

THE COMPANIES ORDINANCE, 1984



CONTENTS

	PART I. PRELIMINARY
1.	Short title, extent and commencement.
2.	Definitions.
3.	Meaning of "subsidiary" and "holding company".
4.	Ordinance not to apply to certain corporations.
5.	Application of Ordinance to non-trading companies with purely provincial objects.
6.	Ordinance to override memorandum, articles, etc.
	PART II. JURISDICTION OF COURTS
7.	Jurisdiction of the Courts.
8.	Constitution of Company Benches.
9.	Procedure of the Court.
10.	Appeals against Court orders.
	PART III. CORPORATE LAW AUTHORITY
12.	Powers and functions of the Authority
13.	Reference by the Federal Government or Authority to the Court.

PART IV.

INCORPORATION OF COMPANIES AND MATTERS INCIDENTAL THERETO.

14. Obligation to register certain associations, partnerships, etc, as companies.

MEMORANDUM OF ASSOCUATION

- 15. Mode of forming a company.
- 16. Memorandum of company limited by shares.
- 17. Memorandum of company limited by guarantee.
- 18. Memorandum of unlimited company.
- 19. Printing, signature, etc, of memorandum.
- 20. Restriction on alteration of memorandum.
- 21. Alteration of memorandum.
- 22. Power of Authority when confirming alteration.

23.	Exercise of discretion by Authority
24.	Procedure on confirmation of the alteration.
25.	Effect of failure to register within ninety days.
	ARTICLES OF ASSOCIATON
26.	Registration of articles.
27.	Printing, signature, etc of articles.
28.	Alteration of articles.
	FORMS OF MEMORANDUM AND ARTICLES
29.	Form of memorandum and articles.
30.	Registration of memorandum and articles, etc.
31.	Effect of memorandum and articles.
32.	Effect of registration.
33.	Conclusiveness of certificate of incorporation.
34.	Effect of alteration in memorandum or articles.
35.	Copies of memorandum and articles to be given to members.
36.	Alteration of memorandum or articles to be noted in every copy.
	PROVISIONS WITH RESPECT TO NAMES OF COMPANIES
37.	Prohibition of certain names.
38.	Rectification of name of a company.
39.	Change of name by a company.
40.	Registration of change of name and effect thereof.
41.	Alteration of names on commencement of Ordinance and change of status of company.
	ASSOCIATIONS NOT FOR PROFIT
42.	Power to dispense with "Limited" in the name of charitable and other companies.
	COMPANIES LIMITED BY GUARANTEE
43.	Provision as to companies limited by guarantee.
44.	Conversion of public company into private company.
45.	Prospectus or statement in lieu of prospectus to be filed by private company on ceasing to be private company
46.	Consequence of default in complying with conditions constituting a company a private company.
	CARRYING ON BUSINESS WITH LESS THAN THE LEGAL MINIMUM OF MEMBERS
47.	Liability for carrying on business with less than seven or in the case of a private company, two members.
	SERVICE AND AUTHENTICATION OF DOCUMENTS
48.	Service of documents on company.
49.	Service of documents on registrar.
50.	Service of notice on members, etc.
51.	Authentication of documents and proceedings.
	PART V. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES AND

DEBENTURES, DEPOSITS, ETC.

PROSPECTUS

52.	Prospectus to be dated.
53.	Matters to be stated and reports to be set out in prospectus.
54.	Expert to be unconnected with formation or management of company.
55.	Expert's consent to issue of prospectus containing statement by him.
56.	Penalty and interpretation.
57.	Approval, issue and registration of prospectus.
58.	Terms of contract mentioned in prospectus or statement in lieu of prospectus not to be varied.
59.	Civil liability for mis-statements in prospectus.
60.	Criminal liability for mis-statements in prospectus.
61.	Document containing offer of shares or debentures for sale to be deemed prospectus.
62.	Offer of shares or debentures for sale by certain persons.
63.	Interpretation of provisions relating to prospectus.
64.	Newspaper advertisement of prospectus.
65.	Construction of references to offering shares or debentures to the public, etc.
66.	Penalty for fraudulently inducing persons to invest money.
	ALLOTMENT
67.	Application for and allotment of, shares and debentures.
68.	Restriction as to allotment.
69.	Statement in lieu of prospectus.
70.	Effect of irregular allotment.
71.	Repayment of money received for shares not allotted.
72.	Allotment of shares and debentures to be dealt in on stock exchange.
73.	Return as to allotments.
	CERTIFICATES OF SHARES AND DEBENTURES
74.	Limitation of time for issue of certificates.
75.	Issue of duplicate certificates.
76.	Transfer of shares and debentures.
77.	Directors not to refuse transfer of shares.
78.	Notice of refusal to transfer.
78 A.	Appeal against refusal for registration of transfer
79.	Transfer to successor-in-interest.
80.	Transfer to nominee of a deceased member.
81.	Transfer by nominee or legal representative.
	COMMISSION, DISCOUNT, PREMIUM AND REDEEMABLE PREFERENCESHARES.
82.	Power to pay certain commissions, and prohibition of payment of other commissions, discounts, etc.

Redemption of preference shares.

Power to issue shares at a discount.

Application of premium received on issue of shares.

83.

84.

85.

FURTHER ISSUE OF CAPITAL

80.	Further issue of capital.
87.	Issue of convertible securities.
	REGULATION OF DEPOSITS
88.	Deposits not to be invited without issuing an advertisement.
	PART VI. SHARE CAPITAL AND DEBENTURES NATURE, NUMBERING AND CERTIFICATES OF SHARES
89.	Nature of shares and certificate of shares.
	CLASSES AND KINDS OF SHARES
90.	Classes and kinds of share capital.
	GENERAL PROVISIONS AS TO SHARES CAPITAL
91.	Only fully paid shares to be issued.
92.	Power of company limited by shares to alter its share capital.
93.	Notice to registrar of consolidation of share capital, etc.
94.	Notice of increase of share capital or of members.
95.	Prohibition of purchase or grant of financial assistance by a company for purchase of its own or its holding company's shares.
95 A.	Power of a company to purchase its own shares
	REDUCTION OF SHARE CAPITAL
96.	Reduction of share capital
97.	Application to Court for confirming order
98.	Addition to name of company of "and reduced".
99.	Objection by creditors and settlement of list of objecting creditors.
100.	Power to dispense with consent of creditor on security being given for his debt.
101.	Order confirming reduction.
102.	Registration of order and minute of reduction.
103.	Minute to form part of memorandum.
104.	Liability of members in respect of reduced shares.
105.	Penalty on concealment of name of creditor.
106.	Publication of reasons for reduction.
107.	Increase and reduction of share capital in case of a company limited by guarantee having a share capital.
	VARIATION OF SHAREHOLDER'S RIGHT
108.	Variation of shareholders' rights.
109.	Registration of unlimited company as limited.
110.	Power of unlimited company to provide for reserve share capital on re-registration
	UNLIMITED LIABILITY OF DIRECTORS
111.	Limited company may have directors with unlimited liability
112.	Special resolution of limited company making liability of directors unlimited.
	SPECIAL PROVISIONS AS TO DEBENTURES
113.	Right of debenture-holder and shareholder to have copies of trust deed.

114.

Debentures not to carry voting rights.

115.	Perpetual debentures.
116.	Power to re-issue redeemed debentures in certain cases.
117.	Specific performance of contract to subscribe for debentures.
118.	Payment of certain debts out of assets subject to floating charge in priority to claims under the charge.
119.	Powers and liabilities of trustee.
120.	Issue of PTCs and T erm Capital.
	PART VII. REGISTRATION OF MORTGAGE, CHARGES, ETC.
121.	Certain mortgages and charges to be void if not registered.
122.	Registration of charges on properties acquired subject to charge.
123.	Particulars in case of series of debentures entitling holders pari passu.
124.	Particulars in case of commission, etc., on debentures.
125.	Register of mortgages and charges.
126.	Index to register of mortgages and charges.
127.	Certificate of registration.
128.	Endorsement of certificate of registration on debenture or certificate of debenture stock.
129.	Duty of company and right of interested party as regards registration.
130.	Copy of instrument creating mortgage or charge to be kept at registered office
131.	Rectification of register of mortgages.
132.	Registration of payment or satisfaction of mortgages and charges.
133.	Power of registrar to make entries of satisfaction and release in absence of intimation from company.
134.	Penalties.
135.	Company's register of mortgages.
136.	Right to inspect copies of instruments creating mortgages and chages and company's register of mortgages.
	RECEIVER AND MANAGER
137.	Registration of appointment of receiver or manager
138.	Filing of accounts of receiver or manager
139.	Disqualification for appointment as receiver or manager
140.	Application to Court.
141.	Power of Court to fix remuneration, etc., of receiver or manager.
	PART VIII. MANAGEMENT AND ADMINISTRATION REGISTERED OFFICE, PUBLICATION OF NAME, ETC.
142.	Registered office of company.
143.	Publication of name by a limited company.
144.	Penalties for non publication of name.
145.	Publication of authorised as well as paid-up capital.
	COMMENCEMENT OF BUSINESS BY A PUBLIC COMPANY
146.	Restrictions on commencement of business.

REGISTER OF MEMBERS AND DEBENTURE HOLDERS