment of section 1

5. The principal Act is amended in section 1, by deleting the word “(Registration)”.

Amendment of section 2

6. The principal Act is amended in section 2, by-

- (a) inserting the words “every trade and” between the words “includes” and “profession” appearing in the definition of the term “business”;
- (b) adding in its appropriate alphabetical order the following new definitions:

“carrying on business” includes establishing a place of business and soliciting or procuring any order from any person in Tanzania;

“the Registrar” means the Registrar or any of the Deputy Registrars performing the functions of registration of business names under this Act;

“Minister” means the Minister responsible for trade;

“corporation” means any legal person that possess a corporate personality status;

“correspondence address” includes e-mail, fax, website and telephone numbers; and

“surname” in relation to a peer or person usually known by a title different from his surname, means that title.”

Amendment of section 3

7. The principal Act is amended in section 3, by-

- (a) deleting subsection (1) and substituting for it the following:

“(1) The Minister may appoint a Registrar, Deputy Registrar and such Assistant Registrars as may, from time to time, be required for the purposes of this Act.”; and

- (b) inserting the words “and Assistant” between the words “Deputy” and “Registrar” appearing at the end of subsection (2).

Amend-  
ment of  
section 6

8. The principal Act is amended in section 6(1), by-
- (a) deleting the words "send by post" appearing in subsection (1);
  - (b) adding the phrase "its postal and any other correspondence address" at the end of paragraph (a); and
  - (c) deleting the phrase "twenty one years, it shall be sufficient for him to state his age as full age" appearing in the proviso and substituting for it the phrase "eighteen years, and that the use of general terms such as wholesale, retail, general merchandise to describe nature of business is avoided."

Amend-  
ment of  
section 8

9. The principal Act is amended in section 8, by deleting the words "twenty-eight" and substituting for them the word "fourteen".

Amend-  
ment of  
section 9

10. The principal Act is amended in section 9 as follows:

- (a) in subsection (1), by-
  - (i) deleting paragraph (b) and substituting for it the following new paragraph (b):  
"(b) which is expressing or implying the sanction, approval or patronage of the Government;";
  - (ii) adding immediately after paragraph (d) the following new paragraph (e):  
"(e) which in the opinion of the Registrar, is undesirable;".
  - (iii) deleting the "full stop" and substituting for it a "comma" and inserting immediately thereafter the word "and";
- (b) in subsection (3), by deleting the words "twenty-eight" and substituting for them the word "fourteen"; and
- (c) in subsection (4), by deleting the phrase "whose decision shall be final".

Amend-  
ment of  
section  
11

11. The principal Act is amended in section 11, by deleting the words "twenty-eight" and substituting for them the word "fourteen".

Amend-  
ment of  
section  
12

12. The principal Act is amended in section 12, by-

(a) deleting subsection (1) and substituting for it the following new subsection:

“(1) Where a business name sought to be registered under this Act is in contravention of section 9(1) or is by inadvertence or otherwise, registered, the Registrar may submit, by correspondence address, a notice addressed to the person in relation to whom the name is registered at the place shown in the register where business is carried on under that name:

(a) stating the Registrar’s proposal to cancel the registration of that name upon expiration of a period of not more than twenty one days; and

(b) stating the reasons for the proposed cancelation.”;

(b) deleting the phrase “whose decision shall be final” appearing in subsection (2).

Amend-  
ment of  
section  
13

13. The principal Act is amended in section 13, by deleting the words “two hundred” and substituting for them the words “five hundred”.

Amend-  
ment of  
section  
18

14. The principal Act is amended in section 18, by deleting the words “five thousand” and substituting for them the words “one hundred thousand”.

Amend-  
ment of  
section  
20

15. The principal Act is amended in section 20, by-

(a) deleting the words “to send by correspondence address or” appearing in subsection (1) and substituting for them the word “to”; and

(b) adding immediately after subsection (4) the following new subsections:

“(5) Upon removal from register, any firm, individual or corporation, that firm, individual or corporation shall, within twenty one days, from the date of the expiration of the notice of removal from the register, surrender to the Registrar, any certificates issued under this Act.

(6) Upon receipt of a certificate in terms of subsection (4), the Registrar shall cancel that certificate.”

Addition  
of section  
25A

**16.** The principal Act is amended by adding immediately after section 25 the following new section:

“Forms

**25A.** Every certificate issued under this Act shall be in the form set out in the Second Schedule to this Act.”

### PART III

#### AMENDMENT OF THE COMPANIES ACT, (CAP. 212)

Construc-  
tion  
Cap.212

**17.** This Part shall be read as one with the Companies Act, hereinafter referred to as “the principal Act”.

Amend-  
ment of  
section 3

**18.** The principal Act is amended in section 3(1), by deleting a full stop at the end of that subsection and insert thereat the phrase “save for a limited liability single shareholder company formed by an individual.”

Amend-  
ment of  
section 4

**19.** The principal Act is amended in section 4(1), by inserting between the words “English” and “language” the words “or Kiswahili”.

Amend-  
ment of  
section 9

**20.** The principal Act is amended in section 9(2), by inserting between the words “English” and “language”, appearing in paragraph (a), the words “ or Kiswahili”.

Amend-  
ment of  
section  
14

**21.** The principal Act is amended in section 14(2), by adding immediately after the words “or registered officer” the phrase “e-mail addresses, telephone, fax numbers and websites, if any”.

Amend-  
ment of  
section  
26

**22.** The principal Act is amended in section 26, by-

- (a) designating the contents of section 26 as subsection (1);
- (b) deleting a full stop at the end of subsection (1) as re-designated and inserting thereat the phrase “save for limited liability single shareholder company”; and

(c) adding immediately after subsection (1) the following new subsection:

“(2) The single shareholder shall, where he contravenes the provisions of this Act, be sued personally and in his own name.”

Addition  
of section  
26A

**23.** The principal Act is amended by adding immediately after section 26 the following new section:

“Single  
share-  
holder

**26A.**-(1) A limited liability single shareholder company shall be formed by one member.

(2) The company’s list of members shall contain:

- (a) the name and address of the sole member; and
- (b) identification and a statement that the company contains only one member.

(3) Where the membership of a limited liability single shareholder company increases from one to two or more, the occurrence of that event shall be entered into the company’s register of members with-

- (a) the name and address of the person who was formerly the sole member;
- (b) a statement that the company ceased to have one member; and
- (c) the date on which that event occurred.

(4) A company or any officer of the company who contravenes the provisions of this section commits an offence and shall on conviction be liable to a fine of shillings five million or to imprisonment for a term of two years or to both.

(5) The Minister may make regulations and rules for carrying out the provisions of this section.”

Amend-  
ment of  
section  
69

**24.** The principal Act is amended in section 69(4), by deleting the words “five working days” and substituting for them the words “fourteen working days”.

Amend-  
ment of  
section  
186

**25.** The principal Act is amended in section 186, by deleting a full-stop at the end of that section and inserting thereat the phrase “save for a limited liability single shareholder company which shall have one Director.”

Amend-  
ment of  
section  
187

26. The principal Act is amended in section 187, by adding immediately after subsection (3), the following new subsection:

“(4) The requirement for a company to have a Secretary as provided for under subsection (1) shall not be necessary for a limited liability single shareholder company.

Amend-  
ment of  
section  
275

27. The principal Act is amended by repealing section 275 and substituting for it the following provisions:

“Jurisdi-  
ction to  
wind-up  
companies  
registered  
in Tanzania

275.-(1) The High Court shall have jurisdiction to wind up any company registered in Tanzania and a body corporate as provided for in section 279(1).

(2) The District or Resident Magistrate Court shall have original jurisdiction to wind-up a single shareholder company registered in Tanzania and a body corporate.

(3) The provisions of sections 276, 277, 278 and 279C(1) shall not apply to a limited liability single shareholder company.

(4) The Minister may make regulations governing the winding-up of a limited liability single shareholder company.”

Amend-  
ment of  
section  
436

28. The principal Act is amended in section 436, by adding immediately after subsection (2) the following new subsections:

“(3) Where a foreign company change its name in the country of origin, that company shall, within thirty days of the change, submit to the Registrar a certified copy of the certificate of change of name.

(4) Upon receipt of the certified copy, the Registrar shall issue a certificate of change of name.

(5) The Registrar shall not issue a certificate of change of name of a foreign company if the new name is similar to the name existing in the Register of Companies.

(6) Where the Registrar cannot issue a certificate of change in terms of subsection (5), the Registrar shall advise the foreign company concerned to submit an alternative name.”

PART IV

AMENDMENT OF THE TANZANIA TRADE DEVELOPMENT AUTHORITY ACT,  
(CAP. 155)

Constru-  
tion  
Cap.155

29. This Part shall be read as one with the Tanzania Trade Development Authority Act, hereinafter referred to as "the principal Act".

Amend-  
ment of  
section 5

30. The principal Act is amended in section 5, by-

- (a) inserting the words "and regulate" between the words "integrate" and "the" appearing in paragraph (b) of subsection (1);
- (b) adding immediately after paragraph (o) the following new paragraph:

"(p) authorize any person, organization or institution wishing to undertake within and outside Tanzania any international trade fair exhibition and to facilitate, assist and where necessary provide consultancy and technical advisory services to such person, organization or institution."

Amend-  
ment of  
section 12

31. The principal Act is amended in section 12, by -

- (a) adding immediately after paragraph (c) the following new paragraph:
  - "(d) fee and levy or charge from services provided;" and
- (b) renaming paragraph (d) as paragraph (e).

Amend-  
ment of  
section 20

32. The principal Act is amended in section 20, by deleting the designation "Tanzania Trade Development Authority" and substituting for it the designation "Board of External Trade."

Amend-  
ment of  
the  
Schedule

33. The principal Act is amended in the Schedule, by-

- (a) adding immediately after paragraph 1(1) the following new paragraph:
  - "(g) one member from the Ministry responsible for local government;"

- (b) renaming paragraphs (f), (g) and (h) as paragraphs (g), (h) and (i), respectively.

**PART V**

**AMENDMENT OF THE MERCHANDISE MARKS ACT,  
(CAP.85)**

Constru-  
ction  
Cap.85

**34.** This Part shall be read as one with the Merchandise Marks Act, hereinafter referred to as “the principal Act”.

Amend-  
ment of  
section 2

**35.** The principal Act is amended in section 2, by inserting in its appropriate alphabetical order the following new definitions:

“intellectual property rights include any right protected under:

Cap. 218  
Cap. 326  
Cap. 217  
Cap. 344

- (a) the Copyright and Neighbouring Right Act;
- (b) the Trade and Service Marks Act;
- (c) the Patents Act;
- (d) the Protection of New Plant Varieties Act; and
- (e) any other related law;

“counterfeit goods” means goods that are a result of counterfeiting and includes any goods generally known as pirated goods and any other means used for counterfeiting;

“exporter” includes any person who, at the relevant time:

- (a) is the owner or is in control or possession of any goods exported or to be exported from Mainland Tanzania;
- (b) carries the risk for any goods so exported or to be exported;
- (c) represents or acts as if he is the exporter or owner of any goods so exported or to be exported;
- (d) takes or attempts to take any goods from Tanzania;
- (e) has a beneficial interest, in any manner or of any nature whatsoever, in any goods so exported or to be exported;
- (f) acts on behalf of any person referred to in paragraphs (a), (b), (c) or (d); or
- (g) in relation to imported goods destined for exportation from Tanzania, includes the manufacturer, producer, maker, supplier or shipper of those goods or any person inside or outside Tanzania representing or acting on behalf of such a manufacturer, producer, maker, supplier or a shipper;

“importer” includes any person, who at the material time-

- (a) is the owner or is in control or in possession of any goods imported or to be imported into Tanzania;
- (b) carries the risk for any goods imported or to be imported;
- (c) represents, or acts as if he-
  - (i) is the importer or owner of any goods so imported;
  - (ii) actually brings or attempts to bring any goods into Mainland Tanzania;
  - (iii) has a beneficial interest, in any manner or of any nature whatsoever, in any goods so imported or to be so imported; and
- (d) acts on behalf of any person referred to in paragraphs (a), (b) or (c);

“protected goods” means-

- (a) goods featuring, bearing, embodying or incorporating the subject matter of an intellectual property right with the authority of the owner of that intellectual right or goods to which that subject matter has been applied by that owner or authority;
- (b) any particular class kind or kind of goods which, in law, may feature, bear, embody or incorporate the subject matter of an Intellectual Property Right only with the authority of the owner or to which that subject matter may in law be applied by that owner or with the authority, but which has not yet been manufactured, produced or made to which that subject matter is not yet applied, with the authority of ,or by that owner, whichever is applicable;

“vehicle” means motorcar, van, truck, trailer, caravan, cart, barrow, train, aircraft, ship, boat or other vessels and any other vehicle, craft or means of conveyance of any kind whatsoever, whether self propelled or not as well as any pack animal; and

“place” includes premises or any container or freight container irrespective of its size at, or in such place or premises;”.

Amend-  
ment of  
Part II

**36.** The principal Act is amended by deleting a title to Part II and substituting for it the following new title:

**“PROHIBITION TO DEAL IN COUNTERFEIT GOODS”**

Amend-  
ment of  
section 3

37. The principal Act is amended in section 3, by-

(a) repealing subsection (1) and substituting for it the following:

“(1) It shall be an offence for any person, who in the course of trade or for the purpose of trade or any other purpose, to-

(a) own, be in possession or control of any counterfeit goods;

(b) manufacture, produce or make any counterfeit goods;

(c) sell, hire out, barter or exchange, or offer or offer for sale counterfeit goods;

(d) expose or exhibit any counterfeit goods;

(e) distribute counterfeit goods;

(f) own or be in possession or in control of any die, block, machine or other instrument for the purpose of or use for counterfeiting;

(g) import into, export, transit through or trans-ship within or outside Tanzania, except for private or domestic use of the importer or exporter of any counterfeit goods;

(h) apply any false trade description of goods; or

(i) dispose in any other manner, any counterfeit goods;” and

(b) adding immediately after subsection (1), the following new subsection:

“(2) A holder of an intellectual property right or, his successor in title, a licensee or agent who, in respect of any protected goods, has reasonable cause to suspect that an offence under section (3) has been or is being committed by any person may make a complaint to the Chief Inspector.”

Amend-  
ment of  
section 10

38. The principal Act is amended in section 10, by inserting the word “Mainland” between the words “into” and “Tanzania”.

Amend-  
ment of  
section 11

39. The principal Act is amended in section 11, by inserting the word “Mainland” between the words “into” and “Tanzania”.

Amend-  
ment of  
section 12

40. The principal Act is amended in section 12, by-

- (a) inserting the words “ place or vehicle” between the words “premises” and “in”; and
- (b) deleting subsection (5).

Amend-  
ment of  
section 16

41. The principal Act is amended in section 16(2), by inserting the word “Mainland” between the words “to” and “Tanzania”.

Addition  
of  
sections  
18B and  
18C

42. The principal Act is amended by adding immediately after section 18A, the following new sections:

“Prohibition to  
host websites in  
contravention of  
the Act

**18B.**-(1) Any person who hosts, operates or manages any website or other electronic network by or through which counterfeit goods or copyright infringing materials are displayed or advertised, commits an offence.

(2) Upon receipt of a complaint from the owner of intellectual property right, the Chief Inspector shall forthwith issue a notice in writing to the service provider to expeditiously disable access to the website or remove the relevant material from the website not later than three days after receipt of such request.

(3) Any person who contravenes the provision of subsection (2), commits an offence and shall be liable upon conviction, to a fine not exceeding twenty million shillings or imprisonment for a term not exceeding two years or to both.

(4) The Chief Inspector may, in his reasonable discretion and the powers conferred upon him under subsection (2), decline to accept any complaints of material from the website unless the owner of the intellectual property right on whose behalf the power is to be exercised has furnished security to the Chief Inspector of the amount

and manner that the Chief Inspector of such require to indemnify the other inspectors against any liability that may be incurred in the exercise of such power.

Prohibition to  
advertise  
counterfeit  
goods

**18C.** Any person who-

(a) advertises counterfeit goods through any media;

(b) aids, abets or assists in the advertising of counterfeit goods in any media whatsoever,

commits an offence, and upon conviction shall be liable to a fine not exceeding twenty million shillings or to imprisonment for a term not exceeding two years."

#### **PART VI**

#### **AMENDMENT OF THE URBAN PLANNING ACT, (CAP. 355)**

Contra-  
ction  
Cap. 355

**43.** This Part shall be read as one with the Urban Planning Act, hereinafter referred to as "the principal Act".

Amend-  
ment of  
section 2

**44.** The principal Act is amended in section 2-

(a) by inserting in their respective alphabetical order the following new definitions:

"Detailed Planning Scheme" means town planning drawings, redevelopment schemes, regularizations schemes and squatter upgrading schemes which are prepared and adopted pursuant to the provisions of section 15;

"General Planning Scheme" means master plans, interim land use plans and regional plans prepared pursuant to section 12;

(b) in the definition of the term "conservation", by-

(i) inserting immediately after the words "conservation area" the words "pursuant to this Act";

- (ii) deleting the word "or" appearing at the end of paragraph (a).
- (c) by adding immediately after paragraph (b) the following new paragraphs:
  - (a) the protection of natural environment at any given place; or
  - (b) the preservation from waste, damage or destruction;"
- (d) in the definition of the term "development", by deleting the word "operation" wherever it appears in that definition and substituting for it the word "operations";
- (e) in the definition of the term "dwelling", by deleting the words "party walls" and substituting for them the words "party-walls"; and
- (f) in the definition of the term "fence", by deleting the word "such".

Amend-  
ment of  
section 6

45. The principal Act is amended in section 6, by adding immediately after subsection (3) the following new paragraphs:

"(4) The Director may appoint registered town planners for any or all zones who shall, subject to his direction, perform duties and exercise powers imposed to him under this Act.

(5) There shall be an appointed Zonal Assistant Directors of urban planning.

(6) The Zonal Assistant Directors shall be the principal advisors to the Director on land use planning issues pertaining to a specific zones.

(7) Without prejudice to subsection (6), the Zonal Assistant Director shall-

- (a) scrutinize all town planning drawings, regularization schemes, squatter upgrading schemes, monitor and evaluate their implementation; and
- (b) coordinate the preparation of the general planning schemes.

(8) In appointing Zonal Assistant Directors under this section, regard shall be had to a person of proven probity with qualifications, skills and practical experience in urban and rural planning and who is fully registered town planner.

Amend-  
ment of  
section 7

46. The principal Act is amended in section 7(1), by inserting immediately after the words “municipal council” the words “district council”.

Amend-  
ment of  
section 8

47. The principal Act is amended in section 8(4), by inserting immediately after the words “planning area” the phrase “or through media as may be appropriate”.

Amend-  
ment of  
section 11

48. The principal Act is amended in section 11, by:

(a) deleting subsection (1) and substituting for it the following:

“(1) The planning authority shall, within three months after the declaration of the planning area, prepare a draft general scheme and present the draft general scheme to the meeting of all stakeholders, which may include landholders, public and private institutions, community based organizations and non governmental organizations in the area.”

(b) deleting the word “six” appearing in subsection (2) and substituting for it the word “three”.

Amend-  
ment of  
section 14

49. The principal Act is amended in section 14, by adding immediately after subsection (3) the following new subsection:

“(4) The Chief Executive Officer of the planning authority which failed to comply with the preceding provisions of this section shall be liable to disciplinary proceedings.

Amend-  
ment of  
section 15

50. The principal Act is amended in section 15, by-

(a) deleting the word “notwithstanding” appearing in subsection (1);

(b) deleting subsection (2) and substituting for it the following:

“(2) A planning authority may, between the material date and coming into effect of a general planning scheme, adopt with or without modification, a detailed scheme prepared by a landowner or a group of landowners in respect of the land comprised therein, provided that the scheme is consistent with the general planning schemes.”

Amend-  
ment of  
section 16

51. The principal Act is amended in section 16, by-

- (a) inserting the words “and optimal” between the words “intensive” and “use” appearing in subsection (1).
- (b) inserting the phrase “where consolidation or amalgamation of land may be part of the planning area” between the words “re-development” and “of” appearing in subsection (2).

Repeal  
and  
replace-  
ment of  
section 17

52. The principal Act is amended by repealing section 17 and substituting for it the following:

“Approval of  
detailed  
planning

17.-(1) Any detailed planning scheme shall be submitted to the Regional Secretariat for scrutiny and, on receipt of the scheme, the Regional Secretariat may forward the scheme to the Director or appointed approving officer, where applicable, either without or subject to such conditions and modifications as it may be considered necessary or may direct the planning authority to prepare a new scheme.

(2) A detailed panning scheme shall be submitted for approval to the Director.

(3) The Director may delegate his powers of approving detailed planning schemes to a person with a proven probity, qualification, skills and practical experience in town planning stationed at the Regional Secretariat office.

(4) Any scheme submitted to the appointed approving officer or Director shall be approved within thirty days from the date the scheme is submitted and unless it is disapproved, the Director or appointed approving officer shall furnish the relevant planning authority with written grounds for disapproval within that period.

(5) The Planning authority may, refer to the Director, in a prescribed manner and within thirty days from the date of notification if not satisfied with the suspension or cancellation of the scheme done by the appointed approving officer.

(6) The Director may approve or uphold disapproval the scheme.”

Repeal  
and  
replace-  
ment of  
section  
20

**53.** The principal Act is amended by repealing section 20 and substituting for it the following-

“Publica-  
tion in  
the  
*Gazette*

**20.-(1)** The Minister shall, within thirty days, cause a redevelopment and renewal schemes to be published in the *Gazette* with a statement that the scheme has been approved with or without modification and those schemes may be inspected during working hours at places and times specified in the notice.

(2) A redevelopment and renewal scheme shall take effect seven days after the date of publication in the *Gazette*.”

Repeal  
and  
replace-  
ment of  
section  
21

**54.** The principal Act is amended by repealing section 21 and substituting for it the following:

“Inspe-  
ction by  
public

**21.-(1)** All schemes approved under section 17, shall within thirty days, be submitted to the Director and the appointed approving officer shall retain a copy and such schemes may be inspected by public during working hours and the copy of which shall be made available to any person who request the copy upon the payment of a prescribed fee.

(2) The Director may, where he is not satisfied, by order in a prescribed form accompanied with a statement on the reasons to do so, suspend or cancel any approval granted by the approving officer.”

Amend-  
ment of  
section  
24

**55.** The principal Act is amended in section 24(6), by inserting a “comma” between the words “beaches” and “wetlands”.

Amend-  
ment of  
section  
28

**56.** The principal Act is amended in section 28-

- (a) by designating the content of section 28 as section 28(1);
- (b) in subsection (1) as designated, by:
  - (i) deleting the word “all” appearing in paragraph (d);
  - (ii) inserting the words “various uses including” between the words “for” and “greenbelt” appearing in paragraph (f);
- (c) by adding immediately after subsection (1) as designated the following new subsection (2):

“(2) Where it comes to the notice of the Director that a planning authority has not fully exercised its powers on the control of the development, either in whole or in part, he shall order such planning authority to do so.”

Repeal  
and  
replace-  
ment of  
section  
30

**57.** The principal Act is amended by repealing section 30 and replacing it with the following:

“Change  
of use

**30.** Any person who intends to change or vary the use of any land shall comply with the conditions prescribed by the Minister in the regulations.”

Amend-  
ment of  
section  
31

**58.-(1)** The principal Act is amended in section 31, by deleting subsection (1), and substituting for it the following:

“(1) A person shall not subdivide that land unless that person obtains written approval from the Director and a copy of a written approval shall be forwarded by the Director to the Commissioner for Lands together with a plan of the approved subdivision on which dimensions of all lots, widths of streets and back lanes and such other particulars as the planning authority may consider necessary.”

*Business Laws (Miscellaneous Amendments)*

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Amendment of section 32

**59.** The principal Act is amended in section 32(1), by deleting the phrase “to the planning authority or the Director as the case may be”.

Amendment of section 33

**60.** The principal Act is amended in section 33(2), by deleting the words “planning authority” and substituting for them the word “Director”.

Amendment of section 34

**61.** The principal Act is amended in section 34, by deleting subsection (3) and substituting for it the following:

“(3) Subject to the provision of this section and without prejudice to sub-section (1), where a person who is liable to pay a penalty granted under sub-section (1) fails to pay such penalty within fourteen days, the authorized officer may serve or caused to be served on such a person, a written notice requiring such person to pay the penalty, within such period as specified therein.

(4) The authorized officer may cause a copy of the notice to be filed in the court having jurisdiction within the area in which the land is situated.

(5) In this section, “authorized officer” means a town planner or such other person as may be appointed in writing in that behalf.”

Amendment of section 35

**62.** The principal Act is amended in section 35(1), by deleting the word “sixty” and substituting for it the word “thirty”.

Amendment of section 38

**63.** The principal Act is amended in section 38, by adding immediately after the word “standards” appearing at the end of that section the phrase “and submitting the same to the Director for approval”.

Repeal and replacement of section 39

**64.** The principal Act is amended by repealing section 39 and replacing for it the following:

“Approval of plans survey

**39.** Approval of any survey plan shall be done if there is an approved planning scheme by the Director or an appointed approving officer”.

Amend-  
ment of  
section  
40

**65.** The principal Act is amended in section 40, by-

- (a) designating the contents of section 40 as section 40(1);
- (b) adding immediately after subsection (1) as designated the following new subsection (2):

“(2) Where the planning authority fails to undertake or discharge its responsibilities with respect to controlling and regulating development in the relevant planning area, the Director may intervene by taking appropriate measures to correct the anomaly.”

Amend-  
ment of  
section  
46

**66.** The principal Act is amended in section 46(1), by inserting the word “Director” between words “to” and “the”.

Amend-  
ment of  
section  
50

**67.** The principal Act is amended in section 50, by inserting the phrase “and any other area or premise” between the words “biodiversity interest” and the words “the character”.

Amend-  
ment of  
section  
52

**68.** The principal Act is amended in section 52-

- (a) in subsection (3) by-
  - (i) deleting paragraph (b);
  - (ii) renaming paragraphs (c) and (d) as paragraphs (b) and (c), respectively; and
- (b) in subsection (7), by inserting a “coma” between the words “with” and “was”.

Repeal  
and  
replace-  
ment of  
section  
54

**69.** The principal Act is amended by repealing section 54 and replacing for it the following:

“Power  
to  
disallow  
planning  
consent

**54.** The Director may disallow any planning consent granted under this Act and shall submit to the planning authority reasons for the refusal.”

Amend-  
ment of  
section  
55

**70.** The principal Act is amended in section 55, by-

- (a) deleting the closing phrase to subsection (1) and substituting for it the following phrase:

“may, within thirty days from the date of the notification or publication of the decision, appeal to the District Land and Housing Tribunal or the High Court.”

- (b) deleting subsection (2) and substituting for it the following:

“(2) Where an appeal is brought under this section, to the District Land and Housing Tribunal or the High Court the Tribunal or Court, as the case may be, may dismiss or allow the appeal unconditionally, reverse or vary any part of the decision subject to such conditions as it deems fit.”

Amend-  
ment of  
section  
57

71. The principal Act is amended in section 57(2), by inserting the phrase “or the High Court” between the words “Tribunal” and “on”;

Amend-  
ment of  
section  
58

72. The principal Act is amended in section 58, by-

- (a) deleting the word “may” appearing in subsection (1);  
(b) inserting the word “surroundings” between the words “buildings” and “semi colon” appearing in subsection (1)(a).

Amend-  
ment of  
section  
61

73. The principal Act is amended in section 61(1)(a), by deleting the word “will” and substituting for it the word “may”

Amend-  
ment of  
section  
66

74. The principal Act is amended in section 66(1)(a), by inserting the word “Director” between the words “by” and “the”.

Amend-  
ment of  
section  
70

75. The principal Act is amended in section 70, by deleting subsection (1) and substituting for it the following:

“(1) Where, upon coming into operation of any provision contained in a scheme, the value of the property which is within the area in which the scheme apply is increased, the planning authority may, within three years after the date in

which the provision came into operation or within three years after the completion of the work that caused the increase in the value of the property, be entitled to the value so increased of any amount calculated.”

Amend-  
ment of  
section  
73

76. The principal Act is amended in section 73, by deleting the word “may” and substituting for it the word “shall” appearing in subsections (1) and (2), respectively.

Amend-  
ment of  
section  
77

77. The principal Act is amended in section 77, by inserting the phrase “such as building codes, township building rules, change of use” immediately after the words “planning area” appearing at the end of subsection (3).

## OBJECTS AND REASONS

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This Bill proposes to amend several written laws in order to promote and enhance business environment in Tanzania.

The laws proposed to be amended are the Business Names (Registration) Act (Cap. 213), the Companies Act (Cap. 212), the Tanzania Trade Development Authority Act (Cap.155), the Merchandise Act (Cap. 85) and the Urban Planning Act (Cap. 355).

The Bill is divided into Six Parts.

Part I contains preliminary provisions which contains a short title and a purposeful clause.

Part II propose amendments to the Business Names (Registrations) Act (Cap 213) by adding the definitions of different words and terms. It also makes amendments to section 3 by widening the scope of the designation of “Registrar” to include the Deputy Registrar and Assistant Registrars. It goes further to impose some penalties for those who violate the provisions of the Act.

Part III proposes amendment to the Companies Act (Cap. 212). In sections 3 and 4 it is intended to provide for Kiswahili language to be used in transactions which may be carried under the Act. It also provides for addition of section 26A in order to enable incorporation of a single shareholder company under the Companies Act. Under section 275 it is proposes to confer the High Court powers to winding up a company registered in Tanzania other than a single shareholder company and to confer the District Court or Resident Magistrate Court powers to wind up a single shareholder company registered in Tanzania.

Part IV proposes amendments to the Tanzania Trade Development Authority Act, (Cap.155) by introducing a definition of a term “trade centre” and charging the trade centre the role of promoting, coordinating, collecting and disseminating trade and investment information to potential investors and traders.

Part V seeks to amend the Merchandise Act (Cap.85) by defining the “intellectual property rights” and “counterfeit goods”. It is also sought to introduce a new section 2A for the purposes of conferring the Director of Fair Competition Commission to be the Chief Inspector by virtue of position. Furthermore, it is proposed to add new sections 8B and 18C. Section 8B aims at prohibiting the hosting of websites by which counterfeit goods or copyright infringing materials are displayed while section 18C prohibits advertising counterfeit goods through media and acts of aiding, abetting or assisting in doing such acts.

Part VI proposes amendments to the Urban Planning Act, (Cap. 355). It introduces new definition of the term “general planning schemes” and revisit the definitions of the words “conservation”, “dwelling”, “development” and “fence”. Section 6 is amended in order to confer the Director powers to appoint registered town planners to perform functions under delegated powers. The Director will also appoint Zonal Assistant Directors. The latter will carry on functions relating to land use planning in specific zones, scrutinize town planning drawings and schemes as well as carry out monitoring and evaluation and coordination of preparation of general planning schemes.

On the other hand, Section 11 is amended in order to task the planning authority with a duty to prepare a draft general scheme within six months following declaration of the planning area and to present that draft to a meeting of stakeholders. The meeting will take on board individuals, public and private institutions, community and non-governmental organisations resident in the area. Section 20

is amended with a view to allowing the Minister to cause redevelopment and renewal schemes to be published in the Gazette along a statement regarding his approval of the Scheme. Section 34(3), it shall now be paid within 14 days, failure of which may lead to legal action being taken against the defaulter. Last, but not least, a person aggrieved by the decision relating to planning may appeal to the District and Housing Tribunal or the High Court.

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### **MADHUMUNI NA SABABU**

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Muswada huu unapendekeza kufanya marekebisho katika sheria mbali mbali kwa lengo la kuboresha mazingira ya kufanya biashara Tanzania. Sheria zinazopendekezwa kurekebisha ni Sheria ya Usajili wa Majina ya Kibiashara (Sura ya 213), Sheria ya Makampuni (Sura ya 212), Sheria ya Mamlaka ya Maendeleo ya Biashara Tanzania (Sura ya 155), Sheria ya Bidhaa ya Biashara (Sura ya 85) na Sheria ya Mipango Miji (Sura ya 355).

Muswada huu umegawanyika katika Sehemu Sita.

Sehemu ya Kwanza inahusu masharti kuhusu Jina la Sheria na masharti kuhusu Maudhui ya Sheria inayopendekezwa.

Sehemu ya Pili inahusu marekebisho katika Sheria ya Usajili wa Majina ya Kibiashara (Sura ya 213) kwa kuongeza tafsiri ya maneno mbalimbali kwa lengo la kuyaaanisha vizuri baadhi ya maneno yaliyotumika katika sheria husika. Vilevile inafanya marekebisho katika kifungu cha 3 kwa kutanua maana ya Msajili ili kujumuisha Msajili Msaidizi na Wasaidizi wa Wasajili. Pia marekebisho haya yanapendekeza adhabu kwa wote ambao watakiuka masharti ya Sheria hii.

Sehemu ya Tatu inapendekeza marekebisho katika Sheria ya Makampuni (Sura ya 212) katika vifungu vya 3 na 4 kwa kuwezesha lugha ya Kiswahili kutumika katika Sheria hii. Vilevile, Sehemu hii inapendekeza kuongeza kifungu kipya cha 26A kinachompa mamlaka mtu ya kuwa na uwezo wa kuanzisha kampuni iliyo na mwenye hisa mmoja. Hali kadhalika, inapendekeza kufanya marekebisho katika kifungu cha 275 kwa kuipa Mahakama Kuu mamlaka ya kufilisi kampuni yoyote iliyosajiliwa nchini Tanzania na wakati huohuo, kuipa Mahakama ya Hakimu Mkaazi na ya Wilaya mamlaka ya kufilisi kampuni ya mwenye hisa mmoja iliyosajiliwa nchini Tanzania.

Sehemu ya Nne inapendekeza kufanya marekebisho katika Sheria ya Mamlaka ya Maendeleo ya Biashara Tanzania (Sura ya 155) kwa kuiongezea majukumu, kuunda ofisi ya Naibu Mkurugenzi Mkuu ambaye kituo chake cha kazi kitakuwa Zanzibar.

Sehemu ya Tano inapendekeza kufanya marekebisho katika Sheria ya Bidhaa za Biashara (Sura ya 85). Kifungu cha 2 kinafanyiwa marekebisho kwa kutoa tafsiri ya maneno “intellectual properties” na “counterfeit goods”. Sehemu hii pia inapendekeza kifungu kipya cha 2A kwa lengo la kumtambua Mkurugenzi wa Tume ya Ushindani kuwa ndiye atakayekuwa Mkaguzi Mkuu. Aidha, inapendekezwa kuongeza vifungu vipya vya 18B na kifungu cha 18C kwa pamoja vinakataza wamiliki wa tovuti kutoa matangazo ya bidhaa bandia katika vyombo vya habari au kusaidia kufanikisha utangazaji huo na kuainisha adhabu kwa makosa ya aina hiyo.

Sehemu ya Sita inapendekeza kufanya marekebisho katika Sheria ya Mipango Miji (Sura ya 355). Sehemu hii inapendekeza tafsiri ya maneno “general planning scheme” na kufanya marekebisho ya tafsiri ya maneno “conservation”, “dwelling” na “fence”. Kifungu cha 6 pia kimefanyiwa marekebisho kwa kupendekeza masharti yanayompa mamlaka Mkurugenzi kuteua

Wataalam wa Mipango Miji waliosajiliwa kutekeleza majukumu watakayopewa. Mkurugenzi pia amepewa mamlaka ya kuteua Wakurugenzi Wasaidizi wa Kanda ambao watapaswa kutekeleza majukumu yanayohusu matumizi ya ardhi kwa mpangilio katika kanda husika, kukagua michoro na mipango yote ya miji, kufanya ufuatiliaji na thathmini na uratibu wa uandaaji wa mipango ya jumla.

Kifungu cha 11 kinarekebishwa ili kuipatia mamlaka ya mipango miji jukumu la kuandaa rasimu ya utendaji kazi ndani ya muda wa miezi sita baada ya “tamko la mpango” kutolewa na kuwasilishwa kwenye Mkutano wa Wadau utakaojumuisha washiriki kutoka sekta za umma, sekta binafsi na mashirika yasiyo ya kiserikali yaliyopo katika eneo husika. Kifungu cha 20 kinapendekezwa kufanyiwa marekebisho ili kumruhusu Waziri kuwezesha utaratibu mpya kuchapishwa katika Gazeti la Serikali pamoja na maelezo kuhusu kupitishwa kwa mfumo huo. Kifungu cha 34(3) kinaainisha masharti ya adhabu ya faini itakayotolewa chini ya kifungu hicho kulipwa ndani ya siku kumi na nne, kabla ya hatua zaidi kuchukuliwa dhidi ya mkosaji. Aidha, mtu yeyote ambaye hataridhika na uamuzi huo, anaweza kukata rufaa kwenye Baraza la Nyumba la Wilaya au Mahakama Kuu. Hapo awali rufaa hizo zilikuwa zinawasilishwa kwenye Baraza la Nyumba la Wilaya pekee.

Dar es Salaam  
18 Julai, 2011

MIZENGO K.P. PINDA,  
*Waziri Mkuu*