

**Companies (Amendment) Act, 2012 Act 835**

ARRANGEMENT OF SECTIONS

*Section*

1. Section 335A inserted
2. Transitional and saving provisions
3. Modification

**ACT**  
**OF THE PARLIAMENT OF REPUBLIC OF GHANA**  
ENTITLED  
**COMPANIES (AMENDMENT) ACT, 2012**

AN ACT to amend the Companies Act, 1963 (Act 179) to provide for electronic transactions under the Act and for related matters.

**DATE OF ASSENT:**

PASSED by Parliament and assented to by the President:

**Section 335A inserted**

1. The Companies Act, 1963 (Act 179) is amended by the insertion after section 335 of

**"Electronic transactions**

**335A.** (1) Despite any provision of this Act or any other enactment, the Registrar may for purposes of this Act authorise (a) the formation of a company;

(b) the reservation of a company name;

(c) the filing of particulars;

- (d) the conversion of a company;
- (e) the filing of annual returns and financial statements;
- (f) the keeping and maintenance of a register;
- (g) arrangements, amalgamations and sale of undertakings;
- (h) the removal of a company's name from the Register upon cessation, dissolution or liquidation;
- (i) reports on statistical data on companies;
- (j) the inspection of a register;
- (k) the registration of shares and debentures;
- (l) the transfer of shares and debentures; (m) the alteration of shares and debentures;
- (n) the registration of a contract or agreement with respect to the allotment of shares;
- (o) the registration of charges;
- (p) keeping of books of accounts;
- (q) a teleconference meeting;
- (r) the preservation of the record of proceedings of a company in respect of meetings;
- (s) the service of a notice or document;
- (t) the dissolution of a company;
- (u) searches on a company register;
- (v) an offer to be made to the public or an invitation to make an offer to the public;
- (w) payment of fees; and

(x) the performance of any act or thing required to be done in relation to paragraph (a) to (w)

to be effected electronically through an electronic system in the manner approved by the Registrar.

(2) With effect from a date notified in the *Gazette*, the Registrar may direct that any matter, act or thing referred to in subsection (1), or required to be done under this Act, to be submitted or done electronically.

(3) The Registrar shall inform clients that desire to transact business with the Registrar electronically, of the electronic system intended to be used as the medium for the electronic transactions and obtain the written consent of each client concerned to use the designated electronic system.

(4) Without limiting subsection (2), a document or information may be sent in electronic form to a person, a company, member, officer

of a company or the Registrar through an electronic system for the performance of any act or thing under this Act, if

(a) the intended recipient has consented in writing to the despatch and receipt of the document or information as a substitute for the hard copy form, at a designated electronic address to and from the party responsible for sending it; or

(b) it is required by law to receive a document or information in electronic form.

(5) The Registrar may by legislative instrument make Regulations

(a) to prescribe the mode of electronic transactions

(i) between companies and the general public;

(ii) between companies and regulatory agencies; (iii) between companies; and

(iv) within a company

(b) for application procedures for incorporation and registration matters by electronic filing;

- (c) to provide for the use of documents reproduced electronically or by other means by the Registrar as original documents by companies;
- (d) for electronic record keeping of documents by companies;
- (e) for procedures for the authentication of electronic documents by companies;
- (f) for the use of web sites and electronic filing addresses for the purposes of this Act;
- (g) for the format of statutory forms and documents for electronic filing;
- (h) to prescribe the payment systems for electronic filing, electronic searches and electronic downloads of requested documents from the Registrar;
- (t) for the destruction of any document that has been recorded or stored electronically or by other means;
- (j) to give effect to and ensure the efficient operation of any device or facility; and
- (k) required for the purposes of electronic transactions under this Act.

(6) Where in an enactment a person is required to provide evidence of a transaction in respect of a matter specified under the Companies