CHECKLIST FOR INCORPORATION IN GHANA

A non-Ghanaian who wishes to invest in Ghana must first incorporate a company in Ghana if the investment is not being made in an already existing company.

The requirements for the incorporation of a company in Ghana are as follows:

1. REGISTRATION REQUIREMENTS

   (a) Every officer of the Company (Directors, Local Manager, Secretary and Auditor, and shareholder) must obtain a Tax Identification Number (TIN)...
       Every officer who resides in Ghana is required to personally send the TIN Forms together with their original ID’s (either Drivers License, Passport or National ID) to the RGD for vetting and approval. Any officer who does not reside in Ghana must have a copy of their ID notarized in the country where they reside. The GRA officers will then process the TIN and send the officer a text message for collection of the TIN.

   (b) Name of Company – we will conduct a search at the Companies Registry to ascertain the availability and acceptance of the proposed name of the Company and to reserve it for a maximum of two months.

   (c) Objects i.e. purposes for which the company established/business it is going to undertake.

   (d) Capital formation

       (i) Authorised shares i.e. maximum number of shares the company can issue
       (ii) Issued shares i.e. actual number of shares to be issued
       (iii) Stated Capital i.e. consideration (in cash or in kind) for shares issued. The minimum capital requirement for the incorporation of a wholly owned Foreign Company Limited by shares is $50,000.00 and a wholly owned Ghanaian Private Company Limited by shares is $500.00.

   (e) Shareholders: full names, postal address, residential address, occupation nationality, age, number of shares to be taken by each shareholder and amount payable in total. If the shareholder is a company, that company’s seal or stamp must be placed in the area of the shareholding details on the last page of the Regulations.

   (f) Directors: full names, any former names, residential addresses, Occupation, business addresses, including phone, fax and Email, nationality, age, other directorships.
(g) Secretary – same details as above, save for other directorships/secretaryships.

(h) Auditor – ditto. The auditor must provide an auditors consent letter to be accompanied to the application.

(i) Registered office and principal place of business – postal address and street address

2. TIME FOR COMPLETION OF REGISTRATION PROCESS

It takes on the average about fourteen working days to register a company.

3. FILING AND PROFESSIONAL FEES

The filing fees for incorporating a company is about \textbf{GH₵195.00 or the dollar equivalent of US$160} exclusive of capital duty of 0.5\% which must be paid on the amount of the stated capital. Trustee Services Limited, the law firm’s subsidiary, which provides company secretarial services amongst other services charge a flat rate of \textbf{US$1,000.00} for incorporating companies.

Where the Regulations are tailor–made, in addition to the flat fee, we charge \textbf{US$150} per hour spent drafting the Regulations.

4 MINIMUM CAPITAL REQUIREMENTS FOR NON-GHANAIAN INVESTORS

The Ghana Investment Promotion Centre Act, 1994 (Act 478) provides as follows in respect of the minimum capital requirement of non–Ghanaians in any enterprise:

(a) in a joint enterprise with a Ghanaian partner, the minimum capital requirement is US$10,000.00 or its equivalent in capital goods;

(b) in a wholly foreign owned enterprise, the minimum capital requirement is US$50,000.00 or its equivalent worth in capital goods;

(c) in the case of a trading enterprise irrespective of whether it is wholly or partly owned by a non Ghanaian the minimum capital requirement is US$300,000.00 and the enterprise shall be required to employ at least10 Ghanaians

Every enterprise with foreign participation is required under the Ghana Investment Promotion Centre Act 1994 (Act 478) to be registered with the Centre.

The procedure for the registration of a company with GIPC is as follows:
• Incorporate a company at the Registrar General’s Department. The department has fourteen (14) working days to complete formalities if all documents are in order.

• Where the equity contribution is in cash the following procedure is to be followed:

(a) Open a bank account in the name of the company.
(b) Effect a bank to bank transfer of the equity contribution
(c) Instruct the local authorised dealer bank to confirm the transaction to Bank of Ghana.
(d) Bank of Ghana in turn confirms the transaction to GIPC for the purpose of the registration.
(e) Apply to GIPC for the registration of the company with a fee of US$2,500.00 for a wholly foreign owned company, and for a joint venture with a Ghanaian, it is US$1,000.00

Trustee Services Limited charges US$1,000.00 for registering the company with GIPC. It takes about two weeks to register a company with GIPC

5. IMMIGRANT QUOTA/ BUSINESS WORK PERMIT

Under the GIPC Act, every company registered with the centre is entitled to an initial automatic immigrant quota for a specific number of expatriate employees depending on its paid–up capital.

Section 30 of the GIPC Act 1994 (Act 478) provides as follows:

(a) Every enterprise with a paid up capital of US$10,000.00 but less than US$100,000.00 or its equivalent in cedis is entitled to an initial automatic maximum immigrant quota of one person.
(b) Every enterprise with a paid up capital of US$100,000.00 but less than US$500,000.00 or its equivalent in cedis is entitled to an initial automatic maximum immigrant quota of two persons.
(c) Every enterprise with a paid up capital of US$500,000.00 or more or its equivalent in Cedis is entitled to an initial automatic maximum immigrant quota of four persons.

An application for immigrant quota in respect of an investment in Ghana is to be submitted to the GIPC, which grants the quota at US$500.00 per person.

(d) With the letter granting the quota from the GIPC, an application is submitted to the Ghana Immigration Service for a resident permit which also serves the purposes of a work permit.

It takes about four weeks to obtain the resident/work permit.
6. **PRESENCE OF DIRECTORS IN GHANA**

Section 189 (1) of the Companies Act, 1963 (Act 179) requires that at least one Director of every company must be present at all times in Ghana.