

COMPANIES ACT  
(Act No.32 of 2004)

COMPANIES REGULATIONS, 2007  
(Published on 1st June, 2007)

ARRANGEMENT OF REGULATIONS

REGULATION

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IN EXERCISE of the powers conferred on the Minister of Trade and Industry by section 528 of the Companies Act, 2003, the following Regulations are hereby made —

1. These Regulations may be cited as the Companies Regulations, 2007.
2. A private company shall qualify as an exempt private company if —
  - (a) its total assets are less than P2 000 000 in the preceding financial year; and
  - (b) its annual turnover is less than P5 000 000 in the preceding financial year;
3. (1) All documents prepared to be registered or to be delivered, sent or forwarded to the Registrar shall —
  - (a) be on A4 size white coloured paper of at least 80g/m<sup>2</sup> medium weight and good quality;
  - (b) be legible and clearly typewritten or printed in black ink and normal orientation, in font size not less than 12 and in Times New Roman or Arial (Normal Orientation);
  - (c) have a binding margin of at least 2.7 centimetres wide; and
  - (d) be fastened together in the top left hand corner with a sufficient paper fastener where there are more sheets than one.
- (2) Where a prescribed form continues on two or more pages, the following heading shall appear at the top of each of those pages —  
“Name of Company/.....Company/Number..... Proposed Company Name Reservation Number”.
- (3) Where a document is required to be signed, the signature shall be an original signature and, the name of the signatory shall be —
  - (a) legibly typed, printed or stamped; or
  - (b) legibly written in the style of printed matter.
- (4) The Registrar shall not receive photocopies and carbon copies of documents, except by special leave granted by him or her on such conditions as he or she thinks fit.

Citation  
Exempt  
private  
company

General  
requirements  
for documents

(5) If any document is delivered to the Registrar after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time specified was accidental or due to inadvertence, or that it is just and equitable to do so, he or she may waive wholly or in part the fee payable in respect of the late delivery of the document.

Reservation of  
names

4. (1) The reservation of a name of a company that is to be registered or in respect of a proposed change of the name of an existing company, as the case may be, shall not entitle any person to use the reserved name before a certificate is issued by the Registrar.

(2) At the same time as the Registrar issues a notice reserving a name, the Registrar must advise the applicant in writing that the name shall not be used before a certificate is issued.

Translations

5. (1) A translation into the English Language, of any documents evidencing incorporation of a company or an external or foreign company or of any instrument constituting or defining the constitution of a company or an external or foreign company, or any other document to be delivered to the Registrar for registration under the Act, shall be certified to be a correct translation by the person who made the translation if —

(a) the translation is made outside Botswana, before a person having authority to administer an oath; or

(b) the translation is made in Botswana, before an attorney admitted to practise in the High Court of Botswana or a Commissioner of Oaths.

(2) The Registrar may permit translations which are not certified in accordance with the requirements stated in sub-regulation (1) to be delivered to him or her on such conditions as he or she considers appropriate.

(3) For the purposes of this regulation, “certified” includes verification by the person who made the translation before any of the persons described in sub-regulation (1) in the manner, if any, prescribed by the law of the country where the translation is made for verification of documents.

MADE this 30th day of April, 2007.

D.N. MOROKA,  
*Minister for Trade and Industry.*