

THE UNITED REPUBLIC OF TANZANIA



No. 18 OF 1975

I ASSENT,

Julius K. Nyerere
President

12TH AUGUST, 1975

An Act to amend the Companies Ordinance

[..... AUGUST, 1975]

ENACTED by the Parliament of the United Republic of Tanzania.

1. This Act may be cited as the Companies Ordinance (Amendment) Act, 1975 and shall be read as one with the Companies Ordinance.

Short title and construction
Cap. 212

2. Section 14A of the Companies Ordinance is repealed and replaced by the following section:—

Section 14A of Cap. 212 repealed and replaced

14A.—(1) Notwithstanding the provisions of section 14, the registrar may, in his absolute discretion, and shall, if so directed by the Minister, refuse to register the memorandum and the articles delivered to him.

“Refusal to register memorandum and articles of association”

(2) Where the registrar refuses to register the memorandum and the articles delivered to him, he shall return the same to the person who tendered them for registration, and shall advise such person in writing that in the exercise of the power or, as the case may be, the obligation conferred or imposed upon him by section (1) of this section he refuses to register the memorandum and the articles.

(3) The registrar shall not be required to assign reasons for his refusal to register the memorandum and the articles.”

3. The Companies Ordinance is amended in Part XIV, under the heading “MISCELLANEOUS” by adding, immediately below section 331c the following sub-heading and sections:—

New sections 331b and 331 added

"Powers of the President"

Power of
the President
to require
company to
be wound up

331D.—(1) The President may, where, in his opinion, it is in the public interest so to do, by order published in the *Gazette*, require any company registered under this Ordinance to be wound up.

(2) Where an order is made under subsection (1) the registrar shall, as soon as may be practicable, cause a copy of such order to be filed in the High Court.

(3) Where an order made under subsection (1) is filed in the High Court pursuant to the provisions of subsection (2), the High Court shall, within four weeks from the date on which such order is so filed, make a winding up order in respect of the company.

(4) For the purpose of making an order for the winding up of a company pursuant to subsection (3), and of such winding up, the High Court shall have all the jurisdiction and powers conferred upon it by Part VI, and it is hereby declared that all the provisions of that Part shall apply with respect to such winding up with, and subject to, all necessary modifications, including any modifications thereof which, in the opinion of the High Court, are necessary or expedient to give effect to the order made under subsection (1):

Provided that—

(a) an order made under subsection (1) shall not be challenged or otherwise questioned in any court;

(b) an order for the winding up or for dissolution of a company made pursuant to an order under subsection (1) shall not be stayed or set aside by any court.

(5) The President may, at any time before the completion of the winding up of a company in respect of which an order under subsection (1) has been made, by order published in the *Gazette*, cancel such order made under subsection (1) and upon such cancellation the court shall rescind any winding up order made by it under this section.

President
may order
foreign
company to
cease to
carry on
business

331E.—(1) The President may, where, in his opinion, it is in the public interest so to do, order any company incorporated outside Tanganyika to cease to carry on business in Tanganyika with effect from such date as may be specified in the order.

(2) Any company which continues to carry on business in contravention of an order made under subsection (1) shall be guilty of an offence and shall be liable upon conviction to a fine not exceeding twenty thousand shillings.

(3) If, after conviction for an offence under subsection (2), the company continues the contravention, it shall be liable upon conviction to a fine not exceeding one thousand shillings for every day on which the offence has been continued.

(4) Where a company is, by reason of subsection (2) or (3), guilty of an offence or a continuing offence, each and every one of the following persons shall be deemed to have also committed the offence or, as the case may be, continuing offence, namely—

- (a) every officer and agent of the company; and
- (b) every person who, in Tanganyika, manages or acts or takes part in the management, administration or government of the business in Tanganyika of the company,

and shall be liable to be proceeded against accordingly and shall upon conviction be liable to a fine not exceeding twenty thousand shillings (or, in the case of a continuing offence, one thousand shillings for every day on which the offence has been continued) or to imprisonment for a term not exceeding five years, or to both such fine and imprisonment.”

Passed in the National Assembly on the sixteenth day of July, 1975.


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Clerk of the National Assembly