

COMPANIES ACT
(Cap. 42:01)

COMPANIES (FEES) (AMENDMENT) REGULATIONS, 2019
(Published on 24th May, 2019)

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation and commencement
2. Amendment of Schedule to Cap. 42:01 (Sub. Leg.)

IN EXERCISE of the powers conferred on the Minister of Investment, Trade and Industry by section 528 of the Companies Act, the following Order is hereby made —

- Citation and commencement
1. These Regulations may be cited as the Companies (Fees) (Amendment) Regulations, 2019 and shall come into force on 3rd June, 2019.
- Amendment of Schedule to Cap. 42:01 (Sub. Leg.)
2. The Companies (Fees) Regulations are amended in the Schedule by substituting for Table 1, the following new Table —

“TABLE 1

FEES PAYABLE TO THE REGISTRAR OF COMPANIES

Type of transaction	Online Fee	Walk-in Fee	Penalty Fee
Application for Reservation of Company Name	P20	P60	None
Application for Registration of a Private or Public Company	P360	P900	None
Application for Registration of a Close Company	P360	P900	None
Application for Registration of a Company Limited by Guarantee	P4,600	P6,000	None
Registration of an External Company	P4,600	P6,000	Yes
Application for Registration and Continuation of a Foreign Company in Botswana	P6,150	P10,000	None
Registration of a Statutory Corporation as a Company	P10,000	P15,000	None
Application to Change Name of Company (costs will cater for publication fees in newspapers and other mediums)	P1,000	P1,500	None
Adoption/Alteration/Revocation of Constitution	P500	P1,000	Yes

Notice of Change of Registered Office & Principal Place of Business	No Fee	P500	Yes
Notice of Principal Place of Business	No Fee	P500	Yes
Notice of place where Share Registers are kept	No Fee	P500	Yes
Notice of place where Accounting Records are kept	No Fee	P500	Yes
Notice of Change of Directors	No Fee	P500	Yes
Notice of Change of Secretary	No Fee	P500	Yes
Change of Particulars of a Company Limited by Guarantee	P1,000	P1,500	Yes
Subdivision or Consolidation of Shares	No Fee	P500	Yes
Liquidation Documents (e.g. Appointment of Liquidator, Court Orders, Liquidator Reports)	No Fee	P500	None
Notice of Appointment or Re-Appointment of an Auditor on behalf of the Company by the Registrar	P1,000	P2,000	Yes
Particulars of Auditors	P500	P2,000	Yes
Notice of Issue or Reduction of Shares	No Fee	P500	Yes
Notice of call on shares	No Fee	P500	Yes
Notice of Acquisition of Own Shares	No Fee	P500	Yes
Notice of Transfer of Shares	No Fee	P500	Yes
Amendment to Shareholders Details of a Private Company	No Fee	P500	None
Return of Alteration of Particulars of External Company	P1,000	P1,500	Yes
Change of Particulars of a Close Company	P1,000	P1,500	Yes
Appointment of an Accounting Officer	No Fee	P500	Yes
Amalgamation (up to three companies)	P3,000	P5,000	None
For every additional amalgamating company, above three companies	P1,000	P2,000	None
Application for Conversion of a Private Company into a Close Company	P1,500	P2,000	None
Application for Conversion of a Close Company into a Private Company	P1,500	P2,000	None
Application for Conversion of a Public Company into a Private Company	P1,500	P2,000	None
Application for Conversion of a Private Company into a Public Company	P1,500	P2,000	None

Application for Conversion of a Private/Public Company into a Company Limited by Guarantee	P5,000	P7,500	None
Submission of Company Prospectus/Programme Memorandum	P7,500	P10,000	Yes
Submission of Supplementary Prospectus/Programme Memorandum	P5,000	P7,500	Yes
Compromise	P5,000	P7,500	Yes
Application to Restore Company to Register	P2,000	P3,000	None
Application to Restore Company due to failure to Re-register/Already de-registered	P5,000	P10,000	None
Statement of Particulars of Charges	P300	P400	Yes
Financial Statements/Annual Report	P5,000	P6,000	Yes
Application for the Registrar's approval or consent where there is no other fee prescribed	P300	P500	None
Annual Return for a Private or Public Company	P500	P1,000	Yes
Annual Return for Close Company	P500	P1,000	Yes
Annual Return for Company Limited by Guarantee	P500	P1,000	Yes
Annual Return for an External Company	P500	P1,000	Yes
Annual Return for a Foreign Company	P500	P1,000	Yes
Request to Remove Company from Register	P300	P500	None
Notice of Cessation of Business in Botswana by an External Company	P300	P500	Yes
Application to Remove a Company from register where it has transferred incorporation to another country	P6,000	P7,000	None
Request for search from old company file*	n/a**	P150***	None
Copy of extract from old company file*	n/a**	P200***	None
Certification of a copy of or extract from the document where a photocopy is made by the Registrar	n/a**	P250***	None
Certificate/Extract of a document from the online system	n/a**	P100***	None

<p>For the delivery of any document after the time specified in the Act in respect of that document;</p> <p>(a) Where delivered not later than 10 days after the prescribed time</p>	<p>A penalty fee equivalent to the Online filling fee and where there is no online fee, the walk-in fee shall apply.</p>	<p>A penalty fee equivalent to the walk-in filling fee</p>	<p>n/a</p>
<p>(b) Where delivered more than 10 days after the prescribed time</p>	<p>A penalty fee equivalent to the Online filling fee and where there is no online fee, the walk-in fee plus P5.00 a day shall apply.</p>	<p>A penalty fee equivalent to the walk-in filling fee plus P5.00 a day shall apply.</p>	<p>n/a</p>

***Company document prior to the online system**

**** online search free**

***** The fees shall effect after the lapse of the Re-registration period”.**

MADE this 14th day of May, 2019.

BOGOLO J. KENEWENDO,
Minister of Investment, Trade and Industry.