THE REVOLUTIONARY GOVERNMENT OF ZANZIBAR

ZANZIBAR BUSINESS AND PROPERTY REGISTRATION AGENCY

(BPRA)

THE DIRECTIVE NO. 1 OF 2026

ON COMPLIANCE CLEARANCE PRIOR TO PROCESSING COMPANY AND BUSINESS NAME REQUESTS

PREAMBLE

WHEREAS the Zanzibar Business and Property Registration Agency (BPRA) is, by virtue of section 4(1)(i) of the Zanzibar Business and Property Registration Agency Act, No. 13 of 2012 of the Laws of Zanzibar, mandated to ensure the effective and efficient administration and enforcement of the laws relating to business and property registration in Zanzibar, and the Executive Director, in the discharge of the functions of the Agency and in his capacity as Registrar under the applicable laws, is responsible for ensuring the proper administration, implementation, enforcement of, and compliance with the provisions of such laws, including the Companies Act No. 15 of 2013, the Business Names Registration Act, Chapter 168, the Zanzibar Industrial Property Act

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Chapter 168, the Zanzibar Industrial Property Act No. 4 of 2008, the Registration of Documents Decree, Chapter 99, and the Secured Transactions Act No. 4 of 2011;

AND WHEREAS it has been observed that some companies and business name owners submit applications for registration of documents, registration of industrial property rights including trademarks, changes of particulars, removal or change of representatives, amendments of records, and other BPRA Registry services while the entities remain in default of their statutory obligations and are subject to outstanding penalties arising from non-compliance with the applicable laws;

AND WHEREAS failure to enforce compliance prior to processing such requests undermines statutory compliance and proper administration of the Registry;

NOW THEREFORE, in order to strengthen compliance enforcement and ensure proper administration of Registry services, the following Directive is hereby issued by the Executive Director pursuant to the powers vested on him under section 8(1)(f) of the Zanzibar Business and Property Registration Agency Act No. 13 of 2012 of the Laws of Zanzibar, requiring mandatory compliance clearance before processing any request submitted by a registered company or owner of the registered business name or their representatives or attorneys, as follows:

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1. PURPOSE

1.1 This Directive is issued to ensure that all registered companies and business names comply with statutory obligations before any request submitted to the Registry is processed.

1.2 The procedure applies to requests relating to:

a. applications for registration of documents;

b. registration of industrial property rights including new applications and registrations and renewals;

c. Change of particulars;

d. Removal or change of representatives;

e. Amendment of company or business name particulars;

f. Filing-related requests;

g. Updating records in the system;

h. Representing the clients;

i. Searching of any information in the registries; and

j. Any other post-registration services rendered by the BPRA, at its entirety.

2. GENERAL DIRECTIVE

2.1 No officer shall process any request relating to a registered company or business name where the entity has outstanding statutory penalties, overdue annual returns, unresolved filing obligations, or any other compliance default.

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2.2 All outstanding obligations shall first be cleared before the Registry proceeds with the requested service.

3. MANDATORY PROCEDURE

3.1 The following procedure shall internally be adhered to:

Step 1: Receipt of Application

Upon receiving any application or letter from a company or business name owner, the Registry shall:

a) Receive and register the application;

b) Forward the application to the responsible officer/unit for compliance verification.

Step 2: Compliance Verification

The responsible officer must verify whether the entity has:

c) Outstanding annual returns;

d) Outstanding penalties;

e) Unfiled statutory documents;

f) Missing resolutions;

g) Outstanding fees; or

h) Any other statutory non-compliance.

The verification shall be conducted through the Registry system and available records.

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3.2 ***This procedure shall equally apply to all applications made on the ORS system.***

Step 3: Compliance Clearance:

A. Where the Entity is Compliant

If the entity has complied with all statutory requirements, the officer shall endorse the file as: **"COMPLIANCE STATUS VERIFIED – NO OUTSTANDING OBLIGATIONS." The application may proceed for processing.**

B. Where the Entity is Non-Compliant

If the entity has outstanding obligations, **the request shall not be processed under any circumstances until compliance is achieved; the applicant shall be informed to first clear all outstanding obligations.** The responsible officer shall issue a compliance notice indicating:

a) Nature of outstanding obligations;

b) Amount of penalties due (where applicable);

c) Outstanding filings/documents required;

d) That processing of the request is suspended pending compliance.

4. REQUIRED DOCUMENTS FOR CLEARANCE

4.1 Before the request proceeds, the applicant must submit:

a) Proof of payment of penalties and fees;

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b) Body resolution of annual general meeting and annual returns, where applicable;

c) Required resolutions or statutory documents;

d) Any other outstanding compliance documents.

4.2 The officer shall verify the submitted documents before endorsing compliance clearance.

5. IMPLEMENTATION

5.1 All officers are directed to strictly observe and implement this Directive.

6. COMMENCEMENT

6.1 This Directive shall take effect forthwith upon signature, and shall govern all applications, filings, and requests lodged with the Registry by companies and business name proprietors.

Issued at Zanzibar this 20 day of May 2026.

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20/05/2026

EXECUTIVE DIRECTOR

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