



BE RWANDA WISE · DOING BUSINESS IN RWANDA

The guide for foreign and Rwandan investors

Chapter 2 of 11

Company Set-up, Governance & Contracts

Rwanda's company law is modern, short on formality and largely online: a company can be registered with the Rwanda Development Board free of charge within hours, and a foreign investor can own all of it. The obligations arrive afterwards, in the registers, filings and governance rules that the 2021 Companies Law and its 2023 amendment impose, and in the contract law that governs every deal the company signs. This chapter sets out those rules as they stand at 10 October 2026, for foreign and Rwandan investors alike.

Reviewed 10 October 2026. Prepared by a commercial lawyer with over 30 years' international experience. Legal and tax information, not legal advice. Rates, thresholds and procedures change: confirm anything important with the relevant authority or an advocate registered with the Rwanda Bar Association before you act. Laws are published in Kinyarwanda, English and French in the Official Gazette; check the official text before relying on a translation.

Read online, with live updates, links and Rwandabot: <https://bewiseapps.com/doing-business-in-rwanda/company-set-up/>

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Legal and tax information, not legal advice. Rates, thresholds and procedures change: confirm anything important with the relevant authority or an advocate registered with the Rwanda Bar Association before you act. Laws are published in Kinyarwanda, English and French in the Official Gazette; check the official text before relying on a translation.

Company Set-up, Governance & Contracts

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AT A GLANCE

Governing law

- [Law N° 007/2021 of 05/02/2021 governing companies \(Official Gazette n° 04 ter of 08/02/2021\), as amended by Law N° 019/2023 of 30/03/2023 \(Official Gazette n° Special Bis of 30/03/2023\)](#)
- [Instructions of the Registrar General N° 001/2023/RG of 31/03/2023 determining the threshold for identification of the beneficial owner of a company and of a partnership](#)
- [Law N° 008/2021 of 16/02/2021 governing partnerships, as amended by Law N° 018/2023 of 30/03/2023](#)
- [Law N° 45/2011 of 25/11/2011 governing contracts, read with Law N° 062/2024 of 20/06/2024 governing evidence](#)
- [Law n° 011/2026 of 26/02/2026 relating to competition and consumer protection \(Official Gazette n° Special of 04/03/2026\)](#)
- [Regulations No 002/CMA/2026 of 02/10/2026 relating to the capital market corporate governance](#)

Who you will deal with

- Rwanda Development Board (RDB), through the Office of the Registrar General: registers companies, partnerships and foreign companies, keeps the central beneficial ownership register, receives annual returns and accounts, and imposes the administrative fines in the Companies Law
- Rwanda Revenue Authority (RRA): tax registration (the company code on the certificate of incorporation serves as the tax identification number), VAT, PAYE, corporate income tax and electronic invoicing
- Rwanda Social Security Board (RSSB): registration of employees and monthly pension and occupational hazards declarations
- Capital Market Authority (CMA) and National Bank of Rwanda (BNR): additional governance rules for listed and public-offer companies (CMA) and for banks, insurers and microfinance institutions (BNR)
- Rwanda Inspectorate, Competition and Consumer Protection Authority (RICA): competition, merger notification and consumer protection under Law n° 011/2026, which refers to it as the Regulatory Authority

Key figures

Company registration fee	None: RDB describes registration as fully automated and free of charge
RDB service standard	6 hours for a complying application

What changed in 2024–26

- The Hague Apostille Convention entered into force for Rwanda on 5 June 2024, following accession on 6 October 2023, except in relations with Germany, which objected to the accession on 29 March 2024; RDB's published notarisation routes for foreign corporate documents had not been updated to mention it at 10 October 2026.

Minimum share capital	None in the Companies Law (sector regulators set their own)
Resident directors	At least 1 director ordinarily resident in Rwanda (Articles 6, 7 and 157)
Private company shareholders	At most 100, excluding employees and former employees (Article 8)
Beneficial ownership threshold	25% of shares or voting rights (Instructions N° 001/2023/RG)
Annual accounts to the Registrar General	Within 7 months (private) or 4 months (public) of the accounting reference date
Updating registers	Share register within 7 days; shareholder index and beneficial ownership filing within 14 days

- Law N° 062/2024 of 20/06/2024 governing evidence (Official Gazette of 27 June 2024) gives electronic signatures the same probative value as other evidence (Article 42).
- Law n° 011/2026 of 26/02/2026 relating to competition and consumer protection took effect on publication on 4 March 2026, repealing Law n° 36/2012: it voids unfair consumer terms, prohibits minimum resale price maintenance and online-sales restrictions, and requires notification of mergers.
- Ministerial Order N° 009/26/10/TC of 24/09/2026 raised from 25 September 2026 the turnover above which financial statements must be certified for tax purposes from FRW 600,000,000 to FRW 1,000,000,000; Ministerial Order N° 006/26/10/TC of the same date replaced the electronic billing machine order with an electronic invoicing system.
- Regulations No 002/CMA/2026 of 02/10/2026 relating to the capital market corporate governance replaced the 2012 governance code for listed and public-offer companies.

Who this applies to. The Companies Law makes no distinction by nationality. A foreigner may own 100% of an ordinary Rwandan company, registers with a passport instead of a national identity card, and pays the same (nil) registration fee; the same rules on directors, registers, beneficial ownership and filings apply to every company. The rule that matters most in practice is not about nationality but residence: every company must have at least one director ordinarily resident in Rwanda, and a company secretary, where there is one, must be a Rwandan resident. Foreign corporate shareholders must also have their constitutional documents and resolutions notarised. Foreign companies that trade through a branch register under a separate chapter of the Law, and companies from East African Community states or from countries with an agreement with Rwanda receive national treatment (Article 248). Sector regulators may add ownership or licensing conditions in banking, insurance, telecoms, energy and mining.

How business is organised in Rwanda

Almost every foreign investment in Rwanda is made through a company incorporated under **Law N° 007/2021 of 05/02/2021 governing companies** (the Companies Law), which replaced Law n° 17/2018 and was amended on 30 March 2023 by Law N° 019/2023. The amendment rewrote the beneficial ownership rules, restated the kinds of share a company may not allot (bearer shares, par value shares, shares subject to calls and certain redeemable shares), made the company secretary a resident post and tightened the penalties for false shareholding information. The Law is administered by the Office of the Registrar General within the Rwanda Development Board (RDB), which registers companies, partnerships and foreign companies, keeps the registers and imposes the administrative fines.

The Law offers private and public companies, limited by shares, by guarantee or by both, unlimited companies and protected cell companies, any of which may be a limited life company, together with a community benefit company. Most investors choose a private company limited by shares ("Ltd"): one shareholder and one director are enough, but at least one director must be ordinarily resident in Rwanda. Partnerships under Law N° 008/2021, cooperatives, trusts and foundations sit alongside, and a foreign company may instead register itself to trade through a branch. There is no separate statutory form for a joint venture or, on the texts reviewed, for a representative office. The choice is explained in [Choosing a business vehicle](#).

Registration: online, free and quick, then the follow-up filings

Registration is compulsory (Article 22) and is made online to the Registrar General. The application contains the incorporation documents signed by each shareholder, the written consents of the directors and any secretary, the memorandum of association, the articles of association if the company chooses to have them, and information on its beneficial owners (Article 19, as amended in 2023). RDB's service standard is six hours for a complying application, and it describes registration as fully automated and free of charge. The certificate of incorporation shows a company code that also serves as the company's tax identification number with the Rwanda Revenue Authority (RRA) and its number with the Rwanda Social Security Board (RSSB), so there is no separate application for a tax number.

Foreign corporate shareholders add notarised copies of their certificate of registration and articles and an original shareholders' resolution signed before a notary, a Rwandan embassy or a ministry of foreign affairs. An apostille can replace consular legalisation for public documents from other Convention states since 5 June 2024, though not for documents from Germany, which objected to Rwanda's accession. After registration come VAT registration once the turnover thresholds are reached, electronic invoicing, trading licence tax, RSSB registration of staff, a bank account and, if the investor wants incentives, an RDB investment certificate. The procedure, documents and follow-up steps are in [Registering a company with RDB, step by step](#).

Owners and capital: shares, registers and beneficial ownership

The Companies Law sets no minimum share capital, but since the 2023 amendment a company may not allot bearer shares, par value shares, shares subject to calls, or redeemable shares while it has no non-redeemable shares (Article 57). Shares are personal movable property, transferable subject to the incorporation documents, and may be ordinary, redeemable, preferential, with limited voting rights or

non-voting. Shareholders of a private company have a statutory pre-emption right on new issues that the incorporation documents may remove or modify (Article 59), and the board can refuse to register a transfer only by a reasoned resolution within 30 working days where the Law or the documents allow it (Article 75). The company must keep its registers in Rwanda for at least ten years and update its share register within seven days of any change. See [Share capital, shareholders and shares](#).

Behind the share register sits the beneficial ownership regime introduced in 2023. Every company must identify the natural persons who own or control it, at a threshold of 25% of shares or voting rights or through control of the board or other significant influence, keep an internal register, file it with the Registrar General and file changes within 14 days. Giving false information on shareholding or beneficial ownership is a criminal offence carrying three to five years' imprisonment and a fine of FRW 5,000,000 to FRW 10,000,000 (Article 352, as amended). See [Beneficial ownership and transparency](#).

Who runs the company: directors, the secretary and governance

A private company needs at least one director and a public company at least two (Article 153). Directors must be natural persons aged at least 16 who meet the eligibility conditions in Article 156, and at least one must reside in Rwanda (Article 157). They owe a duty of good faith and reasonable diligence in the best interests of the company (Article 147), must not allow it to trade where there is an unreasonable risk of failing the solvency test (Article 150), and must disclose their interests in transactions (Article 167). Shareholders can remove any director by ordinary resolution whatever the articles or a service contract say (Article 160). A public company must have a company secretary and a private company may have one; since 30 March 2023 the secretary must be a Rwandan resident (Article 172, as amended). Public companies also need a majority of non-executive directors, at least one-third independent, an audit committee of independent non-executives and a separate chair and chief executive (Articles 156 and 158), and listed and public-offer companies follow the Capital Market Authority's 2026 governance regulations. See [Directors, governance and the company secretary](#).

Foreign companies, branches and the compliance year

A company incorporated abroad that establishes a place of business in Rwanda must register as a foreign company within ten working days (Article 247, as amended), filing its constitution, details of its directors, shareholders and beneficial owners and the authority of its local representatives. A branch has no legal personality separate from its parent, is subject to the whole Law through its authorised representative, and must file audited accounts and annual returns. See [Branches of foreign companies](#).

Once registered, a company enters an annual cycle: an annual return in the month the Registrar General allocated at incorporation, annual accounts with the auditor's and directors' reports within seven months of the accounting reference date for a private company, corporate income tax by 31 March, VAT and PAYE monthly or quarterly, RSSB declarations by the 15th of the following month, and change filings within 7 or 14 days. Every company that is not dormant must appoint an external auditor (Article 131). Missing these deadlines brings fines and, ultimately, removal from the register. The dates and penalties are gathered in [Compliance calendar after registration](#); the tax rules behind them are in [Chapter 3](#).

Contracts

Commercial contracts are governed by Law N° 45/2011 of 25/11/2011 governing contracts, which follows the common law pattern of offer and acceptance and requires writing for some contracts, including sales of goods above FRW 50,000, suretyships and contracts that cannot be performed within a year (Article 42). Agreed damages are enforceable only at a reasonable amount (Article 146). Where Law N° 45/2011 is silent, the Civil Code provisions of the Decree of 30 July 1888 continue to apply to obligations that arise without agreement, specific contracts, civil liability and limitation until replaced (Article 162). Electronic signatures are admissible under Law N° 062/2024 governing evidence, and Law n° 011/2026 adds rules on unfair consumer terms and on distribution agreements. A company signs written contracts through the persons listed in Article 47 of the Companies Law. See [Commercial contracts in Rwanda](#).

How to use this chapter

Read the sections in order if you are starting from nothing: [2.1 Choosing a business vehicle](#), [2.2 Registering a company with RDB](#), [2.3 Share capital, shareholders and shares](#) and [2.4 Directors, governance and the company secretary](#) cover what must be decided before the application is filed. [2.5 Beneficial ownership and transparency](#) and [2.6 Branches of foreign companies](#) cover the filings that most often catch foreign groups out, [2.7 Compliance calendar after registration](#) is the year-round checklist, and [2.8 Commercial contracts in Rwanda](#) covers the law of the deals the company will sign.

Company registration is separate from investment registration: the RDB investment certificate that unlocks incentives is explained in [RDB registration and the investment certificate](#), work and residence permits for foreign directors in [Work permits and residence permits](#), and acquisitions of existing companies in Chapter 8. Each section ends with the related Be Rwanda Wise FAQs, the official sources and a question you can put to Rwandabot, the AI legal-information chatbot, about your own facts. The law is stated at 10 October 2026. Several RDB web pages still cite tax laws that have since been repealed, so where a portal page and a Gazette text differ, this chapter follows the Gazette.

OFFICIAL SOURCES

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- RDB, Office of the Registrar General: Law N° 019/2023 of 30/03/2023 amending Law N° 007/2021 — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- Rwanda Law Reform Commission: laws in force (Law N° 008/2021 governing partnerships and Law N° 018/2023; Law n° 057/2024 governing cooperatives; trusts and foundations laws) — <https://www.rlrc.gov.rw/mandate/laws-of-rwanda>
- RDB, Office of the Registrar General: business registration requirements — <https://org.rdb.rw/business-registration/requirements/>
- OECD Global Forum: Peer Review of Rwanda 2024 (Second Round, Phase 1), register statistics — https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/11/global-forum-on-transparency-and-exchange-of-information-for-tax-purposes-rwanda-2024-second-round-phase-1_a9e6e46c/0adbbb5-en.pdf
- RDB Business Procedures: registration of a domestic company (procedure 5) — <https://businessprocedures.rdb.rw/procedure/5?l=en>
- Hague Conference on Private International Law: Apostille Convention status table (Rwanda) — <https://www.hcch.net/en/instruments/conventions/status-table/?cid=41>
- RDB, Office of the Registrar General: beneficial ownership requirements and forms — <https://org.rdb.rw/beneficial-ownership-requirements-and-forms/>
- Capital Market Authority: Regulations No 002/CMA/2026 of 02/10/2026 relating to the capital market corporate governance — https://www.cma.rw/fileadmin/user_upload/og_n___special_of_02.10.2026__imiyobore_y_isosiyete_y_ubucuruzi_yo_mu_rwego_rw_isoko_ry_imari_n_imigabane.pdf
- RDB, Office of the Registrar General: legal documents and post-registration filing — <https://org.rdb.rw/legal-documents/>
- National Bank of Rwanda: laws and regulations (corporate governance of banks and insurers) — <https://www.bnr.rw>
- RDB Office of the Registrar General: Instructions N° 001/2023/RG of 31/03/2023 determining the beneficial ownership threshold — <https://org.rdb.rw/wp-content/uploads/2023/04/Instructions-determining-Beneficial-Owners-for-companies-and-partnerships-24-28.pdf>
- Rwanda Development Board: Beneficial Ownership Guidelines (March 2023) — https://rdb.rw/wp-content/uploads/2023/03/Beneficial-Ownership-Guidelines_Eng.pdf
- Rwanda Revenue Authority: Law N° 027/2022 establishing taxes on income (Articles 5, 47, 60) — https://www.rra.gov.rw/fileadmin/user_upload/Income_Tax_law_of_2022.pdf
- Rwanda Revenue Authority: Ministerial Order N° 009/26/10/TC of 24/09/2026 (effective management; certification threshold) — https://www.rra.gov.rw/fileadmin/user_upload/Ministerial_orders-Financial_statements.pdf
- RDB Office of the Registrar General: post-registration filing — <https://org.rdb.rw/business-registration/post-registration-filling/>
- Rwanda Revenue Authority: Law N° 020/2023 on tax procedures — https://www.rra.gov.rw/fileadmin/user_upload/NEW_TAX_PROCEDURES_LAW_2023.pdf
- Rwanda Social Security Board: pension reform and contribution rates — <https://www.rssb.rw/>
- MINECOFIN: Law N° 45/2011 of 25/11/2011 governing contracts (Official Gazette n° 04bis of 23/01/2012) — https://www.minecofin.gov.rw/fileadmin/user_upload/Minecofin/Publications/LAWS/Other_laws/LAW__NO_45.2011_OF_25.11.2011_GOVERNING_CONTRACTS_IN_RWANDA_.pdf
- Ministry of Justice: Official Gazette n° Special of 27/06/2024, Law N° 062/2024 governing evidence — https://www.minijust.gov.rw/fileadmin/user_upload/Minijust/Official_gazettes_2/____2024_Igazeti_ya_Leta/____KAMENA-June-Juin/OG_N___Special_of_27.06.2024_Ibimenyetso.pdf

- Rwanda law portal (amategeko.gov.rw): Law N° 005/2008 on arbitration; Law No 22/2018 on civil, commercial, labour and administrative procedure; Ministerial Instructions No 612/08.11 — <https://www.amategeko.gov.rw>

Choosing a business vehicle: private and public companies, guarantee, unlimited and protected cell companies, partnerships, cooperatives, trusts, sole traders, joint ventures and branches under the 2021 Companies Law

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WHAT YOU NEED TO KNOW

- Law N° 007/2021 of 05/02/2021 governing companies, as amended by Law N° 019/2023 of 30/03/2023, offers private and public companies (Article 5) limited by shares, by guarantee or by both, unlimited companies and protected cell companies, any of which may be a limited life company (Article 11).
- Every company needs a name, at least one shareholder and at least one director, of whom at least one must be ordinarily resident in Rwanda (Articles 6, 7 and 157); single-shareholder companies are allowed.
- A private company ends its name with "Ltd", restricts share transfers, may have at most 100 shareholders excluding employees and former employees, and may not invite the public to subscribe (Articles 7 and 8); a public company ends with "Plc" and must have a company secretary (Article 9).
- A company limited by guarantee or an unlimited company cannot be a public company (Article 11); a protected cell company must file articles of association with the Registrar General (Article 21).
- Law N° 008/2021 of 16/02/2021 governing partnerships, as amended by Law N° 018/2023, provides general, limited and limited liability partnerships (Article 7), registered by the Registrar General within two working days (Article 12).
- The Companies Law contains no separate joint venture or representative office vehicle: RDB registers a joint venture as an ordinary jointly owned company, and a foreign company that does business in Rwanda registers as a foreign company (branch) under Articles 247 to 257.

The menu: what the Companies Law offers

Rwanda has a single companies statute, **Law N° 007/2021 of 05/02/2021 governing companies**, published in Official Gazette n° 04 ter of 08/02/2021 and in force on publication, which repealed Law n° 17/2018 of 13/04/2018. It was amended once, by Law N° 019/2023 of 30/03/2023 (Official Gazette n° Special Bis of 30/03/2023), and the Rwanda Law Reform Commission's collection of laws in force lists no later amendment at 10 October 2026. The Law sorts companies in two ways. By category, every company is either **private** or **public** (Article 5). By type, it is a company limited by shares, limited by guarantee, limited by shares and by guarantee, an unlimited company or a protected cell company, and

any of these may be formed as a limited life company (Article 11). A separate chapter adds the community benefit company (Articles 269 to 273, Article 269 as amended in 2023), and Chapter XI (Articles 247 to 257) governs foreign companies that carry on business in Rwanda.

Whatever the type, a company is incorporated if it has a name, one or more shareholders, one or more shares if it is limited by shares, and one or more directors, "at least one of whom must be ordinarily resident in Rwanda" (Article 6). A sole shareholder is enough, and the shareholder may be an individual or a company of any nationality. Once registered, the company is a legal person distinct from its shareholders (Article 24), so the shareholders' liability is limited to what they agreed to contribute unless the company is unlimited. The Law also recognises groups: subsidiaries, holding companies and wholly owned subsidiaries are defined in Articles 12 to 17, which matters for the directors' duties discussed in [Directors, governance and the company secretary](#).

Business vehicles available in Rwanda at 10 October 2026

Vehicle	Legal basis	Personality and liability	Typical use	Points to note
Private company limited by shares (Ltd)	Law N° 007/2021, Articles 6 to 8 and 11	Separate legal person; shareholders liable up to the price of their shares	Wholly owned subsidiary, joint venture company, operating company	1 or more shareholders, at most 100 excluding employees; at least 1 Rwanda-resident director; no public offer
Public company limited by shares (Plc)	Articles 9, 10, 156 and 158	Separate legal person; limited liability	Companies raising capital from the public or listing on the Rwanda Stock Exchange	At least 2 directors, majority non-executive and one-third independent; company secretary; audit committee
Company limited by guarantee	Articles 11 and 20	Members undertake to contribute a stated amount on winding up	Industry bodies, clubs, non-profit projects	Cannot be public; memorandum must state the guarantee
Company limited by shares and by guarantee	Article 11	Liability both for unpaid shares and the guarantee	Specialised structures	May be public or private
Unlimited company	Article 11	Members' liability unlimited	Rare; professional or family structures	Cannot be public
Protected cell company	Articles 11 and 21	Assets and liabilities of each cell ring-fenced from other cells and the core	Insurance, funds and structured finance, often through the Kigali International Financial Centre (KIFC)	Must file articles of association; cells may have a limited life

Vehicle	Legal basis	Personality and liability	Typical use	Points to note
Community benefit company	Articles 269 to 273 (Article 269 as amended)	Separate legal person	Social enterprises	Implementing order on incentives not located
Partnership (general, limited or limited liability)	Law N° 008/2021, as amended by Law N° 018/2023	Depends on the type	Professional firms, fund structures	Registered within 2 working days; accounts filed within 6 months
Foreign company (branch)	Law N° 007/2021, Articles 247 to 257	No separate personality; the foreign company itself is bound	Project offices, contracting, banking branches	Register within 10 working days of establishing a place of business; see section 2.6
Individual enterprise (sole trader)	RDB business procedures	No separate personality	Individual traders and consultants	Online and free; national identity card or passport

The private company limited by shares: the default choice

For a foreign group setting up a subsidiary, and for most Rwandan entrepreneurs, the vehicle is a **private company limited by shares**. Article 7 lists its essentials: a name ending with "Private limited company" or "Ltd", one or more shares with restricted rights of transfer, one or more shareholders, one or more directors of whom at least one is ordinarily resident in Rwanda, and incorporation documents. Article 8 adds its defining characteristics: it restricts the transfer of its shares or debentures, limits its shareholders to 100 (not counting people who are or were employed by the company), and prohibits any invitation to the public to subscribe for its shares or debentures. The statistics show how dominant it is: of 148,146 companies limited by shares on the register at 30 June 2023, only 928 were public, according to the OECD Global Forum's 2024 peer review of Rwanda.

The private company is light on formality. It may, but need not, have articles of association; without them, the rights and duties of the company, board, directors and shareholders are those set out in the Law (Article 21). It need not have a company secretary (Article 172, as amended), and its shareholders may act by written resolution instead of meeting (Article 105). It can opt out of several statutory requirements by unanimous resolution, though not of the directors' report or the annual meeting requirement (Article 209). The Companies Law sets no minimum share capital ([FAQ 13](#)), and foreign ownership of 100% is permitted in ordinary commercial sectors ([FAQ 12](#)). What the private company cannot avoid is the resident director, the statutory registers, the beneficial ownership filings, the annual return, audited annual accounts and the tax and social security registrations that follow incorporation.

When a public company, a guarantee company or a protected cell company fits

A **public company** ("Plc") is needed only where the shares will be offered to the public or listed. It must have fully transferable shares, a company secretary and at least two directors (Articles 9 and 153); a majority of its directors must be non-executive and at least one-third independent; the chair and chief executive must be different people; and it must have an audit committee of at least three independent non-executive directors (Articles 156 and 158). It files its annual accounts within four months of its accounting reference date, against seven months for a private company (Article 142). Listed and public-offer companies are also subject to the Capital Market Authority's Regulations No 002/CMA/2026 of 02/10/2026 relating to the capital market corporate governance. A private company converts to public status by special resolution of its shareholders, delivering a notice of alteration of its incorporation documents to the Registrar General within ten working days of the resolution, after which an amended certificate of incorporation is issued (Article 207).

A **company limited by guarantee** has members who undertake to contribute a stated amount to the company's assets if it is wound up, which the memorandum must state (Article 20). It suits trade associations, membership bodies and not-for-profit projects that want corporate form, but it cannot be public. A **protected cell company** segregates its assets and liabilities into cells that are ring-fenced from one another and from the core; it must file articles with the Registrar General (Article 21), and its beneficial ownership is tested for the company as a whole and for each cell and the core. Protected cell companies are mainly used for captive insurance and investment structures promoted through the Kigali International Financial Centre (Kigali International Financial Centre); only one was on the register at 30 June 2023. A **community benefit company** pursues a community purpose under Articles 269 to 273, but the order on its incentives contemplated by the Law had not been located in the collection of laws in force at 10 October 2026.

Partnerships, cooperatives, trusts and foundations

Law N° 008/2021 of 16/02/2021 governing partnerships (Official Gazette n° Special of 17/02/2021), amended by Law N° 018/2023 of 30/03/2023, provides three types: the general partnership, the limited partnership and the limited liability partnership (Article 7). Partnerships register with the Registrar General, and the application includes proof that the general partners have no conviction for economic crime; a complying application is registered within two working days (Article 12). Partnerships file accounts within six months, and a limited partnership's accounts must be audited. Partnerships are mainly used for professional firms and for fund structures, where the limited partnership allows passive investors to limit their exposure; they are also subject to the beneficial ownership rules, with the 25% test applied to capital contributions.

Cooperatives are governed by Law n° 057/2024 of 20/06/2024 governing cooperatives in Rwanda (Official Gazette n° 28 Bis of 08/07/2024). They are registered not by RDB but by the national agency the Law designates (Article 71) and must keep their own internal beneficial ownership register (Article 75). They are member-owned enterprises, common in agriculture and savings, and are rarely the vehicle for a foreign investor, though investors often contract with them as suppliers. **Trusts and foundations** are available under Law N° 063/2021 of 14/10/2021 governing trusts and Law No 059/2021 of 14/10/2021

governing foundations, mainly for wealth holding and structures promoted through KIFC; trustees and foundations carry their own beneficial ownership duties under the Registrar General's March 2023 guidelines.

Sole traders, joint ventures and representative offices

An individual may trade as an **individual enterprise** (sole trader), registered online with RDB free of charge using a national identity card for a Rwandan or a passport for a foreigner. It has no separate personality, so the owner is personally liable for every debt, and it is suitable only for small-scale trading or consultancy. A foreign individual who intends to live and work in Rwanda while running the business will still need the right permit ([Work permits and residence permits](#)).

Rwanda has no statutory **joint venture** entity. A joint venture is either a contract between the parties or, far more often, a company they own together. RDB's registration requirements treat a joint venture company exactly like a subsidiary: each corporate participant files a notarised copy of its certificate of registration and articles and a notarised shareholders' resolution stating the name, scope of business, management and shareholding of the new company. The Companies Law accommodates joint ventures in one important respect: where the incorporation documents expressly permit it, a director of a company carrying out a joint venture between its shareholders may act in the best interests of the shareholder that appointed him or her, even if that is not in the best interests of the company (Article 147). Joint venture terms on deadlock, transfer restrictions and exit are covered in [Joint ventures, shareholder agreements and exit rights](#).

Some guides, including earlier versions of the Be Rwanda Wise FAQs, describe a non-commercial **representative office** as a separate vehicle. Neither the Companies Law nor RDB's published registration requirements and business procedures contain such a category. Chapter XI of the Law applies to any foreign company "carrying on business in Rwanda" (Article 2, 32°, as replaced in 2023), and RDB's forms cover subsidiaries, branches and joint ventures. A foreign company that wants a liaison presence should therefore assume that it must register as a foreign company if it establishes a place of business, and should take local advice before relying on any lighter form. Sector laws can differ: a foreign bank's representative office, for example, is authorised by the National Bank of Rwanda under the 2024 banking law ([Branches of foreign companies](#)).

Subsidiary or branch?

A foreign company can operate in Rwanda without incorporating a subsidiary by registering itself as a **foreign company**, which is what practitioners call a branch. It must register within ten working days of establishing a place of business in Rwanda (Article 247, as amended). The branch is not a separate legal person, so the foreign company is answerable for everything the branch does; it must still file audited accounts and annual returns, display its name and keep an authorised representative, and the whole Companies Law applies to it through that representative (Articles 253, 255 and 257). Companies from East African Community states and from countries with an agreement with Rwanda receive national treatment (Article 248). The details are in [Branches of foreign companies](#).

Most investors choose a subsidiary because it ring-fences liability, can own land rights and hold licences in its own name, is the natural vehicle for an RDB investment certificate and for local partners, and can be sold by transferring shares. A branch can be quicker to wind down and lets the parent use its own balance sheet, which is why some contractors, airlines and financial institutions use one. The tax treatment of branch profits and of the payments a subsidiary makes to its parent is different, and should be compared before choosing ([Withholding taxes and tax treaties](#)).

Company registration, investment registration and sector licences

Choosing and registering a vehicle is only the first of three layers. The second is the **investment certificate** issued by the Rwanda Development Board (RDB) under Law N° 006/2021 of 05/02/2021 on Investment Promotion and Facilitation, which is optional but is the gateway to the incentives and immigration facilitation in that Law; the application requires the company's certificate of incorporation, so the company must exist first ([RDB registration and the investment certificate](#)). The third is the **sector licence**. Banking, insurance and microfinance are licensed by the National Bank of Rwanda (BNR), telecoms and energy by the Rwanda Utilities Regulatory Authority (RURA), mining by the Rwanda Mines, Petroleum and Gas Board (RMB), and capital market activities by the Capital Market Authority (CMA), and those regulators may prescribe a particular legal form, minimum capital, local directors or fit-and-proper tests that override the Companies Law minimum ([Sectors open to foreign investors and licensing](#)).

The **Kigali International Financial Centre (KIFC)** is not a separate category of company registration: KIFC entities are ordinary Rwandan companies, partnerships, trusts or foundations that apply for licences or tax regimes, and the substance conditions for those regimes, such as resident directors and board meetings in Rwanda, come on top of the Companies Law. Anyone planning a holding company, fund or captive insurer should read the KIFC section before choosing the vehicle.

DECISION GUIDE

Which vehicle fits my investment?

A decision guide for a first entry into Rwanda. Answer in order; the first outcome reached is the usual starting point, not the only option.

Q1 Will the business offer shares or debentures to the public, or seek a listing on the Rwanda Stock Exchange?

Yes A public company (Plc) with at least two directors, a company secretary and the governance structure in Articles 156 and 158, plus the CMA governance regulations.

No Continue to Q2.

Q2 Is the activity regulated (bank, insurer, microfinance, telecoms, energy, mining, fund)?

Yes Check the regulator's rules first: they may dictate the legal form, capital and directors. Then incorporate the form the regulator requires, usually a private or public company limited by shares.

No Continue to Q3.

Q3 Does the foreign parent need to contract in its own name for a short or single project, and accept unlimited exposure in Rwanda?

Yes Consider registering the foreign company (branch) under Articles 247 to 257, after comparing the tax position with a subsidiary.

No Continue to Q4.

Q4 Will two or more unrelated investors own the business together?

Yes A private company limited by shares as the joint venture company, with articles and a shareholders' agreement covering board seats, reserved matters, transfers and deadlock.

No Continue to Q5.

Q5 Is it a professional firm or an investment fund whose investors want pass-through or limited-partner treatment?

Yes A partnership under Law N° 008/2021 (limited or limited liability partnership), or a protected cell company for a multi-cell fund or captive insurer.

No A private company limited by shares (Ltd), wholly owned if you wish, with at least one director ordinarily resident in Rwanda.

WORKED EXAMPLE

A three-party joint venture company: what the shareholdings mean

A Singapore food group (60%), a Kenyan distributor (30%) and a Rwandan entrepreneur (10%) form a private company limited by shares to process and distribute dairy products, with share capital of RWF 150,000,000. Illustrative figures; the capital is a business choice, not a legal minimum.

Contributions	Singapore group RWF 90,000,000 (60%); Kenyan distributor RWF 45,000,000 (30%); Rwandan entrepreneur RWF 15,000,000 (10%). Total RWF 150,000,000, all fully paid, because shares subject to calls are not allowed (Article 57, as amended).
Vehicle	Private company limited by shares ("Ltd"): three shareholders, well under the cap of 100; shares with restricted transfer rights; no public offer.

Ordinary resolutions	Passed by a simple majority of votes cast: the Singapore group's 60% alone can appoint and remove directors (Articles 154 and 160) and approve allotments in a private company (Article 58).
Special resolutions	Need 75% of votes cast: 60% + 10% = 70% is not enough, so the Singapore group needs the Kenyan distributor. The distributor's 30% is a statutory blocking stake; the Rwandan partner's 10% is not.
Written resolutions	Need signatures representing at least 75% of votes (Article 105): the same 60% + 30% combination is required.
Beneficial ownership	The 25% threshold catches whoever ultimately owns or controls the Singapore group's 60% and the Kenyan distributor's 30%; the Rwandan entrepreneur at 10% is not a beneficial owner on shareholding alone, but would be if he or she controlled the board by agreement.
Board	Five directors: three appointed by the Singapore group, one by each partner. At least one must be ordinarily resident in Rwanda; the articles expressly allow nominee directors to act in their appointer's interests (Article 147).

If the Rwandan partner needs a veto, it must come from the articles or the shareholders' agreement (for example, unanimity for reserved matters), not from the statutory majorities.

Each corporate shareholder files a notarised certificate of registration, notarised articles and an original notarised resolution approving the investment; see section 2.2.

Questions investors ask

Which business structure do most foreign investors use in Rwanda?

A private company limited by shares ("Ltd") under Law N° 007/2021 governing companies. It can have a single foreign shareholder, needs only one director provided at least one director is ordinarily resident in Rwanda, has no minimum share capital and is registered online by RDB free of charge. Public companies, partnerships and branches are used for listings, funds and specific projects.

Can a Rwandan company have only one shareholder?

Yes. Article 6 of Law N° 007/2021 requires one or more shareholders, so a single-member company is allowed, whether the shareholder is an individual or a company, Rwandan or foreign. A private company may have up to 100 shareholders, not counting current and former employees (Article 8). A company with a sole member signs its annual return through that member.

Is a representative office available in Rwanda?

The Companies Law contains no representative office category, and RDB's published requirements cover subsidiaries, branches and joint ventures only. A foreign company that establishes a place of business in Rwanda must register as a foreign company within ten working days under Article 247. A company that only sends staff on visits should take advice on whether its activity amounts to carrying on business.

How is a joint venture set up in Rwanda?

Usually as a private company limited by shares owned by the partners, registered with RDB like any subsidiary, with each corporate partner filing notarised constitutional documents and a notarised resolution. The articles and a shareholders' agreement allocate board seats, reserved matters and exit rights, and Article 147 allows nominee directors to favour their appointer only if the incorporation documents expressly permit it.

Can a public company or a guarantee company be used instead?

A public company suits only businesses that will offer securities to the public or list, because it needs at least two directors, a company secretary, an independent element on the board and an audit committee. A company limited by guarantee suits non-profit or membership bodies; it has no shareholders' capital and cannot be public (Article 11).

Does a Rwandan company need a local shareholder?

No. The Companies Law has no nationality requirement for shareholders and no general cap on foreign ownership, and the Investment Code treats foreign investors equally for incentives. The local element the Law does require is a director ordinarily resident in Rwanda. Sector regulators may impose ownership conditions in licensed activities, so check the sector rules before fixing the shareholding.

THE 2027 HORIZON

- No bill amending Law N° 007/2021 or Law N° 008/2021 had been published at 10 October 2026, and the 2023 amendments remain the latest changes to the vehicles described here.
- The Ministerial Order on incentives for community benefit companies and the Order allowing some private companies to opt out of audit (Article 210) had still not been located in the collection of laws in force; if made, they would make these structures more attractive for small and social enterprises.
- Capital Market Authority Regulations No 002/CMA/2026, gazetted on 2 October 2026, will shape how public companies and companies planning a listing structure their boards in their first full reporting year, 2027.
- Law n° 057/2024 on cooperatives is still bedding in; watch for implementing instructions from the cooperatives agency on registration and beneficial ownership.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Private company	<i>Isosiyete idahamagarira rubanda kuyiguramo imigabane</i>	<i>Société privée</i>	A company whose name ends in Ltd, with restricted share transfers, at most 100 shareholders (excluding employees) and no public offer.
Public company	<i>Isosiyete ihamagarira rubanda kuyiguramo imigabane</i>	<i>Société publique</i>	A company whose name ends in Plc, with freely transferable shares and a mandatory company secretary.
Company limited by shares	<i>Isosiyete ifite uburyozwe bugarukira ku migabane</i>	<i>Société à responsabilité limitée par actions</i>	A company whose shareholders' liability is limited to the price of their shares.
Company limited by guarantee	<i>Isosiyete ifite uburyozwe bugarukira ku ngwate</i>	<i>Société à responsabilité limitée par garantie</i>	A company whose members undertake to contribute a stated amount on winding up.
Unlimited company	<i>Isosiyete ifite uburyozwe busesuye</i>	<i>Société à responsabilité illimitée</i>	A company whose members have unlimited liability for its debts.
Protected cell company	<i>Isosiyete ibumbye ibice birinzwe</i>	<i>Société à cellules protégées</i>	A company whose assets and liabilities are segregated into ring-fenced cells and a core.
Limited life company	—	<i>Société à durée limitée</i>	A company of any type formed to exist for a limited period.
Community benefit company	—	<i>Société d'intérêt communautaire</i>	A company formed to pursue a community purpose under Articles 269 to 273.
Foreign company	—	<i>Société étrangère</i>	A company incorporated outside Rwanda that carries on business in Rwanda; it registers under Chapter XI as a branch.
Wholly owned subsidiary	<i>Isosiyete ifitwe n'indi ijana ku ijana</i>	<i>Filiale en propriété exclusive</i>	A company all of whose shares are held by another company (Article 17).

FOREIGN V RWANDAN INVESTOR

The Companies Law offers the same vehicles on the same terms to everyone. A foreign individual registers with a passport where a Rwandan uses a national identity card, and a foreign corporate shareholder must notarise its constitutional documents and resolution, but there is no foreign ownership cap, no local shareholder requirement and no higher fee. The resident director rule applies to Rwandan-owned and foreign-owned companies alike; it is a residence test, not a nationality test, so a foreign national living in Rwanda can satisfy it. For branches, companies from East African Community states and from countries with an agreement with Rwanda receive national treatment (Article 248). Differences arise elsewhere: in land rights, in sector licensing and, under the Investment Code, in the RDB web guidance on the capital at which investors are encouraged to apply for an investment certificate.

WATCH OUT FOR

- Forgetting the resident director: a company owned and run entirely from abroad does not meet Articles 6, 7 and 157, and banks and RDB will ask who the resident director is.
- Relying on a "representative office" to avoid registration: the Law has no such category, and a place of business must be registered as a foreign company within ten working days.
- Choosing a branch for a long-term business without weighing the parent's unlimited exposure and the different tax treatment of branch profits.
- Joint venture articles that rely on statutory majorities: a 10% partner has no veto unless the articles or a shareholders' agreement create one.
- Assuming that a KIFC structure is a special type of company: the vehicle is an ordinary Rwandan company, partnership, trust or foundation, and the regime's substance conditions apply on top.

OFFICIAL SOURCES

- Official Gazette n° 04 ter of 08/02/2021 (RDB copy): Law N° 007/2021 of 05/02/2021 governing companies — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
- RDB, Office of the Registrar General: Law N° 019/2023 of 30/03/2023 amending Law N° 007/2021 — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- Rwanda Law Reform Commission: laws in force (Law N° 008/2021 governing partnerships and Law N° 018/2023; Law n° 057/2024 governing cooperatives; trusts and foundations laws) — <https://www.rlrc.gov.rw/mandate/laws-of-rwanda>
- RDB, Office of the Registrar General: business registration requirements — <https://org.rdb.rw/business-registration/requirements/>
- OECD Global Forum: Peer Review of Rwanda 2024 (Second Round, Phase 1), register statistics — https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/11/global-forum-on-transparency-and-exchange-of-information-for-tax-purposes-rwanda-2024-second-round-phase-1_a9e6e46c/0adbbb5-en.pdf

Registering a company with RDB, step by step: the application under Article 19, the memorandum and articles, notarised documents for foreign shareholders, the apostille, the certificate and company code, and the tax, social security and other registrations that follow

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- Registration with the Office of the Registrar General at the Rwanda Development Board (RDB) is compulsory (Article 22 of Law N° 007/2021 governing companies); RDB describes the online process as fully automated and free of charge, with a service standard of six hours for a complying application.
- Under Article 19, as amended by Law N° 019/2023, the application contains incorporation documents signed by every shareholder, the consents of the directors and any secretary, shareholder consents, the memorandum of association, the articles if the company has them, and beneficial owner information.
- The memorandum states the name, the registered office in Rwanda, the activity, the category, liability and type of company and, for a share company, each shareholder's name, address, class and number of shares and consideration (Article 20); articles of association are optional (Article 21).
- RDB requires a foreign corporate shareholder to file a notarised copy of its certificate of registration and articles and an original shareholders' resolution signed before a notary, a Rwandan embassy or a ministry of foreign affairs; the Apostille Convention has applied to Rwanda since 5 June 2024, except in relations with Germany, which objected to Rwanda's accession.
- The company code on the certificate of incorporation also serves as the tax identification number and the social security number, so no separate TIN application is needed; VAT registration becomes compulsory above FRW 20,000,000 of turnover in the previous year or FRW 5,000,000 in the preceding quarter.

The legal basis: compulsory registration with the Registrar General

Registration of a company in the Office of the Registrar General is compulsory (Article 22 of **Law N° 007/2021 of 05/02/2021 governing companies**). The Registrar General sits within the Rwanda Development Board (RDB) and runs registration through RDB's online system. When the Registrar General receives an application that complies with the Law, he or she registers it, enters the company in the register of companies and businesses and issues a **certificate of incorporation** (Article 22). The

certificate states the company's registered name, its registered code, its type and its date of incorporation, and it is conclusive evidence that the requirements of the Law for incorporation have been met and that the company was duly incorporated on that date (Article 23).

RDB's published service standard is six hours for a complying business registration, and the Office of the Registrar General's business procedures describe two steps: submitting the application online and receiving the certificate by e-mail, with 10 to 25 minutes of input from the applicant. RDB describes company registration as a fully automated process that is free of charge. In practice, delay comes not from RDB but from the applicant's side: assembling notarised documents from a foreign parent, agreeing the name and constitution with partners, and identifying the beneficial owners.

What the application must contain

Article 19, as replaced by Article 2 of Law N° 019/2023 of 30/03/2023, lists six items that the applicant submits to the Registrar General: (1) the incorporation documents in an appropriate format, signed by every shareholder or member or by each applicant; (2) the consent in the prescribed form of each person named as a director or as the company secretary; (3) the consent in the prescribed form of each member or shareholder, or of an agent authorised in writing; (4) the **memorandum of association**; (5) a copy of the articles of association where the company has them; and (6) the beneficial owner's information. Where the documents are signed by an authorised representative, the representative's authority to sign must accompany them. In the online system these appear as forms completed and signed electronically, with scanned supporting documents uploaded.

The memorandum of every company must state its name; the address of its registered office in Rwanda; its proposed business activity; whether it is public or private; whether liability is limited or unlimited; its type; and any further information the Law or the Registrar General's regulations require. A company with share capital must also state the full name and address of every shareholder at incorporation and the class and number of shares each has agreed to take, with the consideration provided or to be provided (Article 20). A company limited by guarantee states that its liability is limited and the amount each member undertakes to contribute on winding up. **Articles of association** are optional: a company without them is governed by the default rules of the Law, while a company with them is governed by the Law as restricted or modified by the articles (Article 21). A protected cell company must file articles. Most foreign investors and every joint venture should adopt articles, because the defaults on pre-emption, transfers, quorum and board procedure rarely match what the shareholders have agreed.

Before you file: name, office, activity and people

A name can be reserved in advance. The Registrar General's instructions set the procedure; an approved name is reserved for three months, renewable once, and a rejection must be notified in writing with reasons within two working days of the application (Article 36). The Registrar General will not reserve or register a name that contravenes a law, may mislead, offends good morals, or is identical or nearly identical to a name already reserved or to an existing company or statutory corporation (Article 37). A private company's name ends with "Ltd" and a public company's with "Plc" (Articles 7 and 9). The company must at all times have a **registered office** in Rwanda, to which notices and legal process may be addressed (Article 30); a serviced office or a law firm's address is common at the start, but the address must be real.

The application also asks for the business activities, which drive the tax registrations and any sector licence; the directors' and secretary's details and consents; the shareholders' details and shareholdings; and the beneficial owners, meaning the natural persons who own or control 25% or more of the shares or votes or otherwise control the company (Beneficial ownership and transparency). Decide before filing who the director ordinarily resident in Rwanda will be (Articles 6, 7 and 157), whether the company will appoint a company secretary (who must be a Rwandan resident under Article 172, as amended), and the accounting reference date, because each appears on later filings.

Documents to gather before filing

Based on Article 19 as amended and RDB's published registration requirements at 10 October 2026. Have scans ready for upload; keep the originals of notarised documents.

- ☐ **Individual shareholders and directors**
E-mail address; national identity card (Rwandans) or passport (foreigners); residential address; for the resident director, evidence of residence in Rwanda.
- ☐ **Foreign corporate shareholder: constitution**
Notarised copy of its certificate of registration and notarised copy of its articles of association (certified copies are accepted for these two documents only).
- ☐ **Foreign corporate shareholder: resolution**
Original shareholders' or board resolution, signed in the presence of the notarising authority, stating the name, scope of business, management and shareholding of the new company and appointing the person who will sign for it.
- ☐ **Power of attorney**
Where an agent signs the incorporation documents or consents, the written authority to sign (Article 19, last paragraph).
- ☐ **Memorandum and articles**
The memorandum with the Article 20 particulars; articles of association if the company will have them, consistent with any shareholders' agreement.
- ☐ **Director and secretary consents**
Signed consent of each director and of the company secretary, if one is appointed, in the prescribed form.
- ☐ **Beneficial ownership information**
Names, addresses, telephone, nationality, date of birth and identification of each beneficial owner, with the nature and extent of the interest and supporting documents such as the share structure or shareholders' agreement.
- ☐ **Registered office**
The address in Rwanda, and the agreement or permission to use it.

Registering online, step by step

1 Prepare and notarise the foreign documents

Have the parent's certificate and articles notarised and the resolution signed before a notary, embassy or ministry of foreign affairs, or apostilled (see below). Allow time for courier delivery if originals will be needed for a bank.

2 Open an account on RDB's registration system

Create a user account on RDB's online registration portal for the Office of the Registrar General (urs.rdb.rw) with the applicant's e-mail address.

3 Check and reserve the name

Search the register and, if useful, reserve the name for three months (Article 36). A reserved name does not by itself guarantee registration under that name.

4 Complete the application

Enter the company type, name, registered office, activities, share capital and shareholdings, directors and any secretary, and beneficial owners; upload the memorandum, any articles and the supporting documents; collect each person's consent.

5 Submit

Submit the application online. No fee is payable for company registration.

6 Receive the certificate

The certificate of incorporation, with the company code, is sent by e-mail; RDB's service standard is six hours for a complying application. Where the company is VAT-liable, the registration results include a VAT certificate.

7 Complete the follow-up registrations

VAT and electronic invoicing where required, trading licence tax, RSSB registration of employees, a bank account, any sector licence and, if wanted, an RDB investment certificate.

Foreign corporate shareholders: notarisation, apostille and translation

RDB's published requirements for a subsidiary, branch or joint venture with a foreign corporate shareholder are a **notarised** copy of the foreign company's registration certificate, a notarised copy of its articles of association and a notarised shareholders' resolution stating the name, scope of business, management and shareholding of the new company. In Rwanda, documents may be notarised by the RDB notary, a District or Sector notary or a private notary authorised by the Ministry of Justice; Ministerial Order n° 002/MOJ/AG/23 of 22/06/2023 provides for private notaries and electronic notarial services. Abroad, RDB lists public notaries, the Rwandan embassy and the Ministry of Foreign Affairs. A certification of conformity (a certified copy) is accepted only for certificates of incorporation and articles of association; resolutions must be original documents signed in the presence of the notarising authority.

Rwanda acceded to the Hague Convention abolishing the requirement of legalisation for foreign public documents on 6 October 2023, and the Convention has been in force for Rwanda since 5 June 2024. A document notarised in another Convention state can therefore be authenticated by an apostille instead of consular legalisation. The exception is Germany, which lodged an objection to Rwanda's accession on 29 March 2024, so the Convention does not apply between the two countries and German documents still need legalisation through the consular route. RDB's requirements page did not mention the apostille at 10 October 2026, so it is prudent to obtain both a notarisation that meets RDB's list and, where the document is a foreign public document, an apostille, and to confirm with the Registrar General if a document is in doubt. Documents filed under the Companies Law may be written in any official language of Rwanda (Article 141); the Law expressly requires a certified translation of a foreign company's constitution that is not in an official language (Article 247, as amended), and the same practice should be followed for a foreign shareholder's documents. Company registration does not require a visit to Rwanda ([FAQ 20](#)), although banks may ask to meet the signatories.

What the certificate gives you: one number for RDB, RRA and RSSB

The certificate of incorporation carries the company's registered code. According to RDB's business procedures, "the company code on the incorporation certificate also serves as tax identification number (TIN) and social security number", so the company does not apply separately to the Rwanda Revenue Authority (RRA) for a TIN or to the Rwanda Social Security Board (RSSB) for an employer number. Earlier guidance, including an earlier version of the Be Rwanda Wise FAQs, described obtaining a TIN as a separate step after registration; that is no longer the position. The company is a legal person from the date of incorporation shown on the certificate (Articles 23 and 24), and can then open bank accounts, sign leases and employ staff in its own name.

Registration also starts the company's statutory calendar. The Registrar General allocates a month in which the annual return must be filed each year, although no return is due in the calendar year of incorporation (Article 143, as amended). The first annual general meeting may be held within 18 months of incorporation (Article 100). Every company that is not dormant must appoint an external auditor (Article 131); the first auditor may be appointed by the board (Article 132). The full cycle is in [Compliance calendar after registration](#).

After the certificate: the registrations that follow

Registration	Authority and channel	When	Notes
Tax identification number	RRA, automatic	On incorporation	The company code is the TIN
VAT	RRA	Compulsory once turnover exceeds FRW 20,000,000 in the previous year or FRW 5,000,000 in the preceding quarter; register within 7 days	Voluntary registration allowed; a VAT certificate is issued with registration where the company is VAT-liable

Registration	Authority and channel	When	Notes
Electronic invoicing	RRA, electronic invoicing system	Before issuing invoices as a VAT-registered business	Ministerial Order N° 006/26/10/TC of 24/09/2026 replaced the electronic billing machine (EBM) order; RDB's portal still refers to "EBM 2"
Trading licence tax	District, declared at sector level through RRA's local government portal (localgov.rra.gov.rw)	On starting business, then each year	A decentralised tax under Law N° 048/2023 of 05/09/2023; the certificate is displayed at the premises
Employees	RSSB	When the first employee is hired	Monthly declarations and contributions by the 15th of the following month (Law N° 05/2015, Articles 10 to 12)
Bank account	Commercial bank	After incorporation	Banks apply their own customer due diligence to the company, its directors and beneficial owners
Investment certificate (optional)	RDB, under Law N° 006/2021	When incentives or investor facilitation are wanted	USD 500 fee according to RDB's published procedures; decision within 2 working days of a complete application (Article 18 of Law N° 006/2021)
Sector licence	BNR, RURA, RMB, CMA, RICA or the competent ministry	Before carrying on the regulated activity	May require changes to the constitution, capital or board

Tax registrations: VAT, electronic invoicing and trading licence tax

VAT registration is compulsory for a business whose turnover exceeded FRW 20,000,000 in the previous year or FRW 5,000,000 in the preceding quarter, and it must register within seven days (Article 11 of Law n° 020/2023 of 31/03/2023 on tax procedures); a business below the threshold may register voluntarily, which is often worthwhile for a new company with large start-up purchases on which it wants to recover input VAT. The VAT rate is 18% under Law N° 049/2023 of 05/09/2023 establishing value added tax. A VAT-registered business must issue invoices through the electronic invoicing system now governed by **Ministerial Order N° 006/26/10/TC of 24/09/2026**, published on 25 September 2026, which replaced the order on electronic billing machines; RDB's procedures pages still describe installing "EBM 2", so check the current RRA requirements before ordering software or devices. VAT and electronic invoicing are explained in [VAT and electronic invoicing](#).

Trading licence tax is a tax of the District, collected by RRA, and is declared for each business premises through RRA's local government portal; the certificate must be displayed. Rates, exemptions and dates are in [Capital gains, property and other taxes](#). RDB's business procedures pages on tax were last revised in 2019 and cite tax laws that have since been repealed, so rely on the current laws rather than the portal for rates and deadlines.

Employees, bank account, investment certificate and permits

Before the first hire, the company registers its employees with RSSB, which uses the company code as the employer number, and from then on declares and pays pension and occupational hazards contributions by the 15th of the following month under Law N° 05/2015 of 30/03/2015 governing the organisation of pension schemes; late payment attracts a penalty of 1.5% a month. Employment contracts, payroll and contributions are covered in [Social security: RSSB contributions](#). The company will also need a bank account in Rwanda; banks apply their own know-your-customer checks to the company, its directors and its beneficial owners, which is where the notarised constitutional documents are needed again ([Opening corporate bank accounts](#)).

Company registration does not by itself make the company a **registered investor**. The investment certificate under Law N° 006/2021 of 05/02/2021 on Investment Promotion and Facilitation is a separate, optional application to RDB that requires the certificate of incorporation, a business plan and other documents, a fee that RDB's published procedures put at USD 500, and a decision within two working days of a complete application; it unlocks the incentives and immigration facilitation in the Investment Code ([FAQ 6; RDB registration and the investment certificate](#)). Foreign directors and staff who will live and work in Rwanda need work and residence permits from the Directorate General of Immigration and Emigration (DGIE), which are applied for separately ([Work permits and residence permits](#)).

Changes after registration

The registration is only as good as the filings that keep it current. A resolution authorising an allotment of shares must be submitted to the Registrar General within 15 days of its adoption (Article 58); the share register must be updated within seven days of any change and the shareholder index within 14 days (Articles 114 and 115, as amended); changes in beneficial ownership are filed within 14 days (Article 116, as amended); and the adoption, alteration or revocation of articles, a change of status between public and private, and other listed events must be notified (Article 141). A change of registered office takes effect on the date stated in the notice, but not earlier than five working days after the Registrar General registers the notice (Article 30). If the company moves its records from the registered office, it must notify the Registrar General within 15 days (Article 111, as amended). These obligations are continuing: under Article 141 the duty to deliver a document does not end when the deadline passes. Late or incomplete information exposes the company to an administrative fine of FRW 200,000 to FRW 500,000 (Article 327, as amended).

WORKED EXAMPLE

A UK parent registers a Kigali subsidiary

A UK software company forms a wholly owned Rwandan private company with share capital of RWF 50,000,000 to sell services in Rwanda. Its Kigali general manager, a Kenyan national resident in Rwanda, will be one of two directors. Dates, turnover and timings are illustrative.

1 to 12 June 2026: documents	London notary certifies copies of the UK certificate of incorporation and articles; the board resolution approving the subsidiary is signed before the notary and apostilled. Cost: UK notarial fees only.
15 June 2026: application	Name checked and application filed online with the memorandum, articles, two director consents, the parent's consent through its attorney, and beneficial ownership details of the two founders who each hold 40% of the UK parent.
15 June 2026: certificate	Certificate of incorporation received by e-mail the same day; company code issued, serving as TIN and RSSB number. RDB registration fee: RWF 0.
Capital	RWF 50,000,000 for 50,000,000 no-par shares issued at RWF 1 each, or 5,000 shares issued at RWF 10,000 each: the number is a choice, because shares have no par value (Article 57, as amended).
July to September 2026: first quarter of trading	Turnover RWF 6,200,000, which exceeds the FRW 5,000,000 quarterly threshold by RWF 1,200,000, so VAT registration becomes compulsory and must be completed within seven days; invoices then go through the electronic invoicing system.
Staff	Three local employees from 1 August 2026: RSSB declarations for August due by 15 September 2026.
Investment certificate	Not sought: services of this kind do not need incentives. Had it been sought, RDB's published procedures put the fee at USD 500.
Annual return	None for 2026, the year of incorporation; first return in the month allocated by the Registrar General in 2027.

The Kenyan manager satisfies the resident director requirement because the test is residence, not nationality; he still needs a work and residence permit.

Had the parent's founders held 20% each, no individual would meet the 25% threshold on shares alone, and the company would look to control by other means and then to its senior managing official.

Questions investors ask

How long does company registration take in Rwanda?

RDB's published service standard is six hours for a complying application, and the online process takes the applicant 10 to 25 minutes of input. The real timetable depends on preparing documents: a foreign corporate shareholder must notarise its certificate, articles and resolution, which can take several weeks abroad, and the beneficial owners must be identified before filing.

How much does it cost to register a company in Rwanda?

RDB describes company registration as a fully automated process that is free of charge, so there is no government fee for incorporation itself. Costs arise from notarisation and apostilles abroad, translations, professional fees for drafting articles and a shareholders' agreement, and the separate fee, USD 500 according to RDB's published procedures, if the company later applies for an RDB investment certificate.

Do I need to get a TIN separately after registration?

No. RDB's business procedures state that the company code on the certificate of incorporation also serves as the tax identification number and the social security number. The company must still register for VAT once its turnover passes the thresholds, use the electronic invoicing system if VAT-registered, declare trading licence tax and register employees with RSSB.

What must a foreign parent company provide?

A notarised copy of its certificate of registration, a notarised copy of its articles of association and an original shareholders' resolution, signed before the notarising authority, stating the new company's name, business, management and shareholding. Abroad, RDB accepts public notaries, the Rwandan embassy or the ministry of foreign affairs; an apostille is available since 5 June 2024 for documents from other Convention states, except Germany.

Can I register a Rwandan company without travelling to Rwanda?

Yes. The application is made online and the certificate is sent by e-mail, so incorporation does not require a visit. A director ordinarily resident in Rwanda must still be appointed, banks may want to meet signatories or verify them by video, and anyone who will live and work in Rwanda needs a permit.

Are articles of association compulsory?

No. Article 21 of Law N° 007/2021 allows a company to have no articles, in which case the default rules of the Law govern the company, its board and its shareholders. Protected cell companies must file articles. Most foreign-owned companies and all joint ventures should adopt articles to set board procedure, transfers and pre-emption.

THE 2027 HORIZON

- RRA's implementation of Ministerial Order N° 006/26/10/TC on electronic invoicing, published on 25 September 2026, will determine which devices and software new VAT-registered companies must use in 2027; RDB's procedure pages still refer to "EBM 2" and should be updated.
- Watch whether the Office of the Registrar General updates its notarisation requirements to refer expressly to the apostille, now that the Convention has applied to Rwanda for more than two years.
- Ministerial Order N° 009/26/10/TC of 24/09/2026 changes the turnover at which financial statements must be certified for tax from FRW 600,000,000 to FRW 1,000,000,000; companies registered in 2026 will meet it for the first time in their 2026 or 2027 returns.
- No amendment to the registration provisions of Law N° 007/2021 had been published at 10 October 2026.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Registrar General	<i>Umwanditsi Mukuru</i>	<i>Registraire général</i>	The officer within RDB who registers companies and keeps the registers.
Rwanda Development Board (RDB)	<i>Urwego rw'Igihugu rw'Iterambere</i>	<i>Office Rwandais de Développement</i>	The government agency that houses the Office of the Registrar General and issues investment certificates.
Incorporation documents	—	<i>Documents constitutifs</i>	The memorandum of association and any articles of association.
Memorandum of association	—	<i>Mémoire d'association</i>	The document stating the company's name, office, activity, category, type and initial shareholdings (Article 20).
Articles of association	<i>Amategeko shingiro</i>	<i>Statuts</i>	The optional rules that restrict or modify the default rules of the Law (Article 21).
Certificate of incorporation	—	<i>Certificat de constitution</i>	The certificate stating the company's name, code, type and date of incorporation; conclusive evidence of incorporation (Article 23).
Name reservation	—	<i>Réservation de dénomination sociale</i>	Holding a proposed name for three months, renewable once (Article 36).
Registered office	—	<i>Siège social</i>	The company's address in Rwanda for notices and legal process (Article 30).

English	Kinyarwanda	French	Meaning
Beneficial owner	<i>Ugenewe inyungu ku migabane</i>	<i>Bénéficiaire effectif</i>	A natural person who ultimately owns or controls the company; his or her details are part of the application.
Official Gazette	<i>Igazeti ya Leta</i>	<i>Journal Officiel</i>	The official publication in which laws and orders appear in Kinyarwanda, English and French.

FOREIGN V RWANDAN INVESTOR

The procedure, the online system and the nil fee are the same for everyone. The differences are documentary: a Rwandan individual identifies with a national identity card and a foreign individual with a passport, and a foreign corporate shareholder must produce notarised constitutional documents and an original notarised resolution, apostilled or otherwise authenticated, with a certified translation where they are not in an official language. A Rwandan corporate shareholder files a notarised shareholders' resolution only. Every company, whoever owns it, needs a director ordinarily resident in Rwanda and must file beneficial ownership information at registration; for a foreign group, identifying the natural persons at the top of the chain is usually the slowest part of the file. Nationals of East African Community and COMESA states are treated as Rwandan for some Investment Code purposes, but not differently for company registration.

WATCH OUT FOR

- Sending copies of resolutions: RDB accepts certified copies only for certificates of incorporation and articles; resolutions must be originals signed before the notary.
- Filing without articles in a joint venture or a company with outside investors, leaving pre-emption, transfers and board procedure to the statutory defaults.
- Relying on RDB's 2019 tax procedure pages, which cite repealed laws and still describe electronic billing machines.
- Treating the certificate of incorporation as the end of the process: VAT registration within seven days of crossing the threshold, RSSB declarations and the 7- and 14-day change filings follow.
- Assuming registration confers incentives: the investment certificate is a separate application with its own documents and fee.

OFFICIAL SOURCES

- RDB, Office of the Registrar General: business registration requirements (notarisation and documents) — <https://org.rdb.rw/business-registration/requirements/>
- RDB Business Procedures: registration of a domestic company (procedure 5) — <https://businessprocedures.rdb.rw/procedure/5?l=en>
- Official Gazette n° 04 ter of 08/02/2021 (RDB copy): Law N° 007/2021 governing companies, Articles 19 to 23, 30, 36 and 141 — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
- RDB, Office of the Registrar General: Law N° 019/2023 amending Law N° 007/2021 (Article 19 as amended) — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- Hague Conference on Private International Law: Apostille Convention status table (Rwanda) — <https://www.hcch.net/en/instruments/conventions/status-table/?cid=41>
- Rwanda Law Reform Commission: laws in force (tax procedures, VAT and electronic invoicing instruments) — <https://www.rlrc.gov.rw/mandate/laws-of-rwanda>

Share capital, shareholders and shares: no minimum capital, no-par shares and the 2023 ban on bearer, par value and call shares, share classes, allotment and pre-emption, transfers, registers, resolutions and minority remedies

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- Law N° 007/2021 of 05/02/2021 governing companies sets no minimum share capital; sector regulators such as the National Bank of Rwanda (BNR) set their own capital requirements for licensed businesses.
- Since Law N° 019/2023 of 30/03/2023, Article 57 prohibits the allotment of bearer shares, nominal or par value shares, shares subject to calls, and redeemable shares where no non-redeemable shares exist; a purported par value share is treated as a no-par share at its actual allotment price and a share subject to calls as fully paid.
- Shares may be ordinary, redeemable, preferential, with special, limited or conditional voting rights, or non-voting (Article 53); in a private company, allotments are made by ordinary resolution and the resolution is filed with the Registrar General within 15 days (Article 58).
- Private company shareholders have a pro rata pre-emption right on new shares, open for three months, after which unaccepted shares may be issued to others within three months at the same price; the incorporation documents may negate, limit or modify the right (Article 59).
- A transfer is registered on a transfer form signed by both parties; the board may refuse or delay registration only by a reasoned resolution within 30 working days, notified within 5 working days, where the Law or the incorporation documents permit (Article 75).
- The share register must be kept in Rwanda for at least ten years and updated within 7 days of a change, and the shareholder index within 14 days (Articles 111, 114 and 115, as amended); failing to keep or update records carries a fine of FRW 500,000 to FRW 2,000,000 (Article 326).

No minimum capital, but capital still matters

No article of **Law N° 007/2021 of 05/02/2021 governing companies**, as amended by Law N° 019/2023 of 30/03/2023, sets a minimum share capital for an ordinary company, and founders choose the capital stated in the memorandum ([FAQ 13](#)). A company limited by shares must simply have one or more shares (Article 6). Minimum capital is instead a matter for the sector regulators: the National Bank of Rwanda (BNR) for banks, insurers and microfinance institutions, the Capital Market Authority (CMA) for licensed market intermediaries and fund managers, and other regulators for their sectors. Those requirements are set in the sector instruments and are not repeated here.

Capital nevertheless deserves thought. It is the cushion that the directors must keep in view under the solvency duty in Article 150, which forbids them to let the company enter a transaction that involves an unreasonable risk of failing the solvency test. It is what banks and landlords look at. And for a foreign investor it is the money that must later be repatriated: the Investment Code guarantees the transfer abroad of capital and profits after tax (Article 12 of Law N° 006/2021), but the investor must be able to show how the money came in, so capital should arrive through the banking system and be documented (Repatriating profits and capital). Many investors combine modest share capital with shareholder loans; the tax limits on interest are covered in Transfer pricing and international tax.

What a share is, and the classes a company may issue

Shares in a Rwandan company are personal property, not immovable property; they can be allotted; they confer the rights set out in the Law and in the incorporation documents; and they are transferable subject to any restrictions or limitations in those documents (Article 52). Subject to the incorporation documents, different classes may be issued. Shares may be **ordinary**; **redeemable**; confer **preferential rights** to distributions of capital or income; confer special, limited or conditional voting rights; or confer no voting rights at all (Article 53). A company must keep a stated capital account for each class of shares it issues, recording the names and addresses of the shareholders and the number, type and class of shares each holds (Article 54).

This flexibility allows the usual investment structures: preference shares for a financial investor, non-voting shares for employees, or a class with enhanced voting rights for a founder. The rights of each class must be written into the incorporation documents or the allotment resolution, because Article 58 requires the resolution to specify the rights, privileges, limitations and conditions attached to each share to be allotted and its transferability.

Shares a company may not issue: the 2023 restatement of Article 57

Article 57, as replaced by Article 3 of Law N° 019/2023, provides that a company is not allowed to allot (1) a **bearer share**; (2) a **nominal or par value share**; (3) a share which is subject to calls; or (4) a redeemable share at a time when there are no allotted shares of the company which are not redeemable. Every Rwandan share is therefore a registered, no-par, fully paid share. The amendment also says what happens if a company tries: a share purportedly allotted with a nominal or par value is deemed to be a share of no par value allotted at its actual allotment price, including any purported premium; a share purportedly allotted subject to calls is deemed to be fully paid; and a share purportedly allotted as redeemable is deemed not to be redeemable.

The practical consequences are significant for foreign groups used to other systems. There is no nominal capital to authorise and no distinction in law between nominal value and premium on new shares, so the price of each issue is simply a commercial decision recorded in the allotment resolution. An investor cannot subscribe for shares now and pay for them later on a call: if money is to come in instalments, it must be structured as successive allotments, or as a loan that converts, rather than as partly paid shares. And because bearer shares are prohibited, every holder is on the register and, at 25% or more, disclosed as a beneficial owner (Beneficial ownership and transparency).

Issuing new shares: authority, pre-emption and filing

Subject to the incorporation documents and to any options of the shareholders, a company may allot shares from time to time as decided by the shareholders by **ordinary resolution** or, in a public company, by the Board of Directors, specifying the rights and conditions attached to the shares and their transferability, the maximum number to be allotted, and the date, if any, on which the authority expires (Article 58). The allotment resolution must be submitted to the Registrar General within 15 days of its adoption. Subject to the incorporation documents, the statutory pre-emption rule does not apply to a public company.

In a private company, Article 59 gives existing shareholders a **pre-emption right** to acquire newly issued shares pro rata to their holdings, at a price no less favourable than that offered to other persons, and on terms that preserve their relative voting and distribution rights. The company must give each shareholder advance notice stating at least the number of shares, the price or method of fixing it, and the period and procedure for exercising the right; unless the incorporation documents say otherwise, the offer stays open for three months, and the rules must be uniform for all holders. Shares not taken up may be issued to anyone within three months after the offer at the same price; an allotment at a lower price during or after that period remains subject to the existing shareholders' rights. The incorporation documents may negate, limit or modify these rights. There is no statutory pre-emption on transfers of existing shares: rights of first refusal, tag-along and drag-along rights must come from the articles or a shareholders' agreement.

Issuing new shares in a private company

- 1 Check the constitution and agreements**
Read the articles and any shareholders' agreement for reserved matters, modified pre-emption rules or consent rights, and any sector regulator's approval requirement for a change in shareholding.

- 2 Pass the allotment resolution**
Shareholders pass an ordinary resolution (or a written resolution signed by holders of at least 75% of the votes) specifying the rights attached, the maximum number of shares and any expiry date (Article 58).

- 3 Offer the shares pro rata**
Unless the articles disapply it, send each shareholder the Article 59 notice with the number, price and procedure; keep the offer open for three months or the period the articles set.

- 4 Place any shares not taken up**
Within three months after the offer, issue unaccepted shares to others at the same price as offered to shareholders.

- 5 Receive the consideration and allot**
Shares must be fully paid on allotment (Article 57); record the allotment and any stated capital account entry (Article 54).

6 Update the registers

Enter the allotment in the register of shares within 7 days and the shareholder index within 14 days (Articles 114 and 115, as amended).

7 File with the Registrar General

Submit the allotment resolution within 15 days of its adoption (Article 58) and file any change in beneficial ownership within 14 days (Article 116, as amended).

Transferring shares

Subject to the incorporation documents, shares are transferred by entering the transferee's name in the register of shareholders (Article 75). The company must receive a share transfer form signed by the transferor and the transferee, together with the share certificate if one was issued (or evidence of its loss and any indemnity the directors require); no form is needed where the shares pass by operation of law, for example on death, but evidence of the transmission is. On receipt the company must enter the transferee in the register unless, within 30 working days, the Board of Directors resolves to refuse or delay registration and sets out its reasons in full, the resolution and reasons are sent to both parties within 5 working days, and the Law or the incorporation documents expressly allow the board to refuse or delay for those reasons. Subject to the documents, the board may also refuse to register a transfer of shares on which money is owed to the company.

A private company must restrict the transfer of its shares (Articles 7 and 8), so its articles should state the restriction precisely: a requirement of board or shareholder consent, a right of first refusal, or both. The transfer then triggers a chain of filings and taxes. The register must be updated within 7 days and the index within 14 days, a new beneficial owner must be disclosed within 14 days, and the annual return must report details of every transfer (Article 143, as amended). A sale of shares is subject to capital gains tax at 10%, which since Law N° 014/2025 of 27/05/2025 must be withheld or declared by the resident company whose shareholding changed within 15 days after the end of the month ([Capital gains, property and other taxes](#)). An acquisition of control may also need clearance under Law n° 011/2026 relating to competition and consumer protection or from a sector regulator ([FAQ 98; Merger control and competition law](#)).

Registers and records: what must be kept, where and for how long

Article 111, as amended in 2023, requires the company to keep at its registered office, or elsewhere in Rwanda, for at least ten years from the end of the year to which they relate: its incorporation documents; the **register of shares and debentures**; the **index of shareholders**; its accounting records; the register of directors' interests; minutes and resolutions of shareholders, directors and board committees; directors' certificates; annual accounts and the auditors' and directors' reports; the internal register of beneficial owners; and copies of written communications to shareholders. A change in the place where records are kept must be notified to the Registrar General within 15 days, and when a company ceases to exist its secretary, directors or liquidator must file copies of the records with the Registrar General within 30 days.

The register of shares and debentures records the shares and debentures issued; the names and latest addresses of current holders and of anyone who was a holder in the last ten years; the number of shares held by each, distinguished by number and class; the dates of allotments and changes of ownership over ten years; and any restrictions on transfer. The directors and the company secretary must ensure it is properly kept, an agent may be appointed to maintain it, and it must be updated within seven days of a change (Article 114, as amended). Unless the register itself serves as an index, the company keeps an alphabetical index of shareholders and debenture holders in the same place and updates it within 14 days (Article 115, as amended). Compliance has been weak: according to the OECD Global Forum's 2024 review, only 25% of 2,794 companies that self-assessed kept an adequate shareholder index, and 159 of 232 companies inspected were found non-compliant. A company that fails to keep or update its records is liable to an administrative fine of FRW 500,000 to FRW 2,000,000 (Article 326, as amended), and a member or shareholder who discloses false or deceitful information on shareholding or beneficial ownership commits an offence punishable by three to five years' imprisonment and a fine of FRW 5,000,000 to FRW 10,000,000 (Article 352, as amended).

Shareholder decisions and the majorities they need

Decision	Majority	Legal basis	Practical note
Ordinary resolution	Simple majority of the votes of shareholders entitled to vote on the item	Article 2	Used to appoint and remove directors (Articles 154 and 160), appoint the auditor (Article 132) and authorise allotments in a private company (Article 58)
Special resolution	75% of the votes of shareholders entitled to vote and voting, or a higher majority or unanimity if the incorporation documents say so	Article 2	A holder of more than 25% of the votes can block it; certain special resolutions give dissenting shareholders the right to be bought out (Articles 106 and 240 to 246)
Written resolution in lieu of a meeting	Signed by shareholders holding at least 75% of the votes entitled to be cast, or a higher percentage set by the documents	Article 105	No prior notice needed; copy sent within 7 days to shareholders who did not sign
Unanimous resolution	All shareholders	Articles 2 and 209	Needed for a private company to opt out of the provisions listed in Article 209
Removal of a director	Ordinary resolution at a general meeting, whatever the articles or a service contract say	Article 160	The notice must state the removal item and be sent to the director concerned

Meetings and resolutions

The Board of Directors calls an **annual general meeting** once a year, not later than 15 months after the previous one and not later than six months after the date of approval of the company's balance sheet; a newly incorporated company may hold its first meeting within 18 months of incorporation (Article 100). Notice must be sent to all shareholders at least 21 days before the meeting and state at least the agenda and information about directors to be elected, including biographies, business experience and other directorships. Shareholders must be given a reasonable opportunity to discuss the management of the company and may pass resolutions making recommendations to the board (Article 101).

A private company need not hold an annual general meeting if everything required to be done at it is done by **written resolution** signed by shareholders holding at least 75% of the votes (Article 105), which suits a wholly owned subsidiary. A private company may also, by unanimous resolution, opt out of several statutory requirements listed in Article 209, such as the directors' certificate for distributions, but it cannot opt out of the requirement to make and disclose a directors' report to shareholders or of the requirement for a shareholders' annual meeting, which is why the annual decisions should still be taken and minuted each year even where no meeting is physically held.

Protecting minorities: statutory remedies and shareholders' agreements

The Law gives minority shareholders several tools. Directors must not act, or agree to the company acting, in a way that unfairly prejudices or unfairly discriminates against any existing shareholder (Article 148). A shareholder who considers that the company's affairs are being conducted in a manner that is unfairly prejudicial may apply to the court, which may order the purchase of the applicant's shares, compensation, regulation of the company's affairs, the appointment of a receiver or liquidation (Article 230); the application may also be made by a beneficial owner or a director. Article 230 expressly treats a failure to comply with, among others, Articles 58 and 59 on allotment and pre-emption and Articles 167 and 168 on directors' interests as unfairly prejudicial conduct. A shareholder or director may also apply to the court for authorisation to bring a **derivative action** in the company's name where the company fails to act (Articles 231 to 234), and shareholders holding 10% or more of the capital may inspect the relevant transaction documents before suing. A shareholder who voted against certain special resolutions may require the company to buy his or her shares (Articles 106 and 240 to 246). Disputes over these rights go to the commercial courts or, where the articles or an agreement provide, to arbitration ([The court system and choice of forum](#)).

The Law does not regulate **shareholders' agreements**, but nothing prevents them, and the Office of the Registrar General accepts a shareholders' agreement as evidence of voting rights when beneficial ownership is filed. Because the agreement binds only its parties while the articles bind the company and every future shareholder, provisions the investors need the company to respect, such as board composition, transfer restrictions, pre-emption and reserved matters, should be mirrored in the articles. Joint venture agreements and exit mechanisms are discussed in [Joint ventures, shareholder agreements and exit rights](#).

WORKED EXAMPLE

A rights issue that changes who controls the vote

A Kigali private company has 1,000,000 shares: an Indian investor holds 700,000 (70%) and a Rwandan investor 300,000 (30%). The articles keep the statutory pre-emption right. The company needs RWF 1,000,000,000 and issues 500,000 new shares at RWF 2,000 each. Illustrative figures.

Allotment resolution	Ordinary resolution under Article 58 authorising up to 500,000 shares at RWF 2,000; filed with the Registrar General within 15 days.
Pre-emption entitlements	Indian investor $70\% \times 500,000 = 350,000$ shares (RWF 700,000,000); Rwandan investor $30\% \times 500,000 = 150,000$ shares (RWF 300,000,000). Offer open three months.
Rwandan investor declines	The 150,000 shares may be issued to a third party within three months after the offer, at the same price of RWF 2,000 each. A Ugandan fund takes them for RWF 300,000,000.
New shareholdings	Total 1,500,000 shares. Indian investor 1,050,000 (70%); Rwandan investor 300,000 (20%); Ugandan fund 150,000 (10%).
Effect on votes	The Rwandan investor falls from 30% to 20%: it loses its ability to block a 75% special resolution on its own and, if its stake was its only link, ceases to be a beneficial owner under the 25% threshold.
Filings	Register of shares updated within 7 days of the allotment; index within 14 days; beneficial ownership changes within 14 days; the allotments reported in the next annual return.

Had the articles disappplied pre-emption, the board could have placed all 500,000 shares with the fund, diluting both existing shareholders; this is why minority investors negotiate the pre-emption clause.

The capital arriving from abroad should come through a bank in Rwanda with documentation that supports later repatriation.

Questions investors ask

Is there a minimum share capital for a Rwandan company?

No. Law N° 007/2021 governing companies sets no minimum share capital for an ordinary company; a company limited by shares needs only one or more shares. Sector regulators such as the National Bank of Rwanda set minimum capital for banks, insurers and other licensed businesses, and the directors must keep the company able to pass the solvency test.

Can a Rwandan company issue shares with a par value?

No. Since Law N° 019/2023, Article 57 prohibits the allotment of nominal or par value shares. A share purportedly issued with a par value is treated as a no-par share issued at its actual price, including any premium. The issue price is therefore a commercial decision recorded in the allotment resolution.

Can shareholders pay for their shares later?

Not through partly paid shares. Article 57 prohibits shares subject to calls, and a share purportedly allotted subject to calls is deemed fully paid. Investors who want to fund the company in stages use successive allotments or shareholder loans, each documented through the bank so that the capital can later be repatriated.

Do existing shareholders have pre-emption rights?

In a private company, yes: Article 59 gives each shareholder the right to take new shares pro rata, at a price no less favourable than offered to others, for three months. Unaccepted shares may then be issued to others within three months at the same price. The articles may remove or modify the right, and it does not apply to transfers of existing shares.

Can the board refuse to register a share transfer?

Only if the Companies Law or the incorporation documents expressly allow it, by a resolution passed within 30 working days of receiving the transfer that sets out the reasons in full, notified to both parties within five working days (Article 75). The board may also refuse where the shareholder owes the company money on the shares, unless the articles provide otherwise.

What happens if the share register is not kept up to date?

The company is liable to an administrative fine of FRW 500,000 to FRW 2,000,000 under Article 326, as amended, and late or incomplete information to the Registrar General attracts a further FRW 200,000 to FRW 500,000 under Article 327. False shareholding or beneficial ownership information is a criminal offence punishable by three to five years' imprisonment.

THE 2027 HORIZON

- No amendment to the share capital provisions of Law N° 007/2021 had been published at 10 October 2026; the 2023 rules on no-par, fully paid, registered shares remain the framework.
- Implementing Regulations of the competition authority under Law n° 011/2026, setting the merger notification thresholds and fees, had not been located at 10 October 2026; once published, they will tell buyers of significant stakes whether a filing is needed before closing.
- The OECD Global Forum's findings on the quality of shareholder records suggest continued inspections by the Office of the Registrar General; companies should expect requests to produce registers and indexes.
- Capital Market Authority Regulations No 002/CMA/2026, gazetted on 2 October 2026, affect shareholder rights and disclosure in listed and public-offer companies from their first reporting cycle.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Share	<i>Umugabane</i>	<i>Action</i>	A unit of ownership in a company; personal movable property (Article 52).
Shareholder	<i>Umunyamigabane</i>	<i>Actionnaire</i>	A person entered in the register as the holder of shares.
Debenture	<i>Umugabane nguzanyo</i>	<i>Obligation</i>	A debt security issued by the company and entered in the register of shares and debentures.
Register of shares and debentures	<i>Igitabo cy'imigabane n'imigabane nguzanyo</i>	<i>Registre des actions et des obligations</i>	The statutory register of issued shares and debentures and their holders, updated within 7 days of a change.
Index of shareholders	<i>Urutonde rw'abanyamigabane</i>	<i>Index des actionnaires</i>	The alphabetical index of shareholders and debenture holders, updated within 14 days.
Bearer share	—	<i>Action au porteur</i>	A share owned by whoever holds the certificate; prohibited by Article 57.
Par value share	—	<i>Action à valeur nominale ou au pair</i>	A share with a fixed nominal value; prohibited by Article 57 and treated as a no-par share.
Pre-emption right	—	<i>Droit de préemption</i>	A private company shareholder's right to take new shares pro rata before they are offered to others (Article 59).

English	Kinyarwanda	French	Meaning
Ordinary resolution	<i>Umwanzuro usanzwe</i>	<i>Résolution ordinaire</i>	A shareholder decision taken by a simple majority of votes.
Special resolution	<i>Umwanzuro udasanzwe</i>	<i>Résolution spéciale</i>	A shareholder decision requiring 75% of votes cast, or more if the documents say so.

FOREIGN V RWANDAN INVESTOR

The share rules do not distinguish by nationality: a foreign shareholder holds the same no-par, fully paid, registered shares, has the same pre-emption and minority rights and is subject to the same registers and penalties as a Rwandan one, and there is no general cap on foreign shareholding ([FAQ 12](#)). The differences are practical. A foreign investor's capital comes from abroad, so it should be paid through a bank in Rwanda and documented to support repatriation later; a foreign corporate shareholder must identify its ultimate beneficial owners, which can be harder for a group with several layers; and a foreign seller of shares is subject to Rwandan capital gains tax at 10%, collected through the Rwandan company, subject to any tax treaty. Sector regulators may impose ownership limits or approval requirements in licensed activities that apply to foreign and Rwandan acquirers alike or only to some.

WATCH OUT FOR

- Constitutional documents copied from another country that refer to authorised capital, par value or partly paid shares; under Article 57 those provisions are ineffective and can confuse banks and buyers.
- Allotting shares without the Article 59 offer to existing shareholders, or without filing the allotment resolution within 15 days.
- Registering a transfer without updating the register within 7 days, the index within 14 days and the beneficial ownership filing within 14 days.
- Selling shares without arranging for the company to withhold or declare the 10% capital gains tax within 15 days after the month of the transfer.
- Relying on a shareholders' agreement alone for transfer restrictions and board rights: mirror the key terms in the articles so they bind the company and future shareholders.

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- Official Gazette n° 04 ter of 08/02/2021 (RDB copy): Law N° 007/2021 governing companies, Articles 52 to 59, 75, 100, 105, 148 and 230 — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
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- RDB, Office of the Registrar General: beneficial ownership requirements and forms — <https://org.rdb.rw/beneficial-ownership-requirements-and-forms/>
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Directors, governance and the company secretary: the resident director rule, eligibility, duties and conflicts, appointment and removal, how the company signs, the resident company secretary, public company boards and the 2026 CMA governance regulations

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- A private company must have at least one director and a public company at least two (Article 153 of Law N° 007/2021 governing companies), and every company must have at least one director who resides in Rwanda (Articles 6, 7 and 157).
- A director must be a natural person aged at least 16 who is not an undischarged bankrupt, is not disqualified by a court, has not been sentenced in the previous five years under the Companies Law, the capital market law or for economic crimes, and meets any qualification in the incorporation documents (Article 156).
- Directors must act in good faith in what they believe on reasonable grounds to be the company's best interests with reasonable diligence (Article 147), must not let the company take an unreasonable risk of failing the solvency test (Article 150), and must disclose their interests in transactions in the interests register (Article 167).
- Shareholders may remove any director by ordinary resolution at a general meeting, notwithstanding the incorporation documents or any agreement (Article 160); written contracts are signed for the company by the persons listed in Article 47.
- A public company must have a company secretary and a private company may have one; since Law N° 019/2023 of 30/03/2023 the company secretary must be a Rwandan resident (Article 172, as amended).
- A public company needs a majority of non-executive directors, at least one-third independent, an audit committee of at least three independent non-executive directors and a separate chair and chief executive (Articles 156 and 158); listed and public-offer companies also follow CMA Regulations No 002/CMA/2026 of 02/10/2026.

The board: numbers and composition

Under **Law N° 007/2021 of 05/02/2021 governing companies**, as amended by Law N° 019/2023 of 30/03/2023, the business and affairs of a company are managed by or under the direction of its Board of Directors, which has all the powers needed except those the Law or the incorporation documents reserve to the shareholders or others; in a private company with one director, that director exercises the

board's powers (Article 144). Notwithstanding anything in its incorporation documents, a private company must have at least one director and a public company at least two (Article 153). Directors act collegially, and the incorporation documents should fix a number sufficient to make up a quorum. The Law imposes no maximum, no nationality condition and no requirement for employee or local shareholder representation on the board of an ordinary company.

The first directors are those named in the incorporation documents, each of whom must consent in writing; later directors are appointed by ordinary resolution of the shareholders unless the incorporation documents provide otherwise (Article 154). Directors are voted on individually: a single resolution appointing two or more people may be put only if the meeting first agrees, without any vote against, that it may be put that way (Article 155). Joint venture articles commonly give each shareholder the right to appoint and remove a set number of directors by notice, which the Law allows because Article 154 is subject to the incorporation documents.

The resident director rule

Every company must have at least one director ordinarily resident in Rwanda. The rule appears three times: among the essential requirements for every company (Article 6, 4°), among those for a private company (Article 7, 4°), and on its own in Article 157: "A company must have at least one (1) director who resides in Rwanda." It applies to companies owned by foreigners and by Rwandans alike, and to a single-director company, whose only director must then be resident. An earlier version of the Be Rwanda Wise FAQs stated that Rwandan companies generally need no resident director; that is not correct, and RDB's registration system, banks and practitioners all treat the rule as mandatory.

The test is residence, not nationality. A foreign national who lives in Rwanda under a valid residence or work permit can be the resident director, as can a Rwandan citizen. Many foreign-owned subsidiaries meet the rule by appointing the local general manager, who needs a permit from the Directorate General of Immigration and Emigration (DGIE) in any case ([Work permits and residence permits](#)); others appoint a Rwandan professional as a non-executive director. Anyone accepting the role should understand that a resident director carries the same duties and liabilities as every other director, and often receives the Registrar General's and the tax administration's correspondence first. Some tax regimes add stricter substance tests on top of Article 157: the preferential regimes for holding companies and entities promoted through the Kigali International Financial Centre require, for example, a proportion of resident directors and board meetings held in Rwanda ([Investment incentives](#)).

Who may be a director

A company appoints a natural person as a director only if he or she: (1) is at least 16 years of age; (2) if he or she has been bankrupt, has been discharged; (3) is not disqualified by a court order; (4) has not, in the immediately preceding five years, been sentenced to a penalty under the Companies Law, the law regulating the capital market or for economic crimes; (5) meets any qualification in the company's incorporation documents; and (6) does not have a mental disability certified by a recognised medical doctor (Article 156). A company therefore cannot itself be a director; a corporate shareholder acts through the individuals it nominates.

A person who is disqualified but acts as a director is treated as a director for the purposes of every provision of the Law that imposes duties and obligations on directors (Article 156), and the acts of a director are valid notwithstanding a defect in his or her appointment or qualification (Article 159). The practical message for groups is that someone who behaves as a director, for example a regional executive who in fact runs the Rwandan subsidiary without being on the register, may carry a director's exposure without the protections of formal appointment.

Board requirements: private company v public company

Requirement	Private company (Ltd)	Public company (Plc)	Legal basis
Minimum number of directors	1	2	Article 153
Director resident in Rwanda	At least 1	At least 1	Articles 6, 7 and 157
Chair and chief executive	May be the same person	Must be different people	Article 156
Non-executive and independent directors	No requirement	Majority non-executive; at least one-third independent	Article 158
Audit committee	No requirement	At least 3 independent non-executive directors	Article 156
Company secretary	Optional; if appointed, must be a Rwandan resident	Mandatory; must be a Rwandan resident	Article 172, as amended
Annual accounts to the Registrar General	Within 7 months of the accounting reference date	Within 4 months	Article 142
Additional governance code	Only if within the scope of the CMA or BNR rules	CMA Regulations No 002/CMA/2026 for listed and public-offer companies	CMA and BNR instruments

What directors owe the company

The **fundamental duty** of a director is to act in good faith in a manner that he or she believes on reasonable grounds is in the best interests of the company, and to use reasonable diligence in the discharge of the duties of the office (Article 147). The duty is owed to the company, not to the shareholder who appointed the director, but the Law makes three group exceptions where the incorporation documents expressly permit them: a director of a wholly owned subsidiary may act in what he or she believes is the best interests of the holding company; a director of a subsidiary that is not wholly owned may do so with the prior agreement of the other shareholders; and a director of a company carrying out a joint venture between its shareholders may act in the best interests of a shareholder in connection with that joint venture. Without the enabling clause in the articles, nominee directors of a foreign group remain bound to put the Rwandan company first.

Directors must also not act, or agree to the company acting, in a manner that unfairly prejudices or discriminates against any existing shareholder (Article 148) or contravenes the incorporation documents or the Law (Article 149). Under the **solvency duty**, a director must not agree to the company entering into a contract or arrangement unless he or she believes on reasonable grounds that it does not involve an unreasonable risk of the company failing the solvency test, and must not agree to the company incurring an obligation unless he or she believes on reasonable grounds that the company will be able to perform it when required (Article 150). Directors must exercise the care, diligence and skill reasonably expected of a director in like circumstances, and must use their powers for a proper purpose (Article 151); they may rely on information and professional advice under Article 152. The duties continue to matter after the company ends: a director's liability survives the company's removal from the register (Article 280), and the insolvency law, Law N° 075/2021 of 06/12/2021, adds offences for carrying on business once an insolvency practitioner has been appointed.

Conflicts of interest and the interests register

A director or **controlling shareholder** who is interested in a transaction or proposed transaction with the company must, immediately after becoming aware of it, cause the nature and extent of the interest, and its monetary value where it can be quantified, to be entered in the **register of interests** and the annual report and, if the company has more than one director, disclose it to the board (Article 167). A general notice that the person is a shareholder, director, officer or trustee of a named company is sufficient disclosure for future transactions with that company. Failure to disclose does not invalidate the transaction, but transactions in which a director is interested may be avoided by the company under Article 168, and Article 230 treats a breach of Articles 167 and 168 as unfairly prejudicial conduct. The disclosure duty in Article 167 does not apply in a private company whose shareholders have opted out of it.

The Law also requires disclosure of directors' remuneration and other offices held (Articles 164 and 165), regulates a director's use of company information (Article 170) and dealings in the company's shares (Article 171), and restricts voting by interested directors (Article 169). Particulars of every indemnity or insurance for a director must be entered in the interests register (Article 174). For a foreign-owned subsidiary the most common conflicts are intra-group: management fees, loans and licences between the company and its parent, where the nominee directors are interested through their roles in the group. Recording a standing general notice and minuting the board's consideration of each related-party contract is the safest course, and also supports the arm's length pricing that the tax administration expects ([Transfer pricing and international tax](#)).

Appointment, removal and leaving office

Shareholders may, by ordinary resolution passed at a general meeting, remove one or all of the directors before the end of their term, with or without a stated reason, notwithstanding anything in the incorporation documents or in any agreement between the company and the director (Article 160). The notice of the meeting must state that the removal is on the agenda and must be sent to the director concerned. A removed director keeps any right to compensation or damages for termination of office under his or her contract. Because the power overrides the articles, a minority shareholder's protection against the removal of its nominee must be contractual, for example an undertaking by the majority in

the shareholders' agreement to vote against removal, rather than a clause in the articles purporting to entrench the director. A director's office is also vacated in the circumstances listed in Article 161, and the appointment, resignation and replacement of the company's directors and secretary are reflected in the annual return, which lists the full names and addresses of the directors and of any secretary (Article 143, as amended).

Changing a director

1 Check eligibility and residence

Confirm that the new director meets Article 156, has consented in writing (Article 154), and that at least one director will still be resident in Rwanda after the change (Article 157).

2 Pass the resolution

Appoint by ordinary resolution of shareholders unless the articles give the power to the board or to a shareholder by notice; to remove, give notice of a general meeting stating the item and sending it to the director (Article 160), or use a written resolution where the articles allow.

3 Update the company's records

Record the change in the minutes and the company's records kept under Article 111; obtain the new director's interest disclosures for the register of interests (Article 167).

4 Notify the Registrar General

Update the company's details on RDB's online system and ensure the next annual return reflects the board; late or incomplete information carries a fine of FRW 200,000 to FRW 500,000 (Article 327, as amended).

5 Update banks, regulators and beneficial ownership

Change bank mandates and any regulator's approved-persons records; if the change alters who controls the board, file updated beneficial ownership information within 14 days (Article 116, as amended).

How the board works and how the company signs

Subject to the incorporation documents, board proceedings are governed by the Registrar General's instructions (Article 145), and the board may delegate its powers to committees of directors or to managing or executive directors it appoints, but not its fiduciary duties; each director remains responsible for the delegate's exercise of the power unless he or she reasonably believed the delegate would act properly and monitored the delegate (Article 146). Articles drafted for a foreign subsidiary should therefore deal expressly with notice, quorum, meetings by video conference, written resolutions of directors and the casting vote, rather than leaving them to the default instructions.

Article 47 sets out how a company enters into contracts. An obligation that the law requires to be made in writing is entered into in writing signed under the company's name by: two or more directors in the case of a public company; one director, or the secretary, or both; the director, in a private company with only one director; any other director or person if the incorporation documents so provide; or one or more attorneys appointed by the company under the Law. Any other obligation may be entered into by any

person acting under the company's express or implied authority. These rules apply whether the contract is made in Rwanda or elsewhere and whether or not it is governed by Rwandan law. Counterparties, and banks in particular, therefore ask to see the board resolution or power of attorney behind a signature; the formal requirements for contracts themselves are covered in [Commercial contracts in Rwanda](#).

The company secretary

Article 172, as replaced by Law N° 019/2023, provides that a public company has a company secretary and a private company may have one. Subject to the incorporation documents, the secretary is appointed by the Board of Directors for such term, remuneration and conditions as it thinks fit, and may be removed by the appointing authority. Since 30 March 2023, "the company secretary must be a Rwandan resident". The secretary's duties under Article 173 are to advise the directors on their responsibilities and powers; to inform them of the rules affecting shareholders' and board meetings and the filing of company documents, and of the consequences of non-compliance; to ensure that minutes are properly prepared and registers accurately kept; to ensure that the annual balance sheet and other required documents are submitted to the Registrar General; to ensure that copies of the balance sheet and activity reports reach their destinations; and to perform other duties assigned by the board.

The secretary is also the default keeper of the internal register of **beneficial owners**: under Article 116, as amended, the register is kept by the company secretary or, where there is none, by the board, and the secretary or other competent person who fails to disclose beneficial ownership information when required is liable to a fine of FRW 500,000 to FRW 1,000,000 (Article 333). The Law sets no professional qualification for the role. For a private subsidiary without in-house staff in Kigali, appointing a resident professional secretary, often a law or accounting firm, is the usual way to make sure that registers are kept in Rwanda, filings are made on time and the beneficial ownership register has a responsible keeper.

Public, listed and regulated companies

A public company must separate the roles of chair and chief executive, establish an audit committee of at least three independent non-executive directors to review accounting and financial practices, financial controls, legal compliance and the external auditor (Article 156), and have a majority of non-executive directors, at least one-third of whom are independent (Article 158). A non-executive director is one who is not part of management, not an employee and not otherwise affiliated with the company, though he or she may own shares; an independent director has no material or pecuniary relationship with the company or related persons, is paid only sitting fees or allowances, and holds no more than 2% of the shares.

Listed companies and companies making a public offer are also governed by **Regulations No 002/CMA/2026 of 02/10/2026 relating to the capital market corporate governance**, gazetted on 2 October 2026, which repeal the 2012 corporate governance code (Article 50). They provide for a board of seven to eleven members (three to five for SMEs), at least half non-executive and at least one-third independent, with independent directors paid sitting allowances only (Article 6); a reassessment of independence after nine years and rotation of one-third of directors (Article 12); and rules on board committees, risk management, internal audit and sustainability disclosure (Articles 21 to 49), with auditors required to be members of the Institute of Certified Public Accountants of Rwanda (ICPAR).

Article 3(b) lists further entities within their scope, including categories of private companies and SMEs; how far that extends to ordinary private companies is not yet clear, and companies near the boundary should seek confirmation from the Capital Market Authority (CMA). Banks, insurers and microfinance institutions are subject to the corporate governance regulations of the National Bank of Rwanda (BNR), including fit-and-proper approval of directors, which apply in addition to the Companies Law.

Indemnity, insurance and personal exposure

A company must not indemnify a director, secretary, auditor or employee for liability arising from acts or omissions in that capacity, or for costs of proceedings, and any indemnity given in breach is void (Article 174). Subject to the incorporation documents, it may indemnify them for costs in proceedings brought by the company in which judgment is given in their favour or they are acquitted or granted relief, and for liability or costs in proceedings brought by third parties that do not result from a failure to act in good faith in the company's best interests. It may also buy **directors' and officers' insurance**, and particulars of every indemnity and insurance must be entered in the interests register.

Directors are personally exposed to administrative fines for the company's filing failures: where the signed annual accounts, auditor's report and directors' report are not delivered to the Registrar General on time, each director is liable to a fine of FRW 1,000,000 to FRW 10,000,000 (Article 332). A foreign company that misses the registration deadline exposes both the company and its director to fines of FRW 1,000,000 to FRW 3,000,000 each under Article 335, as the OECD Global Forum's 2024 review reads that article (its text refers to a foreign company establishing a share transfer or share registration office in Rwanda). The calendar that avoids these fines is in [Compliance calendar after registration](#).

Governance set-up for a new foreign-owned subsidiary

Points to settle in the articles and first board minutes. Most can be changed later, but each change brings filings.

- ☐ **Board size and appointment rights**
Number of directors, who appoints and removes them, and quorum, consistent with Articles 153 to 155.
- ☐ **Resident director**
Identify the director ordinarily resident in Rwanda and a replacement if he or she leaves; check permits.
- ☐ **Group interest clause**
If nominee directors should be able to act in the parent's or a joint venture partner's interests, include the express permission Article 147 requires.
- ☐ **Board procedure**
Notice, video meetings, written resolutions, chair's casting vote and delegation, so that the Registrar General's default instructions do not govern.
- ☐ **Signing authority**
Who signs written contracts under Article 47, bank mandates and powers of attorney.

☐ **Company secretary**

Whether to appoint one (mandatory for a public company); if so, a Rwandan resident, with responsibility for registers, filings and the beneficial ownership register.

☐ **Interests register**

Standing general notices from directors who hold group roles; procedure for approving related-party contracts.

☐ **Indemnity and insurance**

Indemnity limited to what Article 174 allows; directors' and officers' insurance where appropriate, recorded in the interests register.

WORKED EXAMPLE

The first governance year of a subsidiary incorporated on 2 March 2026

A Dutch group's Rwandan private company has three directors: two group executives in Amsterdam and the Kigali general manager, the resident director. Its accounting reference date is 31 December. Dates and the allocated month are illustrative.

Annual return	None in 2026, the year of incorporation (Article 143, as amended); the first is due in the month allocated by the Registrar General in 2027, say March 2027, signed by two directors.
First annual general meeting	May be held up to 18 months after incorporation, so by 2 September 2027 (Article 100); the company plans it for 30 June 2027.
Notice	At least 21 days before the meeting: notice and director biographies sent by 9 June 2027. Alternatively, the sole shareholder signs written resolutions under Article 105.
Annual accounts	Financial year to 31 December 2026; audited accounts, auditor's report and directors' report to the Registrar General within 7 months, by 31 July 2027 (Article 142).
Directors' exposure	If the accounts are not delivered, each of the 3 directors faces a fine of FRW 1,000,000 to FRW 10,000,000 (Article 332): between FRW 3,000,000 and FRW 30,000,000 in total.
Resident director leaves on 15 May 2027	The company immediately has no resident director, contrary to Article 157; it appoints a Kigali-resident non-executive by shareholder resolution and updates its details with the Registrar General without delay.

A professional company secretary, resident in Rwanda, would hold the registers, prepare the filings and keep the beneficial ownership register.

If the two Amsterdam directors attend board meetings by video, the articles should expressly permit it.

Questions investors ask

Does a Rwandan company need a resident director?

Yes. Article 157 of Law N° 007/2021 governing companies requires every company to have at least one director who resides in Rwanda, repeating the essential requirements in Articles 6 and 7. The rule is about residence, not nationality: a foreign national living in Rwanda with a valid permit can satisfy it, and a single-director company's only director must be resident.

Can a company be a director of a Rwandan company?

No. Article 156 requires a company to appoint a natural person aged at least 16 who meets the eligibility conditions. A corporate shareholder nominates individuals, and if the articles expressly permit it, a nominee director of a wholly owned subsidiary may act in the parent's best interests under Article 147.

Does a private company need a company secretary?

No. Since Law N° 019/2023, Article 172 makes a company secretary mandatory for a public company and optional for a private company. If a private company appoints one, he or she must be a Rwandan resident. Without a secretary, the board itself keeps the internal beneficial ownership register and is responsible for filings.

Can shareholders remove a director before the end of the term?

Yes. Under Article 160, shareholders may remove one or all directors by ordinary resolution at a general meeting, with or without a reason, notwithstanding the articles or any agreement. The meeting notice must state the item and be sent to the director, who keeps any contractual right to compensation.

Who can sign contracts for a Rwandan company?

For obligations that must be in writing, Article 47 allows signature by two directors of a public company, by one director or the secretary or both, by the sole director of a private company, by any person the incorporation documents authorise, or by an attorney. Other obligations may be entered into by anyone with express or implied authority.

What extra governance rules apply to public and listed companies?

A public company needs at least two directors, a majority non-executive and one-third independent, an audit committee of three independent non-executives, a separate chair and chief executive and a resident company secretary. Listed and public-offer companies also follow CMA Regulations No 002/CMA/2026, which set a board of seven to eleven members and committee and disclosure rules.

THE 2027 HORIZON

- CMA Regulations No 002/CMA/2026, gazetted on 2 October 2026, will be applied to boards for the first full year in 2027; watch for CMA guidance on which private companies and SMEs fall within Article 3(b).
- The Registrar General's instructions on board proceedings under Article 145 apply wherever the articles are silent; any revision would affect companies without bespoke board procedures.
- No amendment to the director and company secretary provisions of Law N° 007/2021 had been published at 10 October 2026; the resident director and resident secretary rules remain as described.
- BNR's sustainability disclosure guidelines for banks, reported as applying from financial years beginning on 1 January 2025, are extending board responsibilities for climate and sustainability reporting in the financial sector; similar expectations appear in the CMA regulations.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Director	<i>Ugize Inama y'Ubutegets</i>	<i>Administrateur</i>	A natural person appointed to the board and bound by the duties in Articles 147 to 152.
Board of Directors	<i>Inama y'Ubutegets</i>	<i>Conseil d'administration</i>	The body that manages or directs the company's business (Article 144).
Company secretary	<i>Umwanditsi w'isohiyete</i>	<i>Secrétaire de la société</i>	The officer, mandatory in a public company and resident in Rwanda, who keeps registers and ensures filings (Articles 172 and 173).
Non-executive director	—	<i>Administrateur non exécutif</i>	A director who is not part of management or an employee (Article 158).
Independent director	—	<i>Administrateur indépendant</i>	A director with no material relationship with the company, paid sitting fees only and holding at most 2% of the shares (Article 158).
Audit committee	—	<i>Comité d'audit</i>	A public company committee of at least three independent non-executive directors (Article 156).
Annual general meeting	—	<i>Assemblée générale annuelle</i>	The yearly shareholders' meeting called by the board on 21 days' notice (Article 100).

English	Kinyarwanda	French	Meaning
Register of interests	—	<i>Registre des intérêts des administrateurs</i>	The register in which directors' and controlling shareholders' interests, indemnities and insurance are recorded.
Solvency test	—	<i>Test de solvabilité</i>	The test that directors must reasonably believe the company will continue to pass when it enters into transactions (Article 150).
Registrar General	<i>Umwanditsi Mukuru</i>	<i>Registraire général</i>	The RDB officer whose instructions govern board procedure where the articles are silent (Article 145).

FOREIGN V RWANDAN INVESTOR

The director rules do not depend on nationality: foreign nationals may be directors and may form the whole board, provided at least one director is resident in Rwanda. The burden falls in practice on foreign-owned companies, because a Rwandan-owned company usually has a resident director among its founders, while a foreign group must either post an executive to Kigali, who then needs a work and residence permit, or appoint a local non-executive. The same applies to the company secretary, who must be a Rwandan resident whoever owns the company. Nationals of East African Community and COMESA states face the same rules as other foreigners for this purpose, though their immigration route to residence may be simpler ([Visas and entry](#)).

WATCH OUT FOR

- Losing the resident director: if he or she moves abroad or resigns, the company falls out of compliance with Article 157 at once; plan a replacement.
- Nominee directors acting for the parent without the express clause in the articles that Article 147 requires.
- Articles that try to entrench a director against removal: Article 160 overrides them, so minority protection must be contractual.
- Indemnities copied from foreign group policies that go beyond Article 174 and are void.
- Directors assuming that filing failures are only the company's problem: each director faces FRW 1,000,000 to FRW 10,000,000 for undelivered annual accounts (Article 332).
- Appointing a company secretary who lives outside Rwanda; since 30 March 2023 the secretary must be a Rwandan resident.

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- RDB, Office of the Registrar General: legal documents and post-registration filing — <https://org.rdb.rw/legal-documents/>
- National Bank of Rwanda: laws and regulations (corporate governance of banks and insurers) — <https://www.bnr.rw>

Beneficial ownership and transparency: the 25% test, the internal and central registers, the 14-day update rule, nominees, foreign companies, annual confirmation and the penalties under Law N° 019/2023

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- Under Article 116 bis of Law N° 007/2021 of 05/02/2021 governing companies, inserted by Law N° 019/2023 of 30/03/2023, a natural person is a beneficial owner if, alone or with others, directly or indirectly, he or she meets the shareholding or voting threshold, can appoint or remove a majority of the directors, or exercises significant influence or control over the company.
- Instructions of the Registrar General N° 001/2023/RG of 31/03/2023 set the threshold at 25% of the shares or voting rights (25% of the capital contribution for a partnership), applied to the whole and to each cell of a protected cell company.
- Every company keeps an internal register of beneficial owners at its registered office (Article 116 as amended), files a copy with the Registrar General of the Rwanda Development Board (RDB) and reports any change within 14 days; a dormant company discloses its beneficial owners every year.
- The Registrar General keeps and verifies a central register of beneficial owners to which competent authorities have access (Article 116 ter); the annual return must include beneficial ownership details (Article 143, 15°), and foreign companies file them at registration and every year (Articles 247 and 252 as amended).
- Late or incomplete information is an administrative fault fined FRW 200,000 to FRW 500,000 (Article 327), failure to keep or update the register FRW 500,000 to FRW 2,000,000 (Article 326), and false or deceitful shareholding or beneficial ownership information an offence punishable by three to five years' imprisonment and a fine of FRW 5,000,000 to FRW 10,000,000 (Article 352).

Why beneficial ownership matters in Rwanda

Rwanda introduced a full beneficial ownership regime for companies on 30 March 2023, when Law N° 019/2023 of 30/03/2023 amending Law N° 007/2021 of 05/02/2021 governing companies (published in the Official Gazette n° Special Bis of 30/03/2023) replaced Article 116 of the Companies Law and inserted Articles 116 bis, 116 ter and 354 bis. The next day the Registrar General issued Instructions N° 001/2023/RG of 31/03/2023 determining the threshold for identification of the beneficial owner of a company and of a partnership, and the Office of the Registrar General (ORG) at the Rwanda

Development Board (RDB) published Beneficial Ownership Guidelines in March 2023. Together they make the identity of the natural persons behind every company a matter of record, held both by the company and centrally by the Registrar General.

The regime exists because Rwanda's tax-transparency and anti-money-laundering commitments require it. The OECD Global Forum on Transparency and Exchange of Information for Tax Purposes, reviewing the law as it stood on 22 July 2024 in its November 2024 Phase 1 report, found the legal framework for beneficial ownership "in place", while recommending a method for identifying the owners of companies limited by both shares and guarantee and noting that persons with anti-money-laundering obligations have no duty to report discrepancies to the register. For a foreign investor the practical consequence is simple: no Rwandan company can be incorporated, keep its registration in good standing, open a bank account or be sold without its beneficial owners being identified, documented and kept up to date.

Who is a beneficial owner: the three limbs and the fallbacks

Article 2, 40°, of the Companies Law as amended defines the **beneficial owner** as the natural person or persons who ultimately own or control a legal entity or arrangement, or the natural person on whose behalf a transaction is conducted. Article 116 bis then sets the operative test. A natural person, acting alone or together with another person, is a beneficial owner if he or she meets at least one of three conditions: (1) he or she holds shares or exercises voting rights, directly or indirectly, meeting the threshold set by the Registrar General; (2) he or she holds a right, directly or indirectly, to appoint or remove a majority of the directors; or (3) he or she exercises significant influence or control, directly or indirectly, over the company.

Two fallbacks follow. Where no individual meets the threshold, or where the company secretary doubts the accuracy of the beneficial owner identified, the beneficial owner is the natural person who exercises control through other means. Where no natural person can be identified under either rule, the person who holds a senior managerial position in the company must be recorded as the beneficial owner. The test always ends with a human being: a holding company, a fund, a trust or a State entity is never itself the beneficial owner, although the register records the chain through which control passes.

Instructions N° 001/2023/RG fix the threshold at **25%** of the shares or of the voting rights, held directly or indirectly; for a partnership the test is 25% of the capital contribution. For a protected cell company the threshold is applied to the company as a whole and separately to each cell and to the core. The Instructions refer to direct and indirect holdings; the text reviewed for this guide does not prescribe a particular arithmetic for indirect chains, so the usual approach of multiplying percentages along the chain, used in the worked example below, should be checked against the Registrar General's current guidance for any complex structure. The second and third limbs apply whatever the percentage, so a 10% shareholder with a right to appoint the majority of the board, or a lender whose covenants give it control of strategy, may be a beneficial owner.

The internal register: what it contains and who keeps it

Article 116 as amended requires the **company secretary** to maintain an internal register of beneficial owners at the company's registered office. Where the company has no secretary, which is common because a private company is not obliged to appoint one (Article 172 as amended), the reference to the secretary is read as a reference to the board of directors. Every member or shareholder must make, or cause to be made, the entry relating to his or her own membership or shares, so the duty to supply information rests on shareholders as well as on the company.

For each beneficial owner the register records eleven items: names; residential, business, postal and email addresses; telephone number; nationality; date of birth; taxpayer identification number; the date on which the person became a beneficial owner; the nature and extent of the ownership interest; the nature and extent of the control exercised; the date on which the person ceased to be a beneficial owner; and, where a class of beneficial owners is so large that it is not reasonably practicable to identify each member, information sufficient to identify and describe the class. The ORG's published practice asks for supporting documents: a national identity card or passport, proof of residence and occupation, the share certificate, the articles of association or a shareholders' agreement showing voting rights, and proof of any management role. Forms are supplied as spreadsheets and filings are made on the ORG's beneficial ownership portal (bo.rdb.rw).

The company secretary, or the board, files a copy of the internal register with the Registrar General and informs the Registrar General of any change **within 14 days** of the change. The beneficial ownership information of a **dormant company** must also be maintained and disclosed to the Registrar General every year. The ORG's practice, reflected on its beneficial ownership page, is to file at registration, on every change, and to confirm the information at each year end; the annual return under Article 143 (Compliance calendar after registration) must itself include the details of the beneficial owners and the nature of the interest held (Article 143, 15°).

Nominees, trusts, partnerships and other arrangements

Nominee arrangements are lawful but transparent. Article 116 as amended requires a **nominee shareholder or nominee director** to hold information identifying his or her nominator and the natural person on whose behalf the nominee is ultimately acting, and to disclose it to the company for entry in the register. A corporate services provider holding shares for a client, or a director appointed to represent a fund, must therefore pass the identity of the person behind the arrangement to the company, which records it.

The same philosophy runs through the other vehicles. Partnerships under Law N° 008/2021 of 16/02/2021 governing partnerships, as amended by Law N° 018/2023 of 30/03/2023, are covered by the same Instructions, with the 25% test applied to capital contributions. The Beneficial Ownership Guidelines extend the duties to trustees under Law N° 063/2021 of 14/10/2021 governing trusts and to foundations under Law N° 059/2021 of 14/10/2021 governing foundations. Cooperatives keep their own internal beneficial ownership register under Article 75 of Law n° 057/2024 of 20/06/2024 governing cooperatives in Rwanda. A foreign investor holding a Rwandan company through a trust, a foundation or a partnership should map the whole chain once, record the individuals at the top, and keep the documents ready for the bank and the Registrar General alike.

The central register, verification and who can see it

Article 116 ter requires the Registrar General to establish and keep a **central register of beneficial owners**, in any form that allows the information to be inspected and a legible copy to be produced. The Registrar General verifies the accuracy of the information submitted by companies and may require any person to submit information and documents that enable verification. Under Article 354 bis the Registrar General may issue guidelines or instructions on the implementation of the beneficial ownership provisions, which is the source of the 2023 Instructions and Guidelines.

Access is the point on which Rwanda differs from some European registers. Article 116 ter states only that competent authorities have access to the central register, and the Guidelines refer to competent-authority access; no public search facility for beneficial ownership data was found as at October 2026. The anti-money-laundering law, Law N° 001/2025 of 22/01/2025 on the prevention and punishment of money laundering, terrorist financing and the financing of proliferation of weapons of mass destruction, expects registry information to be accurate and accessible in a timely manner (Article 35), and banks and other reporting persons identify and verify the beneficial owners of their corporate customers themselves at the 25% level (Anti-money-laundering and sanctions compliance). An investor should expect the same individuals to be identified, with the same documents, by the Registrar General, the bank, the Rwanda Revenue Authority (RRA) and, in regulated sectors, the licensing regulator: the banking law, Law N° 044/2024 of 30/05/2024 governing banks, for example, makes declaration of the beneficial owner a precondition of a banking licence (Article 8).

Article 120 as amended protects legal professional privilege: nothing compels an advocate or legal adviser to produce an item subject to privilege, which covers confidential communications made to seek or give legal advice or for existing or contemplated proceedings. The same article provides that a person who discloses information to a competent authority or to the Registrar General in fulfilling these requirements is not in breach of any statutory or contractual confidentiality obligation, so a confidentiality clause in a shareholders' agreement is no reason to withhold information from the register.

Foreign companies and branches

The regime is not confined to Rwandan-incorporated companies. A foreign company registering a place of business in Rwanda must state the particulars of its shareholders and its beneficial ownership information in the application under Article 247 as amended, and under Article 252 as amended its directors deliver every year a list of shareholders with their names, addresses, tax or other identification numbers and the number of shares held, together with the particulars of its beneficial owners. A listed multinational with a dispersed shareholding will often have no individual at 25%, and the fallback rules then lead to the persons who control it by other means or, failing them, its senior managers; the filing should explain the basis on which the individuals were identified. The branch regime as a whole is covered in Branches of foreign companies.

Sanctions: administrative fines and criminal offences

The ORG imposes administrative sanctions under the Companies Law (Article 338), and the fines are paid into the public treasury. A company that fails or delays to provide the Registrar General with complete, accurate or updated information or documents commits a fault fined **FRW 200,000 to FRW 500,000** (Article 327 as amended). A company that fails to keep its records or to update them as the law requires, which includes the internal register, is fined **FRW 500,000 to FRW 2,000,000** (Article 326 as amended). The company secretary or other competent person who fails to disclose beneficial ownership information, or information requested by a competent authority under the law or a court order, is personally fined FRW 500,000 to FRW 1,000,000 (Article 333). Under Article 337 a recidivist company faces double sanctions or withdrawal of its licence, and the directors involved face double fines.

The criminal offence is reserved for deliberate concealment. Under Article 352 as amended, a member or shareholder who is required to disclose information on the shares he or she holds and gives false or deceitful information on shareholding or beneficial ownership is liable on conviction to imprisonment of **three to five years** and a fine of **FRW 5,000,000 to FRW 10,000,000**. Some secondary commentaries on the 2023 law give a lower term of imprisonment; the Gazette text is the one stated here. The OECD's 2024 review also reports that Article 118 allows a company to restrict or cancel the interests of a person who fails to comply, which gives co-shareholders a remedy against a holder who will not disclose. Enforcement is real: the same review records that inspections found 159 of 232 companies inspected non-compliant with record-keeping duties, and that 7,810 companies had been removed from the register by 30 June 2024.

Beneficial ownership duties at a glance (October 2026)

Duty	Who	Deadline or frequency	Source	Sanction for breach
Identify beneficial owners at 25% of shares or votes, board control or significant influence	Company (secretary or board), with shareholders' input	At incorporation and continuously	Article 116 bis; Instructions N° 001/2023/RG	FRW 500,000 to FRW 2,000,000 (Article 326)
Keep the internal register at the registered office	Company secretary, or the board if none	Continuously; records kept in Rwanda for at least 10 years (Article 111 as amended)	Article 116 as amended	FRW 500,000 to FRW 2,000,000 (Article 326)
File a copy with the Registrar General	Company secretary or board	At registration, through the ORG beneficial ownership portal	Articles 19 and 116 as amended	FRW 200,000 to FRW 500,000 (Article 327)
Report changes	Company secretary or board	Within 14 days of the change	Article 116 as amended	FRW 200,000 to FRW 500,000 (Article 327)

Duty	Who	Deadline or frequency	Source	Sanction for breach
Disclose nominator and ultimate principal	Nominee shareholder or director	On appointment and on change	Article 116 as amended	Article 352 if false or deceitful
Include beneficial owners in the annual return	Directors	Each year, in the allocated month	Article 143, 15°, as amended	FRW 200,000 to FRW 500,000; removal from the register for non-filing (Article 281)
Dormant company disclosure	Directors	Every year	Article 116 as amended	FRW 200,000 to FRW 500,000 (Article 327)
Foreign company shareholder and beneficial owner particulars	Directors and authorised representative	At registration and every year	Articles 247 and 252 as amended	FRW 200,000 to FRW 500,000 (Article 327)
Disclose to a competent authority on request	Company secretary or other competent person	As requested	Article 333	FRW 500,000 to FRW 1,000,000
False or deceitful shareholding or beneficial ownership information	Member or shareholder	Any time	Article 352 as amended	3 to 5 years' imprisonment and FRW 5,000,000 to FRW 10,000,000

How to set up and keep the beneficial ownership file

1 Map the chain to the individuals

Draw the ownership and control structure from the Rwandan company up to every natural person, recording percentages of shares and votes at each level, board-appointment rights, vetoes, nominee arrangements, trusts and any lender or investor rights that amount to control.

2 Apply the three limbs and the fallbacks

Mark each individual reaching 25% of shares or votes, directly or indirectly; each person with a right to appoint or remove a majority of the board; and each person with significant influence or control. If nobody qualifies, identify who controls by other means, and failing that, the senior managing official.

3 Collect the documents

Obtain each person's identity card or passport, proof of residence and occupation, and the share certificates, articles, shareholders' agreement or board minutes that evidence the ownership or control. Foreign documents generally need notarisation or an apostille and, if not in Kinyarwanda, English or French, a certified translation.

4 Enter the internal register and file at registration

Record the eleven items in Article 116 for each beneficial owner and file the information with the Registrar General through the ORG beneficial ownership portal (bo.rdb.rw) as part of the incorporation application under Article 19.

5 Build a 14-day change trigger

Require every shareholder, in the articles or the shareholders' agreement, to notify the company promptly of any change of ownership or control up the chain, so that the secretary or board can update the register and inform the Registrar General within 14 days.

6 Confirm every year

Confirm or update the beneficial ownership information at each year end and in the annual return filed in the month allocated by the Registrar General, including for a dormant company.

WORKED EXAMPLE

Identifying the beneficial owners of a Kigali subsidiary held through Mauritius

Kigali Agro Ltd, a private company, has issued 1,000,000 shares. Agri Holdings Ltd (Mauritius) holds 600,000 shares (60%) and a Rwandan entrepreneur, Ms C, holds 400,000 (40%). Agri Holdings is owned 45% by Mr A, 35% by Ms B and 20% by an investment fund with no individual at 25%. A shareholders' agreement gives Agri Holdings the right to appoint three of the five directors. Illustrative facts and figures; the look-through calculation is the common approach and should be checked against current ORG guidance.

Ms C (direct holding)	40% of the shares and votes, above 25%: beneficial owner under the first limb.
Mr A (indirect holding)	$45\% \times 60\% = 27\%$ of Kigali Agro, above 25%: beneficial owner. As the largest shareholder of Agri Holdings he may also control its right to appoint the majority of the board, which points to the second limb as well.
Ms B (indirect holding)	$35\% \times 60\% = 21\%$, below 25%. Not a beneficial owner on the shareholding limb, but she must be recorded if she controls the appointment of the majority of directors or otherwise exercises significant influence, for example through a casting vote or veto at Agri Holdings.
The fund	$20\% \times 60\% = 12\%$ indirectly; no individual behind it reaches 25%. Not recorded unless an individual controls Kigali Agro through the fund by other means.
Change event	On 2 March 2027 Ms B buys 15% of Agri Holdings from the fund, taking her to 50% of Agri Holdings and 30% of Kigali Agro. The register must be updated and the Registrar General informed within 14 days, by 16 March 2027.
Cost of a late filing (illustrative)	If the change is not reported, the company risks an administrative fine of FRW 200,000 to FRW 500,000 (Article 327). If the internal register is also not updated, a further FRW 500,000 to FRW 2,000,000 (Article 326). On a repeat, the fines double under Article 337: up to FRW 1,000,000 and FRW 4,000,000.

Criminal exposure

If Ms B had told the company she held only 20% in order to keep her name off the register, she would risk three to five years' imprisonment and a fine of FRW 5,000,000 to FRW 10,000,000 under Article 352.

The same individuals will be identified by the company's bank under the anti-money-laundering law, so the two files should match.

A capital gain on the 2027 transfer, if any arises on an indirect transfer of a Rwandan company, is a separate tax question covered in the tax chapter.

Questions investors ask

What is the beneficial ownership threshold in Rwanda?

Twenty-five per cent. Instructions of the Registrar General N° 001/2023/RG of 31/03/2023 set the threshold at 25% of the shares or voting rights, held directly or indirectly, or 25% of the capital contribution in a partnership. A person below 25% is still a beneficial owner if he or she can appoint or remove a majority of the directors or exercises significant influence or control (Article 116 bis of the Companies Law).

How quickly must a change of beneficial owner be reported?

Within 14 days of the change. Article 116 of Law N° 007/2021, as amended by Law N° 019/2023, requires the company secretary, or the board where there is no secretary, to update the internal register and inform the Registrar General within 14 days. Late or incomplete information is fined FRW 200,000 to FRW 500,000 under Article 327.

Is the Rwandan beneficial ownership register public?

No public search facility was found as at October 2026. Article 116 ter gives competent authorities access to the central register kept by the Registrar General, and the Registrar General's guidelines refer to competent-authority access. Banks, the tax authority and regulators obtain the same information through their own due diligence, so investors should assume it will be seen by every authority that needs it.

Do nominee shareholders hide the real owner?

No. Nominees are lawful, but Article 116 as amended requires a nominee shareholder or director to know and disclose to the company the identity of the nominator and of the natural person on whose behalf the nominee ultimately acts, and the company records it in the register. False or deceitful disclosure is an offence carrying three to five years' imprisonment and a fine of up to FRW 10,000,000.

Who is the beneficial owner if no one holds 25%?

The natural person who controls the company by other means, such as through board-appointment rights, vetoes or agreements. If no such person can be identified, the person holding a senior managerial position, typically the managing director or chief executive, must be recorded (Article 116 bis). The fallback avoids an empty register for widely held or fund-owned companies.

Does a branch of a foreign company file beneficial ownership information?

Yes. Under Article 247 as amended, the application to register a foreign company states its shareholders' particulars and its beneficial ownership information, and under Article 252 as amended its directors deliver every year a shareholder list and the particulars of its beneficial owners, together with its annual accounts and annual return.

THE 2027 HORIZON

- The OECD Global Forum's Phase 1 report of November 2024 recommended a method for identifying the beneficial owners of companies limited by both shares and guarantee and noted the absence of a discrepancy-reporting duty for persons with anti-money-laundering obligations; watch for amended Registrar General instructions or a further amendment of Law N° 007/2021 addressing them, and for the Phase 2 review of how the rules work in practice.
- No amendment of Law N° 007/2021 after Law N° 019/2023 appears in the laws-in-force collection of the Rwanda Law Reform Commission as at 10 October 2026, and no 2027 companies bill could be confirmed.
- The follow-up to the Eastern and Southern Africa Anti-Money Laundering Group's July 2024 mutual evaluation of Rwanda may lead to further guidance on the accuracy of beneficial ownership data and on access by reporting persons; any change to who can see the central register would be the most significant development for investors.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Beneficial owner	<i>Ugenewe inyungu ku migabane</i>	<i>Bénéficiaire effectif</i>	The natural person who ultimately owns or controls the company (Article 2, 40°, and Article 116 bis).
Internal register of beneficial owners	—	<i>Registre interne des bénéficiaires effectifs</i>	The register kept at the registered office by the company secretary or the board (Article 116).
Central register of beneficial owners	<i>Igitabo rusange cy'amakuru y'abagenewe inyungu ku migabane</i>	<i>Registre central des bénéficiaires effectifs</i>	The register kept and verified by the Registrar General (Article 116 ter).

English	Kinyarwanda	French	Meaning
Registrar General	<i>Umwanditsi Mukuru</i>	<i>Registraire général</i>	The RDB official who registers companies, keeps the registers and imposes Companies Law fines.
Company secretary	<i>Umwanditsi w'isosiye</i>	<i>Secrétaire de la société</i>	The officer who keeps the internal register; must be a Rwandan resident (Article 172 as amended).
Nominee shareholder; nominee director	—	<i>Actionnaire désigné; administrateur désigné</i>	A person holding shares or a board seat for another, who must disclose the nominator and ultimate principal.
Annual return	<i>Inyandiko ngarukamwaka</i>	<i>Déclaration annuelle</i>	The yearly confirmation of register details, including beneficial owners (Article 143).
Dormant company	—	<i>Société en veilleuse</i>	A company with no significant accounting transaction in the period (Article 263); still discloses its beneficial owners yearly.
Competent authorities	<i>Inzego zibifitiye ububasha</i>	<i>Autorités compétentes</i>	The public bodies with access to the central register.

FOREIGN V RWANDAN INVESTOR

The rules are identical for Rwandan and foreign owners: the same 25% threshold, the same register and the same 14-day deadline apply whoever holds the shares, and nationals of East African Community (EAC) or Common Market for Eastern and Southern Africa (COMESA) states receive no different treatment. The burden differs in practice. A Rwandan individual holding shares directly is identified from the share register and a national identity card; a foreign investor holding through one or more offshore companies must document the whole chain, obtain notarised or apostilled identity and corporate documents, and keep them current, and it is foreign structures that most often fall into the fallback rules or the nominee disclosure duty.

WATCH OUT FOR

- Changes higher up the chain, such as a sale between the shareholders of an offshore parent, that alter who reaches 25% without any change in the Rwandan share register; the 14-day clock still runs.
- Recording only shareholders and ignoring the second and third limbs: board-appointment rights, vetoes and side agreements can make a minority holder a beneficial owner.
- Assuming a private company without a secretary has no one responsible: the board is then the keeper of the register and its members are exposed.
- Dormant companies: they must still disclose beneficial ownership every year and file annual returns.
- Different answers to the Registrar General and to the bank; inconsistencies prompt verification requests and delay account opening and transactions.
- Relying on FAQ-style summaries that omit the 25% threshold, the 14-day rule or the annual confirmation; the Gazette text governs.

OFFICIAL SOURCES

- RDB Office of the Registrar General: Law N° 019/2023 of 30/03/2023 amending Law N° 007/2021 governing companies (Articles 116, 116 bis, 116 ter, 120, 143, 247, 252, 326, 327, 352) — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- RDB Office of the Registrar General: Instructions N° 001/2023/RG of 31/03/2023 determining the beneficial ownership threshold — <https://org.rdb.rw/wp-content/uploads/2023/04/Instructions-determining-Beneficial-Owners-for-companies-and-partnerships-24-28.pdf>
- Rwanda Development Board: Beneficial Ownership Guidelines (March 2023) — https://rdb.rw/wp-content/uploads/2023/03/Beneficial-Ownership-Guidelines_Eng.pdf
- RDB Office of the Registrar General: beneficial ownership requirements and forms — <https://org.rdb.rw/beneficial-ownership-requirements-and-forms/>
- Official Gazette n° 04 ter of 08/02/2021: Law N° 007/2021 governing companies (Articles 333, 337, 338) — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
- OECD Global Forum: Peer Review of Rwanda 2024 (Second Round, Phase 1) — https://www.oecd.org/content/dam/oecd/en/publications/reports/2024/11/global-forum-on-transparency-and-exchange-of-information-for-tax-purposes-rwanda-2024-second-round-phase-1_a9e6e46c/0adbbbb5-en.pdf

Branches of foreign companies: registration within ten working days, the application and documents, the authorised representative, audited accounts within six months, annual returns, branch profits tax, and why Rwanda has no statutory representative office

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- A foreign company that establishes a place of business in Rwanda must apply to the Registrar General of the Rwanda Development Board (RDB) for registration within ten working days (Article 247 of Law N° 007/2021 of 05/02/2021 governing companies, as amended by Law N° 019/2023 of 30/03/2023); on the reading of Article 335 adopted in the OECD Global Forum's 2024 review, missing the deadline exposes the company and its director each to a fine of FRW 1,000,000 to FRW 3,000,000.
- The application, signed by the foreign company's representative, states its name, directors, principal place of business, accounting reference date, shareholders and beneficial owners, and attaches its registration certificate, a certified copy of its constitution (with a certified translation if not in Kinyarwanda, English or French), a memorandum of understanding or power of attorney for representation in Rwanda and a declaration of authorised representatives.
- A registered foreign company must have its annual accounts prepared, audited, approved and delivered to the Registrar General within six months of its accounting reference date (Article 253), file an annual return in its allocated month (Article 255), and deliver every year a list of shareholders and the particulars of its beneficial owners (Article 252 as amended).
- Since 30 March 2023 a registered foreign company complies with the whole Companies Law unless otherwise provided, and its authorised representative is responsible for ensuring compliance (Article 257 as amended).
- A branch is taxed as a permanent establishment at the 28% corporate income tax rate on the profits attributable to it, and profits repatriated from Rwanda bear 15% withholding tax under Article 60 of Law N° 027/2022 of 20/10/2022 establishing taxes on income, unless a treaty or the Investment Code provides otherwise.

What Rwandan law means by a branch

The Companies Law does not use the word "branch" as a defined term. Chapter XI of Law N° 007/2021 of 05/02/2021 governing companies, Articles 247 to 257, regulates a **foreign company**, defined in Article 2, 32° (as replaced by Law N° 019/2023), as a company incorporated outside Rwanda that

carries on business in Rwanda. What investors and banks call a branch is that foreign company, registered in Rwanda under Chapter XI. It is not a new legal person: the contracting party is the foreign company itself, so its assets worldwide stand behind the obligations incurred in Rwanda. The Law contains no special article limiting or extending that liability, which is the main reason most investors prefer a Rwandan subsidiary for a trading business ([Choosing a business vehicle](#)).

Branches are a modest but established part of the market. The OECD Global Forum's 2024 review of Rwanda counted 729 registered foreign companies on 30 June 2023, against 148,146 companies limited by shares. They are used by foreign construction and engineering contractors working on a single project, by consultancies and airlines, and by groups that want to start quickly while they decide whether to incorporate. Law N° 019/2023 of 30/03/2023 amended Articles 247, 252 and 257 to add beneficial ownership information, annual shareholder lists and the general application of the Law, so a branch is now subject to almost the same compliance discipline as a Rwandan company.

When registration is required, and the ten-day deadline

Article 247 as amended requires a foreign company that **establishes a place of business** within Rwanda to apply for registration within **ten working days** of establishing it. The Law does not define a place of business; the OECD's review reads it as including the case where the foreign company's head office or management is in Rwanda, and in practice an office, site, warehouse or shop from which the company carries on business, or local staff who conclude contracts for it, will satisfy it. A foreign company that only sells into Rwanda from abroad, without premises or people in Rwanda, does not need to register under Chapter XI, but may still have a permanent establishment for tax purposes and may need to register for value added tax (VAT) as a non-resident supplier of online services ([VAT and electronic invoicing](#)).

The sanction for registering late is significant. Under Article 335 a foreign company that does not comply with the time limit for registration commits a fault, and the company and its director are each liable to a fine of **FRW 1,000,000 to FRW 3,000,000**, imposed by the Office of the Registrar General (ORG) under Article 338 and doubled for a repeat under Article 337. The Gazette text of Article 335, in all three languages, describes a foreign company that establishes "a share transfer or share registration office" in Rwanda without registering in time; the OECD Global Forum's 2024 review treats it as the general sanction for late registration of a foreign company, and that reading is followed here, but the narrower wording is worth noting in any dispute over a fine. More practically, without a registration certificate and the code that serves as its taxpayer number, a branch will struggle to open a local bank account, register employees with the Rwanda Social Security Board (RSSB), support work permit applications for its staff or issue electronic invoices, so the deadline is best met by preparing the documents before the lease is signed or the first employee is hired.

Representative offices: no statutory category

Many investors ask for a "representative office" or "liaison office" that may market and research but not trade. Rwandan company law has **no such vehicle**. Neither the Companies Law nor RDB's registration requirements nor its business procedures portal provides for a representative office of an ordinary commercial company; Chapter XI covers any foreign company carrying on business in Rwanda, whatever it calls its office. A foreign company that opens an office in Rwanda should therefore assume

that it must register under Article 247, even if the office only promotes the parent's products. Summaries, including earlier FAQ answers, that describe a separate non-commercial representative office regime should be read with this in mind.

Two distinctions matter. First, sector laws can create their own representative office authorisations: under Article 12 of Law N° 044/2024 of 30/05/2024 governing banks, a foreign bank's representative office needs the authorisation of the National Bank of Rwanda (BNR). Second, tax follows substance, not labels. Under Article 5 of Law N° 027/2022 of 20/10/2022 establishing taxes on income, a fixed place of business, a construction or assembly site, the provision of services through personnel present for more than 90 days in any twelve-month period, or a dependent agent who habitually concludes contracts or plays the principal role in concluding them, creates a **permanent establishment**, while preparatory and auxiliary activities do not. An office limited to market research and liaison may stay outside the tax net; one that negotiates and closes sales will not (Corporate income tax).

The application: what Article 247 requires and what RDB asks for

The application is made on the prescribed form, signed by the foreign company's representative and delivered to the Registrar General, in practice through RDB's online registration system (urs.rdb.rw). Under Article 247 as amended it must state the name of the foreign company; the full names and residential addresses of its directors; its principal place of business and address; its accounting reference date; the full name, address, tax identification or other identification number of each shareholder and the number of shares held; and its beneficial ownership information (Beneficial ownership and transparency). It must attach a copy of the foreign company's registration certificate; a certified copy of the instrument constituting the company, with a certified translation if it is not written in one of Rwanda's official languages (Kinyarwanda, English and French); a memorandum of understanding or power of attorney to represent the company in Rwanda; and a declaration indicating the company's authorised representatives. Parts of the constitution that deal solely with internal management need not be delivered.

RDB's published requirements add practical detail. It asks for the parent's certificate of incorporation and memorandum and articles of association, notarised, and for a notarised resolution of the parent's shareholders or board deciding to open the branch, nominating the representative and appointing the persons who will manage it. Its business procedures portal also lists a "list of directors residing in Rwanda"; Article 247 itself contains no resident-director requirement for foreign companies, so an investor should check RDB's current checklist before filing rather than assume either answer.

Documents may be notarised in Rwanda by an RDB, District or Sector notary or an authorised private notary, or abroad by a public notary, a Rwandan embassy or the Ministry of Foreign Affairs. Rwanda has been a party to the Hague Apostille Convention since 5 June 2024 (though not in relations with Germany, which objected to Rwanda's accession on 29 March 2024), but RDB's requirements page does not mention the apostille, so confirm in advance whether an apostilled document will be accepted in place of the listed notarisation routes. No fee for the registration is listed on RDB's portal.

After registration: code, name, service and changes

On registration the Registrar General allocates to the foreign company a **registered code** (Article 248). RDB's procedures state that the code on the registration certificate also serves as the taxpayer identification number (TIN) and the social security number, so the branch is registered with the Rwanda Revenue Authority (RRA) and RSSB from the outset. Article 248 also provides that companies from East African Community (EAC) member states, or from countries with relevant agreements with Rwanda, enjoy national treatment; the Law does not spell out what that changes in procedure, and such companies still register under Chapter XI.

The foreign company must display its full name in easily legible roman letters in a conspicuous position outside every office or place where it carries on business, and state on all written communications, trade catalogues and circulars, and on all documents that evidence or create a legal obligation, its full name, its registered number, the country in which it was registered and whether its members' liability is limited or unlimited (Article 249). Failure is fined **FRW 500,000 to FRW 1,000,000** (Article 336). Documents may be served on the person named in the register as authorised to accept service in Rwanda, failing which at any place of business or the company's address (Article 250). When the foreign company alters any matter or document in its application, such as its directors, constitution, address or authorised representatives, the directors must deliver a notice of alteration in the prescribed form within **ten working days**, and the Registrar General issues a certificate within 30 days (Article 251).

Article 257, as replaced in 2023, closes the gap that existed in the 2021 text: unless otherwise provided, a foreign company registered in Rwanda complies with the provisions of the Companies Law, and its **authorised representative** is responsible for ensuring that compliance. The representative is therefore the person regulators will look to, and the appointment should be made with that responsibility in mind, supported by a power of attorney that matches the declaration filed under Article 247.

Annual duties: accounts, returns and owners

Under Article 253 the directors of a foreign company must ensure that, within **six months** of its accounting reference date, individual or group annual accounts are prepared, **audited**, approved and delivered to the Registrar General. That is a month shorter than the seven months allowed to a Rwandan private company (Compliance calendar after registration). The text refers to the foreign company's individual or group accounts; investors should confirm with the ORG whether it expects accounts of the Rwandan operation, of the foreign company or both, bearing in mind that accounts of the Rwandan operation are needed anyway to compute the profits of the permanent establishment for corporate income tax. The faults and penalties for annual accounts apply to foreign companies (Article 254), so directors who fail to deliver the accounts and reports face a fine of FRW 1,000,000 to FRW 10,000,000 each (Article 332).

Every year, in the month allocated to it by the Registrar General on registration, the foreign company also files an **annual return** signed by its directors, confirming the register details for its name, directors, principal place of business and address, constitution and the persons authorised to receive documents in Rwanda, and that its annual accounts have been delivered (Article 255). Article 252 as amended requires the directors to deliver each year the annual accounts and annual return, a list of shareholders

with names, addresses, tax or other identification numbers and numbers of shares, and the particulars of the beneficial owners. Late or incomplete documents are fined FRW 200,000 to FRW 500,000 (Article 327).

Tax, payroll and money flows

A registered branch is taxed as a **permanent establishment** of a non-resident. Non-residents pay corporate income tax only on the profits of their permanent establishment (Article 47 of Law N° 027/2022), at the standard rate of 28% set by Law N° 051/2023 of 05/09/2023, with returns due by 31 March and quarterly prepayments by 30 June, 30 September and 31 December. Under Article 60, profits repatriated from Rwanda by a permanent establishment bear **15% withholding tax**, the branch equivalent of the 15% tax on dividends paid by a subsidiary. Dealings between the branch and its head office are within the transfer pricing rules of Ministerial Order N° 003/26/10/TC of 29/04/2026 (Article 3), and related non-resident management, technical and royalty fees above 2% of turnover are not deductible (Article 25 of the income tax law) ([Transfer pricing and international tax](#)).

Management location now matters more. Ministerial Order N° 009/26/10/TC of 24/09/2026, in force since 25 September 2026, treats a company's place of effective management as being in Rwanda if any one of the following applies: day-to-day management is carried on in Rwanda, shareholders' meetings are held there, its books are kept there, or its main shareholders or directors are resident there. A foreign company run from its Kigali branch may therefore become resident in Rwanda for tax purposes and taxable on its worldwide profits, not only on the profits of the branch. For VAT, pay-as-you-earn (PAYE), RSSB contributions, electronic invoicing and trading licence tax, a branch is treated like any other business. Money moves through authorised banks: under the BNR's foreign exchange regulation, dividends, profits and similar transfers abroad are made against supporting documents indicating the source of funds ([Repatriating profits and capital](#)).

On incentives, the investment certificate under Law N° 006/2021 of 05/02/2021 on Investment Promotion and Facilitation is applied for with a certificate of incorporation (Article 17(2)), so a foreign company that wants the Investment Code's incentives should confirm with RDB how its Chapter XI registration certificate is treated, or plan to incorporate a subsidiary ([RDB registration and the investment certificate](#)).

Closing a branch

The Registrar General removes a foreign company from the register when it gives notice that it has ceased to carry on business in Rwanda, or when it fails to reply within three months to a letter asking whether it is still carrying on business (Article 256). Before giving notice the branch should settle its tax position with RRA, close its RSSB account, notify the Directorate General of Immigration and Emigration (DGIE) of the end of its foreign employees' contracts, terminate employees in accordance with the labour law and close its bank accounts. Where the branch is being replaced by a subsidiary, the transfer of its business, assets, staff and contracts needs its own documents and tax analysis ([Liquidation, striking off and deregistration](#)).

DECISION GUIDE

Branch, subsidiary or neither?

A decision guide for a foreign company starting activity in Rwanda. Answer in order; the outcome is the usual starting point, not the only option.

Q1 Will the company have an office, site, warehouse, shop or staff in Rwanda from which it carries on business?

Yes It is establishing a place of business: register under Article 247 within ten working days, as a branch, unless it incorporates a subsidiary to carry on the business instead. Continue to Q2.

No No Chapter XI registration is needed for selling into Rwanda from abroad, but check permanent establishment risk, VAT on online supplies and withholding tax on payments it receives.

Q2 Is the activity limited to one project or contract of defined length, such as a construction or consultancy contract?

Yes A branch is often sufficient and quicker to close at the end of the project. Continue to Q3 to check the liability and incentive points.

No A long-term trading or manufacturing business usually suits a subsidiary. Continue to Q3.

Q3 Does the parent need to ring-fence liabilities in Rwanda, or does it want Investment Code incentives?

Yes Incorporate a Rwandan subsidiary: it limits the parent's exposure to its capital and is the vehicle RDB's investment certificate is designed for.

No Continue to Q4.

Q4 Will the group's management be exercised from Kigali?

Yes Take tax advice first: under Ministerial Order N° 009/26/10/TC the foreign company itself may become resident in Rwanda, which a subsidiary structure can avoid.

No A branch is a workable choice: register within ten working days, appoint an authorised representative and plan for audited accounts within six months of the year end.

Documents to assemble before applying

Based on Article 247 as amended and RDB's published requirements as at October 2026; check RDB's current checklist before filing.

☐ **Evidence of registration**

The foreign company's certificate of incorporation or registration, notarised or with the authentication RDB accepts.

☐ **Constitution**

A certified copy of the memorandum and articles or equivalent, with a certified translation into Kinyarwanda, English or French if needed; internal-management provisions may be omitted.

☐ **Resolution to open the branch**

A notarised resolution of the shareholders or board deciding to open the branch, nominating the authorised representative and appointing those who will manage it.

☐ **Representation document**

A memorandum of understanding or power of attorney authorising representation in Rwanda, consistent with the declaration of authorised representatives.

☐ **Directors and shareholders**

Full names and residential addresses of the directors; names, addresses, identification numbers and shareholdings of the shareholders.

☐ **Beneficial owners**

Identity documents and evidence of ownership or control for each beneficial owner at the 25% threshold or under the control tests.

☐ **Local details**

The principal place of business and address in Rwanda, the accounting reference date, and, if RDB's checklist still requires it, the list of directors residing in Rwanda.

Branch and subsidiary compared (October 2026)

Point	Branch (registered foreign company)	Rwandan subsidiary (private company)
Legal personality	None separate from the foreign company	Separate legal person
Liability	The foreign company's assets answer for Rwandan obligations	Limited to the subsidiary's own assets, subject to guarantees
Registration deadline	Within 10 working days of establishing a place of business (Article 247)	Before trading; RDB's service standard is 6 hours for a complying application
Resident officer	Authorised representative responsible for compliance (Article 257)	At least one director ordinarily resident in Rwanda (Articles 6 and 157)

Point	Branch (registered foreign company)	Rwandan subsidiary (private company)
Annual accounts	Audited, delivered within 6 months of the accounting reference date (Article 253)	Audited, delivered within 7 months (Article 142)
Annual return	In the allocated month (Article 255)	In the allocated month (Article 143)
Corporate income tax	28% on profits of the permanent establishment	28% on worldwide profits
Tax on sending profits home	15% withholding tax on repatriated profits (Article 60)	15% withholding tax on dividends (Article 60), subject to treaties and the Investment Code
Investment certificate	Confirm with RDB; the application requires a certificate of incorporation (Article 17(2))	Available if the project qualifies
Closing	Notice of cessation; removal by the Registrar General (Article 256)	Voluntary removal or liquidation

WORKED EXAMPLE

A foreign engineering firm opens a Kigali project branch

A Kenyan engineering company signs a lease for a Kigali project office on Monday 2 November 2026 and expects a Rwandan profit of RWF 500,000,000 in its first full year. Illustrative dates and figures; the tax arithmetic ignores incentives, treaties and transfer pricing adjustments.

Registration deadline	Ten working days from 2 November 2026: Tuesday 3 to Friday 6 November (4), Monday 9 to Friday 13 November (9), Monday 16 November (10). The application must be filed by 16 November 2026.
Cost of missing it (illustrative)	If the branch registers in January 2027, the company and its director each face a fine of FRW 1,000,000 to FRW 3,000,000 under Article 335: between FRW 2,000,000 and FRW 6,000,000 in total.
Accounts deadline	With a 31 December 2027 accounting reference date, audited accounts are due to the Registrar General by 30 June 2028 (six months), not 31 July.
Corporate income tax	$28\% \times \text{RWF } 500,000,000 = \text{RWF } 140,000,000$, leaving RWF 360,000,000 after tax.
Tax on repatriation	If the whole RWF 360,000,000 is sent to Nairobi, 15% withholding tax = RWF 54,000,000; the head office receives RWF 306,000,000.
Same result through a subsidiary	A Rwandan subsidiary with the same profit pays RWF 140,000,000 of corporate income tax and RWF 54,000,000 of withholding tax on a RWF 360,000,000 dividend: the domestic tax cost is the same, RWF 194,000,000, or 38.8% of profit.
Where the difference lies	Liability ring-fencing, the investment certificate, treaty wording on dividends and branch profits, and the risk that management in Kigali makes the Kenyan company itself resident in Rwanda under Ministerial Order N° 009/26/10/TC.

Article 248 gives companies from EAC member states national treatment, but the Kenyan company still registers under Chapter XI and meets the same deadlines.

The 15% rate may be reduced by a double taxation agreement; check whether the relevant treaty covers branch profits as well as dividends.

Questions investors ask

How long does a foreign company have to register a branch in Rwanda?

Ten working days from establishing a place of business in Rwanda, under Article 247 of Law N° 007/2021 as amended by Law N° 019/2023. Registration is made with the Registrar General at RDB. A late registration exposes the foreign company and its director each to an administrative fine of FRW 1,000,000 to FRW 3,000,000 under Article 335.

Can I open a representative office in Rwanda instead of a branch?

Not as a separate legal category for ordinary companies. The Companies Law regulates any foreign company carrying on business in Rwanda under Chapter XI, and no representative office regime was found in the Law or in RDB's procedures. Sector laws may differ: a foreign bank's representative office needs authorisation from the National Bank of Rwanda under the 2024 banking law.

Does a branch need audited accounts?

Yes. Article 253 requires the directors of a foreign company to ensure that annual accounts are prepared, audited, approved and delivered to the Registrar General within six months of the accounting reference date, a month earlier than a Rwandan private company. The annual accounts penalties apply, including fines of FRW 1,000,000 to FRW 10,000,000 per director for non-delivery.

How are branch profits taxed when sent to the head office?

The branch pays corporate income tax at 28% on the profits of its permanent establishment, and profits repatriated from Rwanda bear 15% withholding tax under Article 60 of Law N° 027/2022. The combined domestic burden equals that of a subsidiary paying a dividend. A double taxation agreement may reduce the withholding tax, depending on its wording.

Who is responsible for a branch's compliance in Rwanda?

The authorised representative. Since 30 March 2023, Article 257 provides that a registered foreign company complies with the Companies Law unless otherwise provided, and that its authorised representative is responsible for ensuring that compliance. The directors remain responsible for accounts, returns and notices of alteration, which are due within ten working days of a change.

Can a branch become a Rwandan tax resident?

The foreign company itself can. Under Ministerial Order N° 009/26/10/TC, in force since 25 September 2026, a company is effectively managed in Rwanda if its day-to-day management is there, its shareholders' meetings are held there, its books are kept there, or its main shareholders or directors are resident there. It would then be taxable in Rwanda on its worldwide profits.

THE 2027 HORIZON

- No amendment of Chapter XI of Law N° 007/2021 after Law N° 019/2023 appears in the Rwanda Law Reform Commission's laws-in-force collection as at 10 October 2026, and no 2027 companies bill could be confirmed.
- Article 253 allows a Ministerial Order to modify the accounts requirements for foreign companies; none was found. Watch for one, and for any RDB guidance on whether apostilled documents are accepted in place of notarisation.
- The first assessments under the effective-management test in Ministerial Order N° 009/26/10/TC, which took effect on 25 September 2026, will show how the Rwanda Revenue Authority applies it to foreign companies whose regional management sits in a Kigali branch.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Foreign company	<i>Isosiyete y'inyamahanga</i>	<i>Société étrangère</i>	A company incorporated abroad that carries on business in Rwanda (Article 2, 32°); registered under Chapter XI.
Place of business	—	<i>Lieu d'activités</i>	The premises or presence that triggers the ten-working-day registration duty (Article 247).
Authorised representative	—	<i>Représentant autorisé</i>	The person responsible for the foreign company's compliance in Rwanda (Article 257).
Power of attorney	—	<i>Procuration</i>	The instrument authorising representation in Rwanda, attached to the application.
Accounting reference date	<i>Itariki fatizo y'ibaruramari</i>	<i>Date de référence comptable</i>	The financial year end, stated in the application and used for the six-month accounts deadline.
Annual accounts	—	<i>Comptes annuels</i>	The audited financial statements delivered within six months of the accounting reference date (Article 253).

English	Kinyarwanda	French	Meaning
Annual return	<i>Inyandiko ngarukamwaka</i>	<i>Déclaration annuelle</i>	The yearly confirmation of register details filed in the allocated month (Article 255).
Registered code of a foreign company	—	<i>Code enregistré d'une société étrangère</i>	The identifier allocated on registration (Article 248), which also serves as the TIN.

FOREIGN V RWANDAN INVESTOR

Chapter XI applies only to companies incorporated outside Rwanda, whoever owns them; a Rwandan investor operating through a Rwandan company never registers a branch under it. A foreign company owned by Rwandans is still a foreign company. Article 248 gives companies from EAC member states, and from countries with relevant agreements with Rwanda, national treatment, but the Law does not exempt them from registration, accounts or returns. In tax, the branch rules apply to any non-resident company, and the difference from a Rwandan subsidiary is one of structure, not of nationality.

WATCH OUT FOR

- Treating a sales or liaison office as a representative office outside the Companies Law: it is a place of business, and the ten-working-day deadline runs.
- The six-month accounts deadline for foreign companies, which is shorter than the seven months most Rwandan advisers have in mind.
- Notices of alteration: a change of directors, address or authorised representative abroad must be notified within ten working days.
- Management drift: board meetings, books or senior managers in Kigali can make the foreign company itself resident in Rwanda for tax.
- Parent liability: contracts signed by the branch bind the foreign company and all its assets.
- Out-of-date checklists: RDB's portal and Article 247 do not match on resident directors and authentication; confirm before filing.

OFFICIAL SOURCES

- RDB Office of the Registrar General: Law N° 019/2023 of 30/03/2023 amending Law N° 007/2021 governing companies (Articles 247, 252, 257) — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- Official Gazette n° 04 ter of 08/02/2021: Law N° 007/2021 governing companies (Articles 248 to 256, 332, 335, 336) — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
- RDB Office of the Registrar General: business registration requirements — <https://org.rdb.rw/business-registration/requirements/>
- RDB Business Procedures portal: registration of a foreign company — <https://businessprocedures.rdb.rw/procedure/5?l=en>
- Rwanda Revenue Authority: Law N° 027/2022 establishing taxes on income (Articles 5, 47, 60) — https://www.rra.gov.rw/fileadmin/user_upload/Income_Tax_law_of_2022.pdf
- Rwanda Revenue Authority: Ministerial Order N° 009/26/10/TC of 24/09/2026 (effective management; certification threshold) — https://www.rra.gov.rw/fileadmin/user_upload/Ministerial_orders-Financial_statements.pdf

Compliance calendar after registration: the first 30 days, the monthly and quarterly tax and RSSB cycle, annual accounts, audit and the annual return, event-driven filings, fines, dormancy and removal from the register

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- A private company must deliver its signed and approved annual accounts, auditor's report and directors' report to the Registrar General of the Rwanda Development Board (RDB) within seven months of its accounting reference date, and a public company within four months (Article 142 of Law N° 007/2021 of 05/02/2021 governing companies); each director of a company in default faces a fine of FRW 1,000,000 to FRW 10,000,000 (Article 332).
- Every company, active or dormant, files an annual return signed by two directors, or by the sole member where there is only one, in the month allocated by the Registrar General, including its beneficial owners (Article 143 as amended by Law N° 019/2023); not filing is a ground for removal from the register (Article 281).
- Every company appoints an external auditor (Article 131) unless it is a registered dormant company (Article 268); separately, the Rwanda Revenue Authority (RRA) requires financial statements certified by an approved professional where turnover is FRW 1,000,000,000 or more, a threshold raised from FRW 600,000,000 by Ministerial Order N° 009/26/10/TC with effect from 25 September 2026.
- Corporate income tax returns and payment are due by 31 March, with prepayments by 30 June, 30 September and 31 December; VAT and PAYE are declared quarterly within 15 days of the quarter where turnover is FRW 200,000,000 or less and monthly within 15 days above it; withholding tax is due within 15 days after the month.
- Rwanda Social Security Board (RSSB) pension contributions of 12% of gross pay (6% employer, 6% employee), rising to 14% on 1 January 2027, with 0.6% maternity, 2% occupational hazards and the 0.5% community-based health insurance levy, are declared and paid by the 15th of the following month, with a 1.5% monthly penalty for lateness (Law N° 05/2015, Articles 10 to 12).

Three authorities, one calendar

Registration with RDB takes hours ([Registering a company with RDB step by step](#)); compliance lasts as long as the company exists. A Rwandan company answers to three main authorities. The **Office of the Registrar General (ORG)** at RDB receives the annual accounts, the annual return, beneficial ownership information and notices of change under Law N° 007/2021 of 05/02/2021 governing companies, as amended by Law N° 019/2023 of 30/03/2023, and imposes administrative fines under Article 338. The **Rwanda Revenue Authority (RRA)** collects corporate income tax, VAT, pay-as-you-earn (PAYE),

withholding taxes and, for the Districts and the City of Kigali, trading licence and property taxes, under Law N° 020/2023 of 31/03/2023 on tax procedures and the substantive tax laws. The **Rwanda Social Security Board (RSSB)** collects pension, maternity, occupational hazards and community-based health insurance contributions. Employers also deal with the labour inspectorate and, for foreign staff, the Directorate General of Immigration and Emigration (DGIE); registered investors report to RDB under the Investment Code.

The deadlines cluster around two dates: the 15th of each month or quarter for tax and social security, and fixed annual dates for accounts and returns. The table below sets out the calendar for a private company with a 31 December year end; the paragraphs explain each layer. Older summaries, including some FAQ answers, still state that PAYE and VAT are always monthly and that only companies with turnover above FRW 600 million file audited accounts; neither is correct in October 2026.

The first 30 days

On incorporation the company receives a company code that, according to RDB's procedures, also serves as its taxpayer identification number (TIN) and social security number, so no separate TIN application is needed. The Registrar General also allocates, by written notice, the **month** in which the company must file its annual return each year (Article 143 as amended). Under Law N° 020/2023 a business registers for tax within seven days of starting and reports changes within seven days. VAT registration is compulsory, within seven days, once turnover exceeded FRW 20,000,000 in the previous year or FRW 5,000,000 in the preceding quarter, and a company may register voluntarily before that (VAT and electronic invoicing). A company carrying on a taxable activity must issue invoices from an RRA-certified electronic invoicing system; since 25 September 2026 Ministerial Order N° 006/26/10/TC of 24/09/2026 requires it, among other things, to display a public notice showing its TIN, the system's identification number and its VAT status, and to report the theft of the device within 12 hours and damage within 6 hours.

Trading licence tax is registered at Sector level through RRA's local government portal (localgov.rra.gov.rw); micro-enterprises and small businesses are exempt for the first two years after their establishment (Article 36 of Law N° 048/2023 of 05/09/2023 determining the sources of revenue and property of decentralised entities), so a new company should check whether it falls within those categories. The board may appoint the **first auditor** without a shareholders' resolution (Article 132); if no auditor is appointed, the Registrar General may direct the company to appoint one within 30 days.

Hiring triggers its own deadlines. The employer registers with RSSB within seven working days of hiring its first employee and registers each new employee within seven working days (Law N° 05/2015 of 30/03/2015 governing the organization of pension schemes, Article 6, as amended). It declares the enterprise and its staff to the labour inspector within one month of opening (Article 116 of Law N° 66/2018 of 30/08/2018 regulating labour in Rwanda) and, once it has five or more employees, adopts rules of procedure after consulting staff representatives and sends a copy to the inspector within 30 days (Articles 100 and 101). Foreign employees apply for permits within 15 working days of entry, of signing the contract in Rwanda or of business registration ([Work permits and residence permits](#)).

The monthly and quarterly cycle

By the 15th of each month the company declares and pays withholding tax deducted in the previous month (Article 64 of Law N° 027/2022 of 20/10/2022 establishing taxes on income), including the 15% tax on dividends, interest, royalties and service fees paid to non-residents and the 3% or 15% on public tenders (Withholding taxes and tax treaties). By the same date it declares and pays RSSB contributions for the previous month's payroll: pension at 12% of gross pay including benefits in kind, shared 6% by the employer and 6% by the employee since 1 January 2025 under Presidential Order N° 086/01 of 12/12/2024; maternity at 0.6%, shared equally; occupational hazards at 2%, paid by the employer; and the 0.5% community-based health insurance levy on employees' net salary, withheld by the employer under Prime Minister's Order N° 001/03 of 16/02/2026 (Social security (RSSB) contributions). Late pension contributions attract a penalty of 1.5% a month, part months counting in full, and are never time-barred (Law N° 05/2015, Articles 10 to 12). A company whose shareholders sell shares also withholds or declares the 10% capital gains tax within 15 days after the month of the transfer, under Law N° 014/2025 of 27/05/2025.

VAT and PAYE depend on size. Under Commissioner General Instructions N° 001/2023 of 11/01/2023 and the VAT law, Law N° 049/2023 of 05/09/2023, a taxpayer with turnover of **FRW 200,000,000 or less** declares quarterly, by 15 April, 15 July, 15 October and 15 January, and may opt for monthly filing, an option that binds for two years; above that figure the returns are monthly, within 15 days after the month. Nil VAT returns are compulsory. Corporate income tax **prepayments** fall due by 30 June, 30 September and 31 December, each calculated as the previous year's tax divided by the previous year's turnover, multiplied by the turnover of the quarter, less withholding tax suffered (Article 33 of the income tax law).

The annual cycle: tax

The annual corporate income tax return, with the financial statements, is filed and the balance of tax paid by **31 March** (Article 9 of the income tax law as amended by Law N° 051/2023 of 05/09/2023) (Corporate income tax). Since 25 September 2026, Ministerial Order N° 009/26/10/TC of 24/09/2026 requires the statements of a taxpayer with turnover of **FRW 1,000,000,000 or more** to be certified by a professional approved by RRA, replacing the FRW 600,000,000 threshold of Ministerial Order N° 004/19/10/TC of 29/04/2019; listed categories of distributors and similar traders are carved out unless their income exceeds the threshold. Where certified statements are not ready, a taxpayer whose request is approved by RRA may file a provisional declaration and pay by 31 March and submit the declaration with certified statements within three months (Article 9 of the income tax law as amended in 2023); missing certified statements are fined FRW 500,000 a month under Law N° 020/2023. Transfer pricing documentation is prepared and submitted by the income tax deadline and produced within seven days of an RRA request, unless the company is within the small-taxpayer exemption in Article 19 of Ministerial Order N° 003/26/10/TC of 29/04/2026 (Transfer pricing and international tax).

Decentralised taxes have their own dates under Law N° 048/2023: the trading licence tax declaration for the calendar year is filed by 31 January (Article 30), and immovable property tax is paid by 31 December of each year, with the declaration filed by 31 December of the first year of each assessment cycle (Articles 18 and 22), both collected by RRA for the Districts (Capital gains, property and other

taxes). A registered investor holding an investment certificate files its financial report with RDB within three months after the end of the financial year and keeps operating data for five years (Article 26 of Law N° 006/2021 of 05/02/2021 on Investment Promotion and Facilitation).

The annual cycle: accounts, audit, meeting and return

Under Article 142 the directors ensure that the company delivers to the Registrar General, not later than **seven months** after its accounting reference date for a private company and **four months** for a public company, a copy of the signed and approved annual accounts, the auditor's report on them and the directors' report for the same period. For a 31 December year end the deadlines are 31 July and 30 April. Each director of a company that fails to deliver is liable to a fine of FRW 1,000,000 to FRW 10,000,000 (Article 332). The accounting reference date may be changed so long as the gap between two reference dates does not exceed fifteen months (Article 122). A foreign company has six months ([Branches of foreign companies](#)).

The audit requirement is general: "Every company appoints an external auditor to audit its annual accounts" (Article 131). The auditor is appointed by ordinary resolution of the shareholders and must, in the case of a firm, have every partner a member of an institution of chartered accountants recognised in Rwanda; a director or employee of the company cannot be its auditor (Articles 132 and 133). Article 210 would allow types of private company prescribed by a Ministerial Order to opt out of audit by unanimous resolution, but no such Order has been made, so the opt-out is not available. The only statutory exemption is for a company registered as **dormant** (Article 268). The RRA certification threshold is a different test, for tax filings; it does not decide whether a company needs an audit under the Companies Law.

The board calls an **annual general meeting** once a year, not later than fifteen months after the previous one and not later than six months after the date of approval of the balance sheet; a new company may hold its first meeting within eighteen months of incorporation, and notice of at least 21 days must be given, with biographies of directors standing for election (Article 100). A private company may pass the business by written resolution under Article 105, but cannot opt out of the annual meeting requirement or the directors' report (Article 209). If no meeting is held, the Registrar General may convene one (Article 102). The **annual return** is filed in the allocated month, on the prescribed form signed by two directors or, where the company has a single member, by that member, confirming the registered office, share register location, shares allotted, directors, secretary, shareholders, transfers, holding company, accounting reference date, beneficial owners and the delivery of the annual accounts (Article 143 as amended). It is not due in the calendar year of incorporation, and the Registrar General may allow a subsidiary to file in its holding company's month. Governance points are covered in [Directors](#), [governance](#) and [the company secretary](#).

Event-driven filings

Some deadlines run from events, not dates. A change of **beneficial owner** must be entered in the internal register and notified to the Registrar General within 14 days (Article 116 as amended) ([Beneficial ownership and transparency](#)). The share and debenture register is updated within seven days of an alteration and the index of shareholders within 14 days (Articles 114 and 115 as amended), and company records are kept in Rwanda for at least ten years (Article 111 as amended). A foreign company notifies

alterations within ten working days (Article 251). A company declaring itself dormant notifies the Registrar General within 15 days of the special resolution and must give notice again before resuming business (Articles 266 and 267). For tax, changes of address, activity or structure are reported within seven days, and an employer informs DGIE in writing when a foreign employee's contract ends. A change of control may also need a merger notification to the Rwanda Inspectorate, Competition and Consumer Protection Authority (RICA) within 30 days of the decision to merge, once RICA's regulations set the thresholds (Article 11 of Law n° 011/2026) ([Merger control and competition law](#)).

Dormancy, removal and restoration

A company is dormant for any period in which no significant accounting transaction occurs (Article 263), and may register as dormant by special resolution of its shareholders (Article 264). A dormant company is exempt from audit and from relevant prescribed fees (Article 268), but must still file annual returns and disclose its beneficial owners every year; a company carrying on banking activities cannot be declared dormant (Article 265).

Neglect leads to **removal from the register**. Under Article 281 the Registrar General removes a company that has ceased to carry on business with no proper reason to continue, has failed to pay fees due under the Law, or has not filed its annual return, as well as on the request of the shareholders or after liquidation. Notice of intention to remove is given first and interested persons may object within the period stated in the notice. Restoration under Articles 287 and 288 as amended is possible where the company was still carrying on business, was a party to legal proceedings or was in an insolvency process, on application by a shareholder, director, creditor or liquidator and payment of the prescribed fee; the Registrar General publishes a notice in two daily newspapers with an objection period of at least 30 days, the company must first bring its filings up to date, and restoration is barred once ten years have passed since removal. The scale is significant: the OECD Global Forum's 2024 review records 7,810 companies removed by 30 June 2024 and 5,622 inactive companies still on the register.

Compliance calendar for a private company with a 31 December year end (October 2026)

When	What	Authority	Source
Within 7 days of starting or of a change	Tax registration and notification of changes; VAT registration once the FRW 20,000,000 or FRW 5,000,000 threshold is passed	RRA	Law N° 020/2023
Within 7 working days of each hire	RSSB registration of the employer (first hire) and of each employee	RSSB	Law N° 05/2015, Article 6, as amended
Within 1 month of opening	Declaration of the enterprise and its staff	Labour inspector	Law N° 66/2018, Article 116
15th of every month	Withholding tax; RSSB pension, maternity, occupational hazards; CBHI levy; monthly VAT and PAYE if turnover is above FRW 200,000,000; capital gains tax on share transfers	RRA, RSSB	Income tax law, Article 64; Law N° 05/2015, Articles 10 to 12

When	What	Authority	Source
15 January, 15 April, 15 July, 15 October	Quarterly VAT and PAYE where turnover is FRW 200,000,000 or less	RRA	Instructions N° 001/2023; VAT law
31 January	Trading licence tax declaration for the year	RRA for the District	Law N° 048/2023, Article 30
31 March	Corporate income tax return, financial statements and payment; certified statements if turnover is FRW 1,000,000,000 or more; transfer pricing documentation	RRA	Income tax law, Article 9; Ministerial Orders N° 009/26/10/TC and N° 003/26/10/TC
31 March (registered investors)	Financial report to RDB, within 3 months after the year end	RDB	Investment Code, Article 26
30 June, 30 September, 31 December	Corporate income tax prepayments	RRA	Income tax law, Article 33
Allocated month (from the second year)	Annual return with beneficial ownership details	Registrar General	Article 143 as amended
31 July	Annual accounts, auditor's report and directors' report (30 April for a public company)	Registrar General	Article 142
Within 15 months of the last AGM	Annual general meeting, on 21 days' notice	Shareholders	Article 100
31 December	Immovable property tax payment (and declaration in the first year of each assessment cycle)	RRA for the District	Law N° 048/2023, Articles 18 and 22
Within 14 days of a change	Beneficial ownership update; shareholder index	Registrar General	Articles 115 and 116 as amended
Within 7 days of an alteration	Share and debenture register	Company	Article 114 as amended

What missing a deadline costs

Failure	Sanction	Source
Accounts, auditor's report or directors' report not delivered	FRW 1,000,000 to FRW 10,000,000 for each director	Companies Law, Article 332
Documents or information to the Registrar General late, incomplete or inaccurate	FRW 200,000 to FRW 500,000	Article 327 as amended

Failure	Sanction	Source
Records not kept or not updated	FRW 500,000 to FRW 2,000,000	Article 326 as amended
Repeat of a Companies Law fault	Double sanctions or withdrawal of the licence; double fines for directors	Article 337
No annual return	Ground for removal from the register	Article 281
Tax return filed late	Fixed fines of FRW 50,000 (turnover FRW 2,000,000 to 20,000,000), FRW 300,000 (public bodies and non-profits) or FRW 500,000 (large taxpayers), doubled for a second and quadrupled for a third failure within two years	Law N° 020/2023
Tax not declared and paid on time	Administrative fine of 20% of the tax due (delay up to 30 days), 40% (31 to 60 days) or 60% (over 60 days); where the return was filed on time but payment was late, 5%, 10% or 30% over the same periods	Law N° 020/2023
Tax paid late	Interest of 0.5% a month for up to 6 months, 1% for 6 to 12 months and 1.5% beyond, capped at 100% of the tax	Law N° 020/2023
Certified statements missing	FRW 500,000 a month	Law N° 020/2023
RSSB contributions late	1.5% a month, never time-barred	Law N° 05/2015, Article 12
Decentralised taxes late	Interest of 1.5% a month, a 10% surcharge capped at FRW 100,000, and a 40% penalty for late or false declarations	Law N° 048/2023, as applied by RRA

How to build the compliance file in the first month

1 Record the allocated month and year end

Note the annual return month from the Registrar General's notice and the accounting reference date in the incorporation documents; diarise the seven-month accounts deadline and the annual meeting window.

2 Set the tax filing frequency

Estimate turnover against the FRW 200,000,000 line for quarterly or monthly VAT and PAYE, and against FRW 20,000,000 or FRW 5,000,000 a quarter for VAT registration; install a certified electronic invoicing system and display the required notice.

3 Register as an employer

Register with RSSB within seven working days of the first hire, declare the enterprise to the labour inspector within a month, and prepare rules of procedure once there are five employees.

4 Appoint the auditor

Have the board appoint the first auditor, a member of a recognised institution of chartered accountants, and agree the timetable so that audited accounts can be approved and filed by 31 July.

5 Open the beneficial ownership and share registers

Keep the internal registers at the registered office, with a procedure for 7-day and 14-day updates and annual confirmation.

6 Calendar the 15th

Set monthly reminders for withholding tax and RSSB, and quarterly or monthly reminders for VAT and PAYE; reconcile payroll to RSSB and RRA declarations each month.

7 Review every year

Check turnover against the FRW 1,000,000,000 certification threshold and the transfer pricing exemption, and update the calendar for rate changes such as the 14% pension rate from 1 January 2027.

WORKED EXAMPLE

A year of filings for a Kigali services company

Kigali Data Services Ltd, a private company incorporated in 2025 with a 31 December year end, has 2026 turnover of RWF 140,000,000 and 2026 corporate income tax of RWF 14,000,000. The Registrar General allocated June for its annual return. Its gross payroll is RWF 10,000,000 a month. Illustrative figures.

Filing frequency	Turnover is below FRW 200,000,000, so VAT and PAYE are quarterly: returns for January to March 2027 are due by 15 April 2027.
RSSB pension from January 2027	$14\% \times \text{RWF } 10,000,000 = \text{RWF } 1,400,000$ a month (RWF 700,000 from the employer and RWF 700,000 withheld from staff), up from RWF 1,200,000 at 12% in 2026; due by 15 February 2027 for the January payroll.
Other RSSB contributions	Maternity 0.6% = RWF 60,000; occupational hazards 2% = RWF 200,000, employer only. If January's pension of RWF 1,400,000 is paid two months late, the penalty is $1.5\% \times 2 \times \text{RWF } 1,400,000 = \text{RWF } 42,000$.
2026 corporate income tax	Return, financial statements and the balance of tax due by 31 March 2027. Turnover is below FRW 1,000,000,000, so RRA certification of the statements is not required, but the accounts must still be audited for RDB.
Prepayment for the second quarter of 2027	$\text{Previous year's tax} \div \text{previous year's turnover} = \text{RWF } 14,000,000 \div \text{RWF } 140,000,000 = 10\%$. If second-quarter turnover is RWF 40,000,000, the prepayment due by 30 June 2027 is RWF 4,000,000, less any withholding tax suffered.
Annual return	Filed in June 2027, signed by two directors, confirming the registers and the beneficial owners.

Accounts to the Registrar General	Signed and approved 2026 accounts, the auditor's report and the directors' report by 31 July 2027. If they are not delivered, each of its three directors risks a fine of FRW 1,000,000 to FRW 10,000,000: between FRW 3,000,000 and FRW 30,000,000 in total.
Annual general meeting	Within fifteen months of the 2026 meeting, on 21 days' notice, or by written resolution of the shareholders.

The company files the annual return in June and the accounts by 31 July; the return must confirm that the accounts have been delivered, so many companies align the two.

Pension rises again to 16% on 1 January 2028 under Presidential Order N° 086/01.

Questions investors ask

When must a Rwandan company file its annual accounts?

A private company delivers its signed and approved annual accounts, auditor's report and directors' report to the Registrar General at RDB within seven months of its accounting reference date, and a public company within four months (Article 142 of Law N° 007/2021). For a 31 December year end that is 31 July or 30 April. Each director of a defaulting company risks a fine of FRW 1,000,000 to FRW 10,000,000.

Does every Rwandan company need an audit?

Yes, unless it is registered as dormant. Article 131 of the Companies Law requires every company to appoint an external auditor, and the opt-out in Article 210 cannot be used because the Ministerial Order it requires has not been made. The FRW 1,000,000,000 turnover figure is an RRA rule on certifying financial statements for tax, not an audit exemption.

When is the annual return due?

Every year in the month the Registrar General allocated to the company at incorporation, starting the year after incorporation. It is signed by two directors, or by the sole member of a single-member company, and confirms the company's register details, shareholders and beneficial owners and that annual accounts have been delivered. Dormant companies file too, and failure to file is a ground for removal from the register.

Are VAT and PAYE returns monthly or quarterly in Rwanda?

It depends on turnover. A taxpayer with turnover of FRW 200,000,000 or less files quarterly, by 15 April, 15 July, 15 October and 15 January, and may opt to file monthly for at least two years. Above FRW 200,000,000 returns are monthly, within 15 days after the month. Nil VAT returns must still be filed.

What are the RSSB contribution rates in 2026?

Pension is 12% of gross pay, shared 6% by employer and employee, rising to 14% on 1 January 2027 and by two points a year to 20% in 2030. Maternity is 0.6%, shared equally; occupational hazards 2%, paid by the employer; and employees pay a 0.5% community-based health insurance levy on net salary. All are paid by the 15th of the next month.

Can a struck-off Rwandan company be restored?

Yes, within ten years. The Registrar General may restore a company that was still carrying on business, was party to legal proceedings or was in an insolvency process, on application by a shareholder, director, creditor or liquidator and payment of the fee, after a newspaper notice allowing at least 30 days for objections. The company must first bring its filings up to date.

THE 2027 HORIZON

- The pension contribution rate rises from 12% to 14% on 1 January 2027 and then by two points a year to 20% in 2030, under Presidential Order N° 086/01 of 12/12/2024; payroll systems must change for January 2027 contributions, due by 15 February 2027.
- The FRW 1,000,000,000 certification threshold took effect on 25 September 2026; companies with turnover between FRW 600,000,000 and FRW 1,000,000,000 should confirm with RRA whether certification is still expected for the 2026 return due by 31 March 2027.
- New pension, maternity and medical or occupational hazards laws were targeted for the last quarter of 2026, including the rule on private employers joining the RAMA medical scheme; none had been gazetted as at 10 October 2026.
- The Ministerial Order needed for the audit opt-out in Article 210 of the Companies Law has still not been made; until it is, every non-dormant company needs an auditor.
- A Ministerial Order is still awaited to implement the 1.5% digital services tax enacted by Law N° 014/2025 of 27/05/2025; once it is made, digital businesses with a substantial presence in Rwanda will have a further filing line to add to the calendar.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Annual return	<i>Inyandiko ngarukamwaka</i>	<i>Déclaration annuelle</i>	The yearly confirmation of register details filed in the allocated month (Article 143).
Annual accounts	—	<i>Comptes annuels</i>	The signed and approved financial statements delivered with the auditor's and directors' reports (Article 142).
Accounting reference date	<i>Itariki fatizo y'ibaruramari</i>	<i>Date de référence comptable</i>	The company's financial year end (Article 122).

English	Kinyarwanda	French	Meaning
Auditor	<i>Umugenzuzi</i>	<i>Auditeur</i>	The external auditor every non-dormant company must appoint (Articles 131 to 133).
Annual general meeting	—	<i>Assemblée générale annuelle</i>	The yearly shareholders' meeting under Article 100.
Dormant company	—	<i>Société en veilleuse</i>	A company with no significant accounting transaction, exempt from audit once registered as such (Articles 263 to 268).
Removal from the register	—	<i>Radiation du registre</i>	Striking off by the Registrar General, for example for not filing annual returns (Article 281).
Restoration to the register	—	<i>Rétablissement au registre</i>	Reinstatement of a removed company, possible within ten years (Articles 287 to 289).
Tax declaration	<i>Imenyekanisha ry'umusoro</i>	—	A tax return filed with RRA through its e-tax system.
Withholding tax	<i>Umusoro ufatirwa</i>	—	Tax deducted at source by the payer and paid within 15 days after the month.

FOREIGN V RWANDAN INVESTOR

The calendar is the same for a company owned by foreigners, by nationals of East African Community (EAC) or Common Market for Eastern and Southern Africa (COMESA) states, or by Rwandans: the Companies Law, the tax laws and the RSSB rules draw no distinction by nationality of ownership. The differences come from the investor's structure and staff. A branch of a foreign company has six months, not seven, to file audited accounts. A foreign-owned company paying management fees, interest or dividends abroad has more withholding tax and transfer pricing filings. An employer of foreign staff adds permit applications, renewals and termination notices to DGIE, and expatriates are enrolled with RSSB like everyone else. Foreign directors should also note that the fines for undelivered accounts fall on each director personally.

WATCH OUT FOR

- Confusing the RRA certification threshold with the Companies Law audit duty: every non-dormant company needs an auditor, whatever its turnover.
- Missing the allocated annual return month: it is fixed by the Registrar General's notice at incorporation, not by the year end, and non-filing can lead to removal.
- Assuming monthly VAT and PAYE filing: below FRW 200,000,000 the default is quarterly, and an election to file monthly binds for two years.
- The 1 January 2027 pension increase to 14%, which changes every payroll declaration from February 2027.
- Dormant companies that stop filing annual returns or beneficial ownership confirmations, and so risk removal.
- Relying on RDB business procedures pages that still cite repealed tax laws from 2019; check the current law and RRA guidance.

OFFICIAL SOURCES

- Official Gazette n° 04 ter of 08/02/2021: Law N° 007/2021 governing companies (Articles 100, 122, 131 to 133, 142, 210, 263 to 268, 281, 332) — <https://org.rdb.rw/wp-content/uploads/2023/04/rw-government-gazette-dated-2021-02-08-no-4ter.pdf>
- RDB Office of the Registrar General: Law N° 019/2023 amending the Companies Law (Articles 111, 114 to 116, 143, 287, 288, 326, 327) — <https://org.rdb.rw/wp-content/uploads/2023/04/Law-amending-Company-Law-55-107.pdf>
- RDB Office of the Registrar General: post-registration filing — <https://org.rdb.rw/business-registration/post-registration-filling/>
- Rwanda Revenue Authority: Law N° 020/2023 on tax procedures — https://www.rra.gov.rw/fileadmin/user_upload/NEW_TAX_PROCEDURES_LAW_2023.pdf
- Rwanda Revenue Authority: Ministerial Order N° 009/26/10/TC of 24/09/2026 (certification threshold) and Basic Information on Rwanda Taxation System (2025) — https://www.rra.gov.rw/fileadmin/user_upload/Ministerial_orders-Financial_statements.pdf
- Rwanda Social Security Board: pension reform and contribution rates — <https://www.rssb.rw/>

Commercial contracts in Rwanda: Law N° 45/2011 on formation, writing and consideration, electronic signatures, impossibility and force majeure, agreed damages and penalties, consumer and competition limits, currency rules, governing law and dispute clauses

Reviewed 10 October 2026 · Prepared by a commercial lawyer with over 30 years' international experience · Legal and tax information, not legal advice · [How we check](#) · [Open in the app](#)

WHAT YOU NEED TO KNOW

- Law N° 45/2011 of 25/11/2011 governing contracts, published in Official Gazette n° 04bis of 23/01/2012, is Rwanda's general contract law; it repealed Title One of the Decree of 30/07/1888, which remains effective under Article 162 for non-contractual obligations, special contracts, civil liabilities and limitation until specific laws are made.
- A contract needs mutual assent, capacity, an object and a licit cause (Article 4); contracts whose performance exceeds one year, contracts affecting immovable property, suretyships, sales of goods for more than FRW 50,000 and sales of securities must be evidenced in writing (Article 42).
- Contractual damages are enforceable at a reasonable amount based on actual or potential loss, but a clause fixing excessive damages is unenforceable as a penalty (Article 146); punitive damages are available only where the breach is an offence (Article 145), and a damages clause does not exclude specific performance (Article 151).
- Performance made impossible by force majeure, by the disappearance of the object or by compliance with a new regulation extinguishes the obligation unless the circumstances indicate otherwise (Articles 92 to 97).
- Electronic signatures have the same probative value as other evidence under Law N° 062/2024 of 20/06/2024 governing evidence (Article 42), contracts concluded by electronic messages are valid under Law N° 24/2016 of 18/06/2016 governing information and communication technologies (Article 158), and terms detrimental to consumers, minimum resale price maintenance and online-sales bans are prohibited by Law n° 011/2026 of 26/02/2026 relating to competition and consumer protection (Articles 5 and 24).

The statute and what it left behind

Rwanda's general law of contract is **Law N° 45/2011 of 25/11/2011 governing contracts**, published in the Official Gazette n° 04bis of 23/01/2012 and in force from publication (Article 165). It repealed Title One of the Decree of 30/07/1888 relating to contracts or conventional obligations and all inconsistent provisions (Article 164). The Law was drafted in English and adopted in Kinyarwanda (Article 163), and its vocabulary of offer, acceptance, consideration, misrepresentation and undue influence will be

familiar to common-law lawyers, although Rwanda's wider private law has civil-law roots and the Gazette text runs in Kinyarwanda, English and French side by side. It remains in force and has not been replaced; the Rwanda Law Reform Commission's laws-in-force collection lists it as current in October 2026.

The 1888 Decree has not entirely gone. Article 162 provides that it remains effective for obligations arising without agreement, special contracts, civil liabilities and limitations until specific laws governing those matters are published. The English text reads "no contractual obligations", but the French ("les engagements qui se forment sans convention") and Kinyarwanda versions show that non-contractual obligations are meant. Rwanda has specific statutes for some contracts, such as employment (Law N° 66/2018 of 30/08/2018 regulating labour in Rwanda), land and leases, insurance and public procurement, but none was found for commercial agency, distribution or franchising, so those rest on Law N° 45/2011, on the surviving parts of the 1888 Decree and on what the parties write. The same applies to **limitation periods** for contractual claims: they rest partly on the 1888 Decree through Article 162, and this guide has not verified a general figure, so a party with a claim should act promptly and take local advice on the period that applies.

Formation: assent, capacity, object, cause and consideration

Article 4 lists the general requirements for the formation of a contract: mutual assent, capacity to contract, an object matter and a licit cause. There must be at least two parties (Article 5). Assent is reached by **offer and acceptance** (Articles 8 to 32): an offer must be sufficiently certain in its terms (Article 13), lapses at the end of its stated or a reasonable duration (Articles 14 and 18), may be withdrawn before acceptance (Article 19), and is accepted by any reasonable means, including by telephone or other means of instantaneous communication (Articles 23, 30 and 31). Silence is acceptance only in the cases the Law lists (Article 32), so a supplier's general terms sent with a delivery note do not bind a buyer that simply says nothing.

The Law also requires **consideration** (Article 33), in the common-law sense of something given in exchange for the promise. A promise without consideration is nevertheless binding if it is in writing and signed, the document is delivered to the promisee, and both promisor and promisee are named or otherwise identified in it (Article 41). Comfort letters, parent company undertakings and gratuitous waivers should therefore be written, signed and delivered in that form. A contract may be avoided for mistake of both parties or, in narrower cases, of one party, for misrepresentation, for duress or threats and for undue influence (Articles 46 to 57). Under Article 73 a party prejudiced by **lesion**, a gross imbalance existing when the contract was made, may ask the court to order non-performance of the contract or to enforce the rest of it without the offending clauses.

Writing, signature and notarisation

Most commercial contracts are valid without a particular form, but Article 42 requires five types of contract governed by the Law to be **evidenced in writing**: a contract whose performance lasts more than one year; a contract affecting immovable property; a suretyship; a contract for the sale of goods for a price exceeding FRW 50,000; and a contract for the sale of securities. Other laws may add further types. The writing need not be a formal agreement: a signed document indicating the performance is sufficient proof (Article 43); a writing signed by only some of the parties binds those who signed it

(Article 44); and it may be made before or after the contract is formed (Article 45). Since a sale of goods above FRW 50,000 is a very low threshold, a written purchase order and signed acceptance should be treated as the minimum for every trade sale.

For a company, Article 47 of Law N° 007/2021 of 05/02/2021 governing companies sets who signs. An obligation that the law requires to be made in writing is entered into in writing signed under the company's name by two or more directors in a public company; by one director, the company secretary or both; by the sole director of a private company; by any other director or person the incorporation documents authorise; or by an attorney appointed under the Law. Any other obligation may be entered into by a person acting with express or implied authority. The rule applies whether the contract is made in Rwanda or abroad and whatever law governs it, and a company may also empower a nominee in writing to sign on its behalf (Article 48). Asking a Rwandan counterparty for a board resolution or power of attorney, and checking it against the director list on the RDB register, is the usual precaution (Directors, governance and the company secretary).

Notarisation is required where a specific law demands it, most importantly for transactions in immovable property, which also pass through the land registry (Commercial leases, offices and housing). The notary law, Law N° 13bis/2014 of 21/05/2014 as amended by Law N° 017/2023 of 30/03/2023, together with Ministerial Order n° 002/MOJ/AG/23 of 22/06/2023, allows private notaries and electronic notarial services alongside public notaries. Documents signed abroad for use in Rwanda can be apostilled since Rwanda became a party to the Hague Apostille Convention on 5 June 2024, except documents from Germany, which objected to Rwanda's accession, and individual authorities may still state their own authentication requirements.

Electronic contracts and signatures

Electronic contracting rests on two statutes. Law N° 24/2016 of 18/06/2016 governing information and communication technologies, which repealed the earlier Law N° 18/2010 on electronic messages, electronic signatures and electronic transactions (Article 309), provides that electronic records are valid (Article 134), that contracts formed by electronic messages are valid unless both parties agreed otherwise or the law provides otherwise (Article 158), that persons may use electronic signatures under certificate rules set by the Rwanda Utilities Regulatory Authority (RURA) (Article 147), that equivalent foreign certificates are recognised (Article 148) and that notarisation may be done electronically (Article 149). The Prime Minister's Order that Article 133 contemplates to list excluded transactions was not found, so the exclusions should be checked case by case; land transactions in any event follow their own registry procedures.

On proof, Law N° 062/2024 of 20/06/2024 governing evidence, which replaced the 2004 evidence law, gives an electronic signature "probative value as any other evidence" (Article 42). The party relying on an ordinary electronic signature must prove that it is attributable to the signatory, unless the signature is a secure one (Article 43), and parties may agree in advance how electronic evidence between them will be treated (Article 40). A clicked acceptance or a scanned signature on a PDF is therefore usable, but a contract of real value should either use a certified secure signature or include an evidence clause in which the parties agree that their electronic exchanges and signatures bind them. The data in the

contract is a separate matter: written processor contracts and the cross-border rules of Law N° 058/2021 of 13/10/2021 relating to the protection of personal data and privacy apply to contracts involving personal data ([Personal data protection](#)).

Performance, impossibility, force majeure and change in law

Parties may make obligations subject to a **suspensive condition**, under which the obligation arises only if the event occurs, or a **resolutive condition**, under which it ends if the event occurs (Articles 77 and 79), which is how regulatory approvals and financing conditions are usually expressed. A performance bond may secure performance (Article 90).

Article 92 provides that where a party's performance is made impossible for reasons beyond his or her control, including the absence of the object matter of the contract or another case of **force majeure**, the obligation is extinguished unless the circumstances indicate otherwise. The death or incapacity of a person whose existence is necessary for performance (Article 93), and the non-existence, absence or deterioration of a thing necessary for it (Article 94), are treated the same way. Under Article 95, where performance is made impossible by compliance with a **new regulation**, that regulation is treated as an event not foreseen when the contract was made. Partial impossibility leaves the rest of the debtor's obligations in place if the remainder is still practicable and substantial, or if the creditor agrees within a reasonable time to perform its own obligations in full (Article 96). A party whose performance is excused by impossibility releases the other party from its counter-obligation unless that party assumed the risk (Article 97).

These rules cover impossibility, not **hardship**. No general article allowing a court to revise a contract that has merely become more expensive to perform was identified in the Law; practitioner commentary describes renegotiation and revision in some circumstances, but a contract should not rely on it. Long-term supply, construction and offtake contracts should therefore define force majeure events, notice periods, mitigation, suspension and termination rights, and include an express change-in-law and hardship clause with a price-adjustment or renegotiation mechanism.

Remedies: damages, penalties, specific performance and assignment

The aggrieved party may claim damages, and where the breach is a failure to pay money or render a performance of fixed or ascertainable value, interest runs from the date performance was due (Article 144). **Punitive damages** may not be granted for breach of contract unless the conduct constituting the breach is also an offence for which the claimant may claim damages as a sanction (Article 145). Under Article 146 the parties may agree the damages for breach in the contract, but only "at a reasonable amount based on the actual loss or potential loss" or where loss would be difficult to prove; a clause fixing **excessive damages** is unenforceable on grounds of public order because it is considered a penalty. Delay damages, service credits and termination payments should therefore be calibrated to a genuine estimate of loss and the calculation recorded.

Specific performance is available. The court may order a party that has breached, or is about to breach, to perform, or may prohibit conduct (Articles 147 and 148), unless damages would adequately protect the claimant's expected interest, judged by the difficulty of proving loss, of substituting money for performance and of collecting damages (Articles 149 and 150). An agreed-damages clause does not

exclude specific performance (Article 151). Contractual rights may be **assigned** unless the substitution would materially change the debtor's obligations, the law or public order forbids it, or the contract precludes it (Article 120); obligations may be delegated to a third party unless prohibited, but the original debtor is not released unless the creditor agrees (Article 121). Change-of-control, assignment and novation clauses should be drafted with these defaults in mind.

Rules that override the bargain: consumers, competition and currency

Law n° 011/2026 of 26/02/2026 relating to competition and consumer protection, in force since 4 March 2026 and administered by the "Regulatory Authority", the State organ in charge of competition and consumer protection, currently the Rwanda Inspectorate, Competition and Consumer Protection Authority (RICA), sets three limits. First, under Article 24 terms detrimental to consumers are void, including terms that create a significant imbalance, terms incorporated without the consumer's notice, unilateral amendment rights and terms leaving the seller alone to judge whether goods conform. Second, under Article 5 vertical agreements that restrict online sales or impose **minimum resale prices** are prohibited, although a supplier may recommend prices marked as a "recommended price"; prohibited agreements may be authorised on efficiency grounds for a limited period (Articles 6 and 7), and breaches are fined up to 5% of the preceding year's annual turnover (Article 66). Third, e-commerce sellers and online intermediaries need a RICA licence (Article 44), must disclose their identity and a physical address in Rwanda (Article 42) and must allow consumers to withdraw within seven days of receipt with a refund within 15 days (Article 47); existing operators had six months from 4 March 2026 to conform (Article 73) (E-commerce, fintech and AI).

Currency is the trap most often missed by foreign drafters. Under Article 39 of Law N° 033/2026 of 24/07/2026 governing the National Bank of Rwanda, a monetary obligation in Rwanda is presumed to be expressed and settled in Rwandan francs unless other laws provide otherwise. Regulation N° 42/2022 governing foreign exchange operations, as amended by Regulations N° 89/2025 of 23/05/2025, treats displaying, quoting, invoicing and fixing contract prices in foreign currency as pricing in foreign currency, which is permitted for payments for imported or exported goods and services and for businesses that are deemed or authorised dealers, but otherwise needs authorisation from the National Bank of Rwanda (BNR); pricing without permission is fined FRW 5,000,000 for a first breach and transacting without permission 50% of the amount (Foreign exchange rules). A dollar price in a contract between two Rwandan businesses for a domestic supply should therefore be checked against these rules before signature.

Governing law, forum and the dispute clause

Practitioner commentary confirms that parties to a commercial contract may choose its governing law and forum, subject to public policy and to mandatory Rwandan rules such as those on land, employment, tax, currency, competition and consumers. Rwandan courts have jurisdiction over foreign parties where they consented, where the contract was made or performed in Rwanda, where attachment or interim measures are sought in Rwanda or where a co-defendant is domiciled there (Article 14 of Law N° 30/2018 of 02/06/2018 determining the jurisdiction of courts), and the Commercial Court in Kigali hears commercial disputes above the FRW 5,000,000 limit of the Primary Courts' commercial jurisdiction. An exclusive foreign-court clause is not guaranteed effect: in Great Lakes

Cement v Damco Tanzania (Supreme Court, 12 June 2015) an exclusive London jurisdiction clause was not applied because the parties had not shown that the London court was competent and convenient given the costs and the value of the claim. Submissions to Rwandan courts are filed in Kinyarwanda (Article 69 of Law No 22/2018 of 29/04/2018 relating to the civil, commercial, labour and administrative procedure), so English-only contracts will need translation if litigated ([The court system and choice of forum](#)).

Arbitration avoids most of these issues. Under Law N° 005/2008 of 14/02/2008 on arbitration and conciliation in commercial matters the agreement must be in writing, and an exchange of emails qualifies (Article 9); a court must refer a dispute covered by a valid agreement if asked before submissions on the merits (Article 10); the parties choose the language (Article 34); and if they fail to agree a seat, the arbitration is seated in Rwanda (Article 32). Awards may be challenged within 30 days before the Commercial High Court, whose ruling cannot be appealed, and Rwanda has applied the New York Convention since 29 January 2009 (Arbitration law and KIIAC). Contractual negotiation or mediation steps matter: a court registrar refuses to register a claim without proof that an agreed amicable-settlement step was used (Law No 22/2018, Article 21), and the Supreme Court enforced a pre-arbitration step in *Cheon Kwang v Government of Rwanda* (30 June 2017). Contracts with Government bodies are different: Article 14 of Ministerial Instructions No 612/08.11 of 16/04/2014 bars officials from agreeing ad hoc arbitration or any international arbitration clause other than one referring to the Kigali International Arbitration Centre (KIIAC).

Form requirements by type of contract (October 2026)

Contract	Form	Further formality	Source
Sale of goods for more than FRW 50,000	Evidenced in writing; a signed document showing the performance suffices	Electronic invoice from a certified system where the seller is taxable	Law N° 45/2011, Articles 42 and 43
Contract whose performance exceeds one year	Evidenced in writing	None in general	Law N° 45/2011, Article 42
Suretyship or guarantee	Evidenced in writing	Board authority under Article 47 of the Companies Law	Law N° 45/2011, Article 42
Sale of securities	Evidenced in writing	Share transfer form signed by both parties; register entry	Law N° 45/2011, Article 42; Companies Law, Article 75
Contract affecting immovable property	Evidenced in writing	Notarisation and land registry procedures	Law N° 45/2011, Article 42; land and notary laws
Promise without consideration	Written, signed, delivered, parties identified	None	Law N° 45/2011, Article 41

Contract	Form	Further formality	Source
Arbitration agreement	In writing; an exchange of emails qualifies	Government contracts: KIAC only	Law N° 005/2008, Article 9; Instructions No 612/08.11, Article 14
Employment contract	Written or unwritten, but unwritten contracts may not exceed 90 consecutive days; always written for foreign employees	Seventeen core elements; work permit for foreigners	Law N° 66/2018, Articles 11 and 12
Contract concluded online	Valid by electronic messages unless excluded	RICA licence and consumer disclosures for e-commerce sellers	Law N° 24/2016, Article 158; Law n° 011/2026, Articles 42 to 47
Contract for processing personal data	Written processor contract	Registration with the National Cyber Security Authority (NCSA); transfer rules	Law N° 058/2021

What every Rwandan commercial contract should settle

Points to decide and record before signing with a Rwandan counterparty, in addition to the commercial terms.



Parties and authority

Full registered names and company codes from the RDB register; signatories who meet Article 47 of the Companies Law, with a board resolution or power of attorney.



Currency and payment

Rwandan francs for domestic supplies unless an exception or BNR authorisation applies; foreign currency for import and export payments; which party bears exchange risk.



Tax

Whether prices include 18% VAT; who bears 15% withholding tax on fees, interest or royalties paid abroad, with a gross-up clause if needed; electronic invoicing.



Agreed damages

Delay damages, service credits and termination payments set at a reasonable estimate of loss, with the basis recorded, to survive Article 146.



Force majeure, change in law and hardship

A defined event list, notice, mitigation, suspension and termination, plus an express renegotiation or price-adjustment mechanism, because the Law covers impossibility only.

- ☐ **Assignment and change of control**
Express consent or prohibition of assignment and delegation, and a change-of-control trigger where the counterparty's ownership matters.
- ☐ **Competition and consumer terms**
No minimum resale prices or online-sales bans in distribution agreements; consumer-facing terms checked against Article 24 of Law n° 011/2026.
- ☐ **Governing law and disputes**
Governing law; a time-limited negotiation or mediation step; arbitration with institution, seat, number of arbitrators and language; KIAC for Government counterparties.
- ☐ **Language and evidence**
The prevailing language version, translation arrangements, and an electronic-signature and evidence clause under Article 40 of the evidence law.

WORKED EXAMPLE

A distribution agreement for imported equipment

A Dutch manufacturer appoints Kigali Medical Supplies Ltd as its distributor for Rwanda for five years. The distributor buys in euros and resells to clinics in Rwandan francs; its turnover last year was RWF 900,000,000. Illustrative figures; the court's assessment of reasonableness depends on the evidence.

Form	Performance exceeds one year and each order exceeds FRW 50,000, so the agreement and orders must be evidenced in writing (Article 42). The parties sign electronically and include an evidence clause under Article 40 of Law N° 062/2024.
Currency	Payments by the distributor to the manufacturer for imported goods may be made in euros (Regulation N° 42/2022, Article 20 bis, as inserted in 2025). Resale to Rwandan clinics is priced and invoiced in Rwandan francs, with 18% VAT unless the item is exempt medical supply.
Delay damages	The agreement sets 0.5% of the order value per day of late delivery, capped at 10%. On a RWF 80,000,000 order delivered 12 days late: $0.5\% \times 12 = 6\%$, so RWF 4,800,000, a figure the parties can link to the distributor's lost sales and penalties under its own tenders.
A clause at risk	An alternative draft fixing 50% of the order value, RWF 40,000,000, for any delay would be exposed to challenge as excessive and unenforceable as a penalty under Article 146.
Resale prices	A clause forbidding sales below RWF 25,000 a unit is minimum resale price maintenance prohibited by Article 5 of Law n° 011/2026; the fine can reach 5% of the preceding year's turnover, up to RWF 45,000,000 on RWF 900,000,000. A price list marked "recommended price" is permitted.
Force majeure	A new regulation banning a product line would extinguish the affected obligations under Article 95 unless the circumstances indicate otherwise; the parties add an express clause dealing with partial impossibility, notice and termination.

Disputes

Thirty days' negotiation between senior managers, then arbitration under the KIAC Rules with a sole arbitrator, seat in Kigali, language English, governing law Rwandan. A Kigali seat makes the Commercial High Court the only court for any challenge, within 30 days of notification.

If the distributor were a Government hospital, Instructions No 612/08.11 would require KIAC arbitration and rule out ad hoc arbitration.

Termination compensation for distributors is not regulated by any Rwandan statute found; it depends on the contract and the general law.

Questions investors ask

Which law governs contracts in Rwanda?

Law N° 45/2011 of 25/11/2011 governing contracts, in force since its publication in the Official Gazette of 23 January 2012. It covers formation, validity, interpretation, performance, impossibility and remedies. The Decree of 30/07/1888 still applies through Article 162 to special contracts, civil liabilities and limitation until specific laws are made, and sector laws govern employment, land, insurance and procurement contracts.

Must a commercial contract be in writing in Rwanda?

Only for listed types, but they are broad. Article 42 of Law N° 45/2011 requires written evidence for contracts lasting more than a year, contracts affecting immovable property, suretyships, sales of goods for more than FRW 50,000 and sales of securities. A signed document showing the performance is sufficient proof, and it may be made before or after the contract is concluded.

Are electronic signatures valid in Rwanda?

Yes. Law N° 24/2016 governing information and communication technologies validates contracts concluded by electronic messages, and Article 42 of Law N° 062/2024 governing evidence gives an electronic signature the same probative value as other evidence. Unless the signature is a secure one, the party relying on it must prove it is attributable to the signatory, so an agreed evidence clause is advisable.

Are penalty clauses enforceable in Rwanda?

Agreed damages are enforceable if set at a reasonable amount based on actual or potential loss, or where loss would be hard to prove. Article 146 of Law N° 45/2011 makes a clause fixing excessive damages unenforceable on public-order grounds as a penalty. Punitive damages are available only where the breach is also an offence, and an agreed-damages clause does not prevent the court ordering specific performance.

Can a Rwandan contract choose foreign law and a foreign forum?

Generally yes for commercial contracts, subject to public policy and mandatory Rwandan rules. Arbitration clauses are respected under Law N° 005/2008 and awards are enforceable under the New York Convention. An exclusive foreign-court clause is less secure: the Supreme Court declined to apply a London clause in 2015. Government bodies may only agree KIAC arbitration.

Can a contract between Rwandan businesses be priced in US dollars?

Usually not without permission. Monetary obligations in Rwanda are presumed to be in Rwandan francs, and since the 2025 amendments to Regulation N° 42/2022 fixing contract prices in foreign currency counts as pricing in foreign currency. It is permitted for import and export payments and for deemed or BNR-authorised dealers; otherwise a first breach is fined FRW 5,000,000.

THE 2027 HORIZON

- A review of Law N° 005/2008 on arbitration and of the 2012 KIAC Rules has been reported as expected before 2027, and the Ministry of Justice's Alternative Dispute Resolution Strategic Plan 2025-2030 includes drafting and enacting an ADR law; dispute clauses drafted now should be checked against any new rules.
- A bill to ratify the Singapore Convention on Mediation, which Rwanda signed on 28 January 2020, was reviewed by the Rwanda Law Reform Commission in 2024-25; ratification would make international mediated settlements directly enforceable.
- RICA regulations under Law n° 011/2026, setting merger thresholds and fees and the details of e-commerce licensing, had not been located as at 10 October 2026; distribution and online-sales terms should be reviewed when they appear.
- No specific law replacing the 1888 Decree on special contracts, civil liability or limitation, and no Prime Minister's Order listing transactions excluded from electronic contracting, had been found; either would change the rules described above.

Terms you will meet in the documents

English	Kinyarwanda	French	Meaning
Contract	<i>Amasezerano</i>	<i>Contrat</i>	An agreement meeting the four requirements of Article 4 of Law N° 45/2011.
Offer and acceptance	—	<i>Offre et acceptation</i>	The exchange by which mutual assent is reached (Articles 8 to 32).
Consideration	—	<i>Contrepartie</i>	What is given in exchange for a promise; required by Article 33 unless Article 41 applies.

English	Kinyarwanda	French	Meaning
Lesion	—	<i>Lésion</i>	A gross imbalance at formation allowing the court to refuse enforcement or strike out clauses (Article 73).
Suspensive condition	—	<i>Condition suspensive</i>	An event on which an obligation depends before it arises (Article 77).
Resolutive condition	—	<i>Condition résolutoire</i>	An event whose occurrence ends an obligation (Article 79).
Agreed damages clause	—	<i>Dommages-intérêts prévus dans le contrat</i>	Damages fixed in the contract, enforceable only at a reasonable amount (Article 146).
Punitive damages	—	<i>Dommages-intérêts punitifs</i>	Damages as a sanction, available only where the breach is an offence (Article 145).
Assignment of rights	<i>Ihererekanya ry'uburenganzira</i>	<i>Cession des droits</i>	Voluntary transfer of contractual rights to a third party (Article 120).
Electronic signature	<i>Umukono koranabuhanga</i>	—	A signature in electronic form, with probative value under the evidence law.

FOREIGN V RWANDAN INVESTOR

Law N° 45/2011 applies equally to Rwandan and foreign parties, and the consumer, competition and Government-contract rules make no distinction by nationality. The differences are practical. A foreign party is more likely to want foreign law, a foreign seat or English as the contract language, and should weigh the Kinyarwanda filing rule in Rwandan courts and the uncertain effect of exclusive foreign-court clauses against arbitration. The currency rules apply to transactions in Rwanda between residents, including foreign-owned Rwandan companies, while payments for imports and exports may be made in foreign currency. A foreign party enforcing a foreign judgment needs exequatur from the Rwandan courts, whereas an arbitral award benefits from the New York Convention ([Foreign arbitration and enforcing awards](#)).

WATCH OUT FOR

- Oral or email-only sales above FRW 50,000 with no signed document showing performance: they may be unenforceable for lack of written evidence under Article 42.
- Delay or termination payments set far above any provable loss, which Article 146 makes unenforceable as penalties.
- Dollar or euro prices for domestic supplies without a currency-rule exception or BNR authorisation.
- Distribution terms fixing minimum resale prices or banning online sales, prohibited since 4 March 2026 under Law n° 011/2026.
- Exclusive foreign-court clauses that a Rwandan court may decline to apply; arbitration is the more reliable choice for cross-border contracts.
- Signatures by a person who is not a director, secretary or authorised attorney under Article 47 of the Companies Law, or a Government contract with a non-KIAC arbitration clause.

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