

**REGISTRATION OF BUSINESS NAMES
RE-REGISTRATION ACT, 2018**

No. 26



of 2018

ARRANGEMENT OF SECTIONS

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An Act to provide for the re-registration of existing business names under the Registration of Business Names Act; and for matters incidental thereto.

Date of Assent: 29.06.2018

Date of Commencement: ON NOTICE

ENACTED by the Parliament of Botswana.

1. This Act may be cited as the Registration of Business Names Re-registration Act, 2018, and shall come into operation on such a day as the Minister may, by Order published in the *Gazette*, appoint.

Short title and commencement

2. In this Act, unless the context otherwise requires —
“application for re-registration” means an application made by a firm, body corporate or individual under this Act for the re-registration of an existing registered business name;

Interpretation

“beneficial owner” means a natural person who, directly or indirectly through any contract, arrangement, understanding, relationship or otherwise, is the ultimate beneficiary of a share or other securities in a company;

“body corporate” has the same meaning assigned under the Registration of Business Names Act;

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“business name” has the same meaning assigned under the Registration of Business Names Act;

“existing business name” means a business name registered under the Registration of Business Names Act;

“register” has the same meaning assigned under the Registration of Business Names Act;

“Registrar” has the same meaning assigned under the Registration of Business Names Act; and

“transition period” means a period of twelve months after the commencement of this Act or such longer period not exceeding twelve months as may be specified by the Minister, by Order published in the *Gazette*.

Existing
registered
business names
to re-register

3. (1) Every firm, body corporate or individual having a place of business in Botswana and carrying on business under a name registered under the Registration of Business Names Act, shall apply to the Registrar for re-registration in such form as may be prescribed.

(2) An application referred to in subsection (1) shall be made before the end of the transition period.

(3) Without limiting subsection (1), every application shall state —

- (a) the name of the existing business name;
- (b) business activities;
- (c) full address of the principal place of business and the postal address of the firm, body corporate or individual;
- (d) full address of every other registered place of business;
- (e) where the re-registration to be effected is that of a firm or partnership —
 - (i) full name, nationality, age, gender and residential address of the individuals who are partners, and
 - (ii) corporate name, registered and principal place of business of every body corporate which is a partnership;
- (f) where the re-registration to be effected is that of an individual, the full name, nationality, age, gender, residential address and contact details of the individual; and
- (g) where the re-registration to be effected is that of a body corporate, its corporate name, registered and principal office, contact details, nationality, age, gender and residential address of the individual who is a shareholder and a beneficial owner.

Re-registration

4. (1) The Registrar shall, as soon as he or she receives a duly completed application for re-registration —

- (a) enter in the register of registered business names the particulars of the firm, body corporate or individual as the case may be; and
- (b) issue a certificate of registration in such form as may be prescribed.

(2) A certificate of registration of a business name of a firm, body corporate or individual issued under this section shall be conclusive evidence that —

- (a) all the requirements of this Act as to re-registration have been complied with; and
- (b) on and from the date of re-registration stated in the certificate, the company has been re-registered under the Registration of Business Names Act.

5. A firm, body corporate or individual having a place of business in Botswana and carrying on business under a registered name under the Registration of Business Names Act, that has not made an application for re-registration within the transition period shall be deemed to be de-registered under this Act and shall be removed from the register by the Registrar.

Consequences
of non-re-
registration

6. (1) A firm, body corporate or individual removed from the register under section 5, may apply to the Registrar for restoration in accordance with the provisions of section 17 of the Registration of Business Names Act.

Restoration to
register of
business names

(2) The Registrar shall not restore the registration of a firm, body corporate or individual in accordance with subsection (1), unless the firm, body corporate or individual has complied with the provisions of this Act.

7. (1) The re-registration of an existing business name shall not —

Effect of
re-registration

- (a) create a new legal entity;
- (b) affect the property, rights, or obligations of a firm, body corporate or individual; or
- (c) affect legal proceedings by or against the firm, body corporate or individual.

(2) Proceedings commenced or continued by or against the firm, body corporate or individual before re-registration may be commenced or continued by or against the firm, body corporate or individual after re-registration.

8. (1) The Minister may make regulations for the better carrying out of the purposes and provisions of this Act, or to give force or effect to its provisions.

Regulations

(2) Without prejudice to the generality of the powers conferred in subsection (1), regulations may —

- (a) prescribe forms and procedures for the purposes of this Act; and
- (b) prescribe requirements with which documents delivered for registration shall comply.

PASSED by the National Assembly this 12th day of April, 2018.

BARBARA N. DITHAPO,
Clerk of the National Assembly.