

**COMPANIES RE-REGISTRATION ACT**  
(Act No. 24 of 2018)

**COMPANIES RE-REGISTRATION REGULATIONS, 2019**  
(Published on 3rd June, 2019)

**ARRANGEMENT OF REGULATIONS**

**REGULATION**

1. Citation and commencement
2. Application for re-registration of a close company
3. Application for re-registration of an external company
4. Application for re-registration of a company limited by guarantee
5. Application for re-registration of a public or private company
6. Application for re-registration of a foreign company
7. Certificate of incorporation
8. Revocation of S.I. 68 of 2019

**SCHEDULES**

IN EXERCISE of the powers conferred on the Minister of Investment, Trade and Industry by section 9 of the Companies Re-registration Act, 2018, the following Regulations are hereby made —

1. These Regulations may be cited as the Companies Re-registration Regulations, 2019 and shall come into operation on 3rd June, 2019.

Citation and commencement

2. (1) An applicant shall apply to the Registrar for re-registration of a close company in the Re-registration of a close company Form as set out in Schedule 1 and upon payment of a fee as set out in Schedule 3.

Application for re-registration of a close company

(2) Where, after consideration of an application under subregulation (1), the Registrar is satisfied that all requirements of the Act have been duly complied with, he or she shall issue a new certificate of incorporation as set out in Schedule 2.

3. (1) An applicant shall apply to the Registrar for re-registration of an external company in the Re-registration of an external company Form as set out in Schedule 1 and upon payment of a fee as set out in Schedule 3.

Application for re-registration of an external company

(2) Where, after consideration of an application under subregulation (1), the Registrar is satisfied that all requirements of the Act have been duly complied with, he or she shall issue a certificate of registration as set out in Schedule 2.

4. (1) An applicant shall apply to the Registrar for re-registration of a company limited by guarantee in the Re-registration of a company limited by guarantee Form as set out in Schedule 1 and upon payment of a fee as set out in Schedule 3.

Application for re-registration of a company limited by guarantee

(2) Where, after consideration of an application under subregulation (1), the Registrar is satisfied that all requirements of the Act have been duly complied with, he or she shall issue a certificate of incorporation as set out in Schedule 2.

5. (1) An applicant shall apply to the Registrar for re-registration of a public or private company in the re-registration of a public or private company Form as set out in Schedule 1 and upon payment of a fee as set out in Schedule 3.

Application for re-registration of a public or private company

(2) Where, after consideration of an application under subregulation (1), the Registrar is satisfied that all requirements of the Act have been duly complied with, he or she shall issue a certificate of incorporation as set out in Schedule 2.

Application for re-registration of a foreign company

**6. (1)** An applicant shall apply to the Registrar for the re-registration of a foreign company as set out in Schedule 1 and upon payment of a fee as set out in Schedule 3.

Cap. 42:01

(2) Where, after consideration of an application under subregulation (1), the Registrar is satisfied that all requirements of the Act have been duly complied with and having entered particulars in the companies register in terms of section 21(1) of the Companies Act, he or she shall issue a certificate of registration as set out in Schedule 2.

Certificate of incorporation

**7.** Where, after consideration of an application under these Regulations the Registrar is satisfied that all requirements of the Act have been duly complied with, and having entered particulars in the companies register in terms of section 22 of the Companies Act, he or she shall issue a certificate of incorporation as set out in Schedule 2.

Revocation of S.I. No. 68 of 2019

**8.** S.I. No. 68 of 2019 is hereby revoked.



SCHEDULE 1

FORM A  
(regulation 2)

APPLICATION FOR RE-REGISTRATION OF A CLOSE COMPANY

Name of company.....

Company number.....

1. COMPANY CONSTITUTION  
(Tick ✓ where applicable)

The company will have a constitution on re-registration or

The company will not have a constitution on re-registration

2. DETAILS OF COMPANY:

Registered Office:

Registered Office address:

Postal Address & Contact  
Number:

Postal Address:

Contact Number:

(Postal address to which communications from the Registrar may be sent)

Annual Return Reminders:  
The Registrar will send courtesy reminders to the company

Mobile Number:

Email Address:

Principal Place of Business:

Plot Number:

Ward/Street/Location:

Address for records / Share register:  
(if not kept at the company's registered office)

Plot Number:

Ward/Street/Location:

### 3. MEMBER DETAILS

Provide this information in the prescribed format for every member of the company. The following persons are the members of the company:  
(Tick ✓ in the appropriate box)

|   |  |
|---|--|
| <p>*Identity Number:<br/>(*For non-citizens passport number)</p> <p>First, Middle &amp; Last Name:<br/>Nationality:<br/>Gender:<br/>Date of birth:<br/>Mobile telephone number:<br/>Email address:<br/>Beneficial owner: Yes <input type="checkbox"/> No <input type="checkbox"/></p> | <p>Residential Address:</p> <p>Postal Address:</p> |
|---|--|

|  |  |
|--|--|
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens passport number)</b></p> <p><b>First, Middle &amp; Last Name:</b><br/> <b>Nationality:</b><br/> <b>Gender:</b><br/> <b>Date of birth:</b><br/> <b>Mobile telephone number:</b><br/> <b>Email address:</b><br/> <b>Beneficial owner: Yes</b> <input type="checkbox"/> <input type="checkbox"/></p> | <p><b>Residential Address:</b></p> <p><b>Postal Address:</b></p> |
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport number)</b></p> <p><b>First, Middle &amp; Last Name:</b><br/> <b>Nationality:</b><br/> <b>Gender:</b><br/> <b>Date of birth:</b><br/> <b>Mobile telephone number:</b><br/> <b>Email address:</b><br/> <b>Beneficial owner: Yes</b> <input type="checkbox"/> <input type="checkbox"/></p> | <p><b>Residential Address:</b></p> <p><b>Postal Address:</b></p> |
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport number)</b></p> <p><b>First, Middle &amp; Last Name:</b><br/> <b>Nationality:</b><br/> <b>Gender:</b><br/> <b>Date of birth:</b><br/> <b>Mobile telephone number:</b><br/> <b>Email address:</b><br/> <b>Beneficial owner: Yes</b> <input type="checkbox"/> <input type="checkbox"/></p> | <p><b>Residential address:</b></p> <p><b>Postal Address:</b></p> |
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport number)</b></p> <p><b>First, Middle &amp; Last Name:</b><br/> <b>Nationality:</b><br/> <b>Gender:</b><br/> <b>Date of birth:</b><br/> <b>Mobile telephone number:</b><br/> <b>Email address:</b><br/> <b>Beneficial owner: Yes</b> <input type="checkbox"/> <input type="checkbox"/></p> | <p><b>Residential address:</b></p> <p><b>Postal Address:</b></p> |

#### 4. BENEFICIAL OWNER

Provide this information only where the company has a beneficial owner and that beneficial owner is not a member of the company.

|  |
|--|
| Name:<br><br><br><br><br><br><br><br><br><br>Postal Address: |
|--|

Provide this information in the prescribed format for every member of the company. The following person is the Accounting Officer of the company:  
(Complete this information if the Accounting Officer is an individual)

|   |   |
|---|---|
| *Identity Number:<br>(*For non-citizens Passport number)<br>First, Middle & Last Name:<br>Nationality:<br>Gender: | Residential address:<br><br><br><br><br><br><br>Postal Address: |
|---|---|

Complete this information if the Accounting Officer is a 'body corporate'

|   |   |
|---|---|
| Company Name:<br>Registration Number:<br>Name of Representative:<br>Phone Number: | Registered Office address:<br><br><br><br>Postal Address: |
|---|---|

\*In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

**5. ACCOMPANYING DOCUMENTS**

The following documents must accompany this form:  
(Tick ✓ in the appropriate box where applicable)

- If the company has a constitution, a document certified as the company's constitution.
- If the member or accounting officer is a non-Botswana citizen, a certified copy of their passport. If this is not in English it should be accompanied by a certified translation

**6. BUSINESS ACTIVITY**

(Tick ✓ in the appropriate box to confirm)

- I confirm that the proposed company is not being established for or will carry on the business of banking or insurance.

**7. DECLARATION**

(Tick ✓ in the appropriate box to confirm this information)

- I confirm each member and accounting officer has signed a consent form to act as a member or accounting officer. The consent form is held at the proposed company's registered office and the Registrar may request to view this consent form at any time.
  
- I confirm I am either a member of this company or a person authorised to complete this application on their behalf, and have all necessary enquiries to ensure that the information contained in this application is true and correct. I understand that knowingly making a false statement or a misleading representation or omission is an offence under section 496 of the Companies Act.

Signed by.....

Signature.....

Date.....

Completed by:

  
  

Postal Address:

\*Identity Number:

Telephone Number:

Mobile Telephone Number:

Email Address:



**FORM B**  
*(regulation 3)*

**APPLICATION FOR RE-REGISTRATION OF AN EXTERNAL COMPANY**

Name of company.....

Company number.....

Country in which company is incorporated.....

**1. COMPANY CONSTITUTION**  
(Tick where applicable)

**2. COMPANY DETAILS:**

**Registered Office:**

Plot Number:

Ward/Street/Location:

**Postal Address & Contact  
Number:**  
(Postal address to which  
Communications from the  
Registrar may be sent)

Address:

**Annual Return Reminders:**  
The Registrar will  
send courtesy reminders  
to the company.

Mobile Telephone Number:

Email Address:

Principal Place of  
Business:

Plot Number:

Ward/Street/Location:

### 3. AUTHORISED AGENT

The following person is authorised to accept service in Botswana of documents on behalf of the company.

(Complete this information if the agent is an individual)

|   |   |
|---|---|
| •Identity Number:<br>(*Passport Number applicable to non-citizens only)<br>First, Middle & Last Name<br>Nationality:<br>Gender:<br>Date of Birth:<br>Mobile Telephone Number:<br>Email Address: | Residential Address:<br><br>Postal Address:<br><br>Date of Appointment: |
|---|---|

(Complete this information if the agent is a 'body corporate')

|   |   |
|---|---|
| Company Name:<br>Registration Number:<br>Name of Representative:<br>Phone Number:<br>Email Address: | Registered Office Address:<br><br>Postal Address:<br><br>Date of Appointment: |
|---|---|

\*In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

#### 4. DIRECTORS

Provide this information in the prescribed format for every director of the company. The following persons are the directors of the company:

|   |  |
|---|--|
| <b>*Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><b>Postal Address:</b><br><br><b>Date of Appointment:</b> |
| <b>*Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><b>Postal Address:</b><br><br><b>Date of Appointment:</b> |
| <b>Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b>  | <b>Residential Address:</b><br><br><b>Postal Address:</b><br><br><b>Date of Appointment:</b> |
| <b>*Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><b>Postal Address:</b><br><br><b>Date of Appointment:</b> |

## 5. SHAREHOLDERS

Provide this information in the prescribed format for every shareholder of the company. The following persons are the shareholders of the company:

Complete this information if the shareholder is an individual

|   |   |
|---|---|
| <b>*Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |
| <b>Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b>  | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |
| <b>Identity Number:</b><br>(*Passport Number applicable to non-citizens only)<br><br><b>First, Middle &amp; Last Name:</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b>  | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |

Complete this information if the shareholder is a 'body corporate'

(Tick ✓ in the appropriate box)

|   |   |
|---|---|
| <p>Company Name:<br/>Registration Number:<br/>Country of Registration:</p> <p>Number of Shares Allocated:<br/>Shares Jointly Held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee Shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial Owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Company Name:<br/>Registration Number:<br/>Country of Registration:</p> <p>Number of Shares Allocated:<br/>Shares Jointly Held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee Shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial Owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Registered Office Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> <p>Registered Office Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |
| <p>Company Name:<br/>Registration Number:<br/>Country of Registration:</p> <p>Number of Shares Allocated:<br/>Shares Jointly Held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee Shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial Owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>  | <p>Registered Office Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p>  |

In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

#### 6. BENEFICIAL OWNER

Provide this information only where the company has a beneficial owner and the beneficial owner is not a shareholder of the company.

|                                     |
|-------------------------------------|
| <p>Name:</p> <p>Postal Address:</p> |
|-------------------------------------|

## 7. AUDITOR

The following person is the auditor of the company:  
(Complete this information if the auditor is an individual)

|  |                             |
|--|-----------------------------|
| <b>*Identity Number:</b><br>(*Passport Number applicable to non-citizens only) | <b>Residential Address:</b> |
| First, Middle & Last Name  |                             |
| Nationality:   |                             |
| Gender:  |                             |
| Date of Birth:   |                             |
| Mobile Telephone Number:   | <b>Date of Appointment:</b> |
| Email Address:   |                             |

In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

## 8. ACCOMPANYING DOCUMENTS

((Tick ✓ in the appropriate box to confirm)

The following documents must accompany this form:

- (a) A duly authenticated copy of the certificate of its incorporation or registration in its place of incorporation or origin
- (b) Articles or other instrument constituting or defining its constitution. If this is not in English it should be accompanied by a certified translation.
- (c) If the director, shareholder, agent or auditor is a non-Botswana citizen, a certified copy of their passport. If this is not in English it should be accompanied by a certified translation.
- (d) A Certificate of Good Standing. If this is not in English it should be accompanied by a certified translation.

## 9. DECLARATION

(Tick ✓ to confirm this information)

- I confirm I am either a director of this company or a person authorised to complete this application on their behalf, and have all necessary enquiries to ensure that the information contained in this application is true and correct. I understand that knowingly making a false statement or a misleading representation or omission is an offence under section 496 of the Companies Act.

Signed by:

Signature .....

Date .....

Completed by:

Postal Address:

•Identity Number:

(For non-citizens Passport Number)

Telephone Number:

Mobile Telephone Number:

Email Address:



FORM C  
(regulation 4)

APPLICATION FOR RE-REGISTRATION OF A COMPANY LIMITED BY  
GUARANTEE

Name of company.....

Company number.....

(Tick where appropriate)

Type of Company:  Private Company  Public Company

If the company is a private, please indicate whether it is a non-exempt company or an exempt company.

(Tick ✓ in the appropriate box)

Non-exempt company  Exempt Company

Note: A private company shall qualify as an exempt private company if-

(a) its total assets are less than P5 000 000 in the preceding financial year; and

(b) its annual turnover is less than P10 000 000 in the preceding financial year.

1. COMPANY CONSTITUTION

(Tick ✓ in the appropriate box)

The company must have a constitution on re-registration

2. DETAILS OF PROPOSED COMPANY:

Business Activities:  Commerce  Art  Science  Religion

Charity  Other   
(Please specify)

**Registered Office:**

**Plot Number:**  
**Ward /Street /Location:**  
**City/Town/Village**

**Postal Address & Contact Number:**  
(Postal address to which Communications from the Registrar may be sent)

**Address:**

**Annual Return Reminders:**  
The Registrar will send courtesy reminders to the company.

**Mobile Telephone Number:**  
**Email Address:**

**Principal Place of Business:**

**Plot Number:**  
**Ward/Street/Location:**

**Address for Records:**  
(if not kept at the Company's registered office)

**Plot Number:**  
**Ward/Street/Location:**

### 3. DIRECTORS

Provide this information in the prescribed format for every director of the proposed company.

The following persons are the directors of the proposed company:

|  |   |
|--|---|
| <b>*Identity Number:</b><br>(*For non-citizens Passport)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |
| <b>*Identity Number:</b><br>(*For non-citizens Passport)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |
| <b>*Identity Number:</b><br>(*For non-citizens Passport)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b> |

You must have at least one director resident in Botswana and public companies must have a minimum of two directors.

#### 4. SECRETARY

Provide this information in the prescribed format for every secretary of the company. The following person is the secretary of the company:  
Complete this information if the secretary is an individual

|   |  |
|---|--|
| <b>*Identity Number:</b><br>(*For non-citizens Passport Number)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b><br><br><br><b>Date of Appointment:</b> |
|---|--|

Complete this information if the secretary is a 'body corporate'

|   |  |
|---|--|
| <b>*Identity Number:</b><br>(*For non-citizens Passport Number)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><b>Postal Address:</b><br><br><br><b>Date of Appointment:</b> |
|---|--|

\*In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

## 5. MEMBERS

Provide this information in the prescribed format for every member of the company. The following persons are members of the company:

Complete this information if the member is an individual

|  |  |
|--|--|
| <b>*Identity Number:</b><br>(*For non-citizens Passport Number)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b><br><br>(Tick ✓ in the appropriate box)<br><br>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No | <b>Residential Address:</b><br><br><br><b>Postal Address:</b><br><br><br><b>Date of Appointment:</b> |
|--|--|

|   |  |
|---|--|
| <p><b>*Identity Number:</b><br/>(*For non-citizens Passport Number)</p> <p>First, Middle &amp; Last Name<br/>Nationality:<br/>Gender:<br/>Date of Birth:<br/>Mobile Telephone Number:<br/>Email Address:</p> <p>(Tick ✓ in the appropriate box)</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Residential Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |
| <p><b>*Identity Number:</b><br/>(*For non-citizens Passport Number)</p> <p>First, Middle &amp; Last Name<br/>Nationality:<br/>Gender:<br/>Date of Birth:<br/>Mobile Telephone Number:<br/>Email Address:</p> <p>(Tick ✓ in the appropriate box)</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Residential Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |

Complete this information if the member is a 'body corporate'

|  |  |
|--|--|
| <p>Name of Company:</p> <p>Registration number:</p> <p>(Tick ✓ in the appropriate box)</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Registered Office Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |
| <p>Name of Company:</p> <p>Registration Number:</p> <p>(Tick ✓ in the appropriate box)</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Registered Office Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |

|  |  |
|--|--|
| <b>Name of Company:</b><br><br><b>Registration Number:</b><br><br>(Tick ✓ in the appropriate box)<br><br><b>Beneficial owner:</b> <input type="checkbox"/> Yes <input type="checkbox"/> No | <b>Registered Office Address:</b><br><br><br><b>Postal Address:</b><br><br><br><b>Date of Appointment:</b> |
|--|--|

**\*In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.**

#### 6. BENEFICIAL OWNER

Provide this information only where the company has a beneficial owner and the beneficial owner is not a shareholder of the company.

|  |
|--|
| <b>Name:</b><br><br><b>Postal Address:</b> |
|--|

#### 7. AUDITOR

The following person is the auditor of the company:  
(Complete this information if the auditor is an individual)

|   |  |
|---|--|
| <b>*Identity Number:</b><br>(*For non-citizens Passport Number)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><br><br><br><br><br><b>Date of Appointment:</b> |
|---|--|

Complete this information if the auditor is a 'body corporate'

|   |  |
|---|--|
| <b>*Identity Number:</b><br>(*For non-citizens Passport Number)<br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Registered Office Address:</b><br><br><br><br><br><br><br><br><b>Date of Appointment:</b> |
|---|--|

In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

**8. ACCOMPANYING DOCUMENTS**

(Tick ✓ in the appropriate box to confirm)

The following documents must accompany this form:

- (a) Constitution, a document certified as the company's constitution.
  
- (b) If the member or tax agent is a non-Botswana citizen, a certified copy of their passport. If this is not in English it should be accompanied by a certified translation.

**9. DECLARATION**

(Tick ✓ in the appropriate box)

- I confirm each member, secretary, director or auditor has signed a consent form to act as a member or secretary or auditor. The consent form is held at the proposed company's registered office and the Registrar may request to view this consent form at any time.
  
- I confirm I am either a member of this company or a person authorised to complete this application on their behalf, and have all necessary enquiries to ensure that the information contained in this application is true and correct. I understand that knowingly making a false statement or a misleading representation or omission is an offence under section 496 of the Companies Act.

Signed by:

Signature .....

Date .....

**Completed by:**

**Postal Address:**

**•Identity Number:**

**(For non-citizens Passport Number)**

**Telephone Number:**

**Mobile Telephone Number:**

**Email Address:**



FORM D  
(regulation 5)

APPLICATION FOR RE-REGISTRATION OF A PUBLIC OR PRIVATE COMPANY

Name of company.....

Company number.....

(Tick ✓ in the appropriate box)

Type of Company:     Private Company                       Public Company

If the company is a private, please indicate whether it is a non-exempt company or an exempt company.

(Tick ✓ in the appropriate box)

Non-exempt company                       Exempt Company

Note: A private company shall qualify as an exempt private company if-

(a) its total assets are less than P5 000 000 in the preceding financial year; and

(b) its annual turnover is less than P10 000 000 in the preceding financial year.

1. COMPANY CONSTITUTION

(Tick ✓ in the appropriate box)

The company will have a constitution on re-registration

The company will not have a constitution on re-registration

**2. DETAILS OF PROPOSED COMPANY:**

**Registered Office:**

**Postal Address & Contact Number:**  
(Postal address to which Communications from the Registrar may be sent)

Address:

**Annual Return Reminders:**  
The Registrar will send courtesy reminders to the company.

Mobile Telephone Number:  
Email Address:

**Principal Place of Business:**

Plot Number:  
Ward/Street/Location:

**Address for Records:**  
(if not kept at the Company's registered office)

Plot Number:  
Ward/Street/Location:

**3. DIRECTORS**

Provide this information in the prescribed format for every director of the proposed company.

The following persons are the directors of the proposed company:

|  |   |
|--|---|
| <b>*Identity Number:</b><br><b>(*For non-citizens Passport Number)</b><br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><br><br><br><br><br><br><br><b>Postal Address:</b> |
| <b>*Identity Number:</b><br><b>(*For non-citizens Passport Number)</b><br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><br><br><br><br><br><br><br><b>Postal Address:</b> |
| <b>*Identity Number:</b><br><b>(*For non-citizens Passport Number)</b><br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b><br><b>Date of Birth:</b><br><b>Mobile Telephone Number:</b><br><b>Email Address:</b> | <b>Residential Address:</b><br><br><br><br><br><br><br><br><br><br><b>Postal Address:</b> |

You must have at least one director resident in Botswana and public companies must have a minimum of 2 directors.

#### 4. SECRETARY

Provide this information in the prescribed format for every secretary of the company. The following person is the secretary of the company:

Complete this information if the secretary is an individual

|   |   |
|---|---|
| <b>*Identity Number:</b><br><b>(*For non-citizens Passport Number)</b><br><br><b>First, Middle &amp; Last Name</b><br><b>Nationality:</b><br><b>Gender:</b> | <b>Residential Address:</b><br><br><br><br><br><br><br><br><br><br><b>Postal Address:</b> |
|---|---|

|  |                      |
|--|----------------------|
| Date of Birth:<br>Mobile Telephone Number:<br>Email Address: | Date of Appointment: |
|--|----------------------|

Complete this information if the secretary is a 'body corporate'

|  |   |
|--|---|
| *Identity Number:<br>(*For non-citizens Passport Number)<br><br>First, Middle & Last Name<br>Nationality:<br>Gender:<br>Date of Birth:<br>Mobile Telephone Number:<br>Email Address: | Residential Address:<br><br><br>Postal Address:<br><br><br>Date of Appointment: |
|--|---|

\*In the case of a body corporate, please give the address of its registered office or, if you are a public company then provide the top 10 shareholders.

#### 5. SHAREHOLDERS

Total Number of company shares: .....

(Tick ✓ in the appropriate box)

Public company: Yes

No

Provide this information in the prescribed format for every shareholder of the company. The following persons are shareholders of the company.

Complete this information if the member is an individual.

|  |   |
|--|---|
| *Identity Number:<br>(*For non-citizens Passport Number)<br><br>First, Middle & Last Name<br>Nationality:<br>Gender:<br>Date of Birth:<br>Mobile Telephone Number:<br>Email Address: | Residential Address:<br><br><br>Postal Address:<br><br><br>Date of Appointment: |
|--|---|

|  |  |
|--|--|
| <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p> <p>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee of shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>  |  |
| <p><b>*Identity Number:</b><br/> (*For non-citizens Passport Number)</p> <p>First, Middle &amp; Last Name<br/> Nationality:<br/> Gender:<br/> Date of Birth:<br/> Mobile Telephone Number:<br/> Email Address:</p> <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p> <p>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee of shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>Residential Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |
| <p><b>*Identity Number:</b><br/> (*For non-citizens Passport Number)</p> <p>First, Middle &amp; Last Name<br/> Nationality:<br/> Gender:<br/> Date of Birth:<br/> Mobile Telephone Number:<br/> Email Address:</p> <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p> <p>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Nominee shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>    | <p>Residential Address:</p> <p>Postal Address:</p> <p>Date of Appointment:</p> |

|  |   |
|--|---|
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport Number)</b></p> <p>First, Middle &amp; Last Name<br/> Nationality:<br/> Gender:<br/> Date of Birth:<br/> Mobile Telephone Number:<br/> Email address:</p> <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p> <p>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> Nominee shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p><b>Residential Address:</b></p> <p><b>Postal Address:</b></p> <p><b>Date of Appointment:</b></p> |
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport Number)</b></p> <p>First, Middle &amp; Last Name<br/> Nationality:<br/> Gender:<br/> Date of Birth:<br/> Mobile Telephone Number:<br/> Email Address:</p> <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p> <p>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> Nominee shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No<br/> Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p><b>Residential Address:</b></p> <p><b>Postal Address:</b></p> <p><b>Date of Appointment:</b></p> |
| <p><b>*Identity Number:</b><br/> <b>(*For non-citizens Passport Number)</b></p> <p>First, Middle &amp; Last Name<br/> Nationality:<br/> Gender:<br/> Date of Birth:<br/> Mobile Telephone Number:<br/> Email address:</p> <p>(Tick ✓ in the appropriate box)<br/> Number of shares issued: .....</p>   | <p><b>Residential Address:</b></p> <p><b>Postal Address:</b></p> <p><b>Date of Appointment:</b></p> |

|   |   |
|---|---|
| Shares jointly held: Yes <input type="checkbox"/> No <input type="checkbox"/><br>Nominee shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/><br>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/>  |   |
| *Identity Number:<br>(*For non-citizens Passport Number)<br><br>First, Middle & Last Name<br>Nationality:<br>Gender:<br>Date of Birth:<br>Mobile Telephone Number:<br>Email Address:<br><br>(Tick ✓ in the appropriate box)<br>Number of shares issued: .....<br><br>Shares jointly held: <input type="checkbox"/> Yes <input type="checkbox"/> No<br>Nominee shareholder: <input type="checkbox"/> Yes <input type="checkbox"/> No<br>Beneficial owner: <input type="checkbox"/> Yes <input type="checkbox"/> No | Residential Address:<br><br><br>Postal Address:<br><br><br>Date of Appointment: |

In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

#### 6. BENEFICIAL OWNER

Provide this information only where the company has a beneficial owner and the beneficial owner is not a shareholder of the company.

|                 |
|-----------------|
| Name:           |
| Postal Address: |

#### 7. AUDITOR

The following person is the auditor of the company:  
 (Complete this information if the auditor is an individual)

|  |                      |
|--|----------------------|
| *Identity Number:<br>(*For non-citizens Passport Number)<br><br>First, Middle & Last Name<br>Nationality:<br>Gender:<br>Date of Birth: | Residential Address: |
|--|----------------------|

|  |                      |
|--|----------------------|
| Mobile Telephone Number:<br>Email Address: | Date of Appointment: |
|--|----------------------|

In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

**8. ACCOMPANYING DOCUMENTS**

(Tick ✓ in the appropriate box to confirm)

The following documents must accompany this form:

- (a) A duly authenticated copy of the certificate of its incorporation or registration in its place of incorporation or origin
- (b) Articles or other instrument constituting or defining its constitution. If this is not in English it should be accompanied by a certified translation.
- (c) If the director, shareholder, agent or auditor is a non-Botswana citizen, a certified copy of their passport. If this is not in English it should be accompanied by a certified translation.
- (d) A Certificate of Good Standing. If this is not in English it should be accompanied by a certified translation.

**9. DECLARATION**

(Tick ✓ in the appropriate box to confirm)

- I confirm I am either a director of this company or a person authorised to complete this application on their behalf, and have all necessary enquiries to ensure that the information contained in this application is true and correct. I understand that knowingly making a false statement or a misleading representation or omission is an offence under section 496 of the Companies Act.

Signed by:

Signature .....

Date .....

Completed by:

  
  

Postal Address:

•Identity Number:  
(For non-citizens Passport Number)

Telephone Number:

**Mobile Telephone Number:**

**Email Address:**



Form E  
(regulation 6)

APPLICATION FOR RE-REGISTRATION OF A FOREIGN COMPANY

.....  
Name of Company

.....  
Company Number

Country where Company was incorporated .....

Date Company was incorporated .....

ACCOMPANYING DOCUMENTS

(Tick ✓ in the appropriate box to confirm)

The following documents must accompany this application:

- (a) A duly authenticated copy of the certificate of its incorporation or registration in its place of incorporation or origin or other similar document that evidences its incorporation;
- (b) Articles or other instrument constituting or defining its constitution. If this is not in English it should be accompanied by a certified translation;
- (c) A certified copy of the certificate of incorporation A copy of a resolution authorising the re-registration of the company;
- (d) A statement whether the company applies to be registered as a company limited by shares, by guarantee or whether as a public or private company;
- (e) A certified copy of a document defining its constitution.
- (f) A statement of the charges on the company's assets.
- (g) Evidence acceptable to the Registrar that the company is not prevented from being registered as a company under section 356 or 357 of the Companies Act;
- (h) The documents and information required to register a company under Part II of the Companies Act;
- (i) If any of the documents above is not in English, it should be accompanied by a certified translation; and

(j) Any other documents or information the Registrar may require.

(Tick ✓ where applicable)

Name of  director or  authorised agent .....

Signature ..... Date .....

Identity Number .....

(Passport number for non-citizens only)

Address of principal place of business in Botswana .....

.....

Presented by .....

Signature ..... Date .....

Identity Number .....

(Passport number for non-citizens only)

Postal Address .....

Email Address .....

Telephone Number .....

Facsimile Number.....



SCHEDULE 2  
Form A  
(regulations 2, 3, 4 and 5)

CERTIFICATE OF REGISTRATION

.....  
Name of Company

.....  
Company Number

I hereby certify that ....., a body corporate incorporated  
in ....., was registered as an ..... in Botswana  
(country of origin) (entity type)  
under the Current/Previous Companies Act on the ..... day of .....

Note: The Certificate will record the following changes: .....  
.....  
and was re-registered under the Re-registration Act No. 24 of 2018 on the ..... day of  
..... and changed its name to ..... on the  
..... day of ....., ..... and was removed from the register on the .....  
day of .....

GIVEN under my hand at ..... this ..... day of .....

.....  
Registrar's Signature

Registrar's Name.....

For/REGISTRAR OF COMPANIES



Form B  
(regulation 6)

CERTIFICATE OF REGISTRATION OF A FOREIGN COMPANY

.....  
Name of Company

.....  
Company Number

I hereby certify that ....., a body corporate incorporated  
in ....., was registered as a foreign company under the Current/  
(country of origin)  
Previous Companies Act on the ..... day of ....., .....,  
(tick ✓ which is applicable)

GIVEN under my hand at ..... this ..... day of ....., .....

.....  
Registrar's Signature

Registrar's Name.....

For/REGISTRAR OF COMPANIES



Form C  
(regulation 7)

CERTIFICATE OF INCORPORATION

.....  
Name of Company

.....  
Company Number

I hereby certify that ....., was incorporated as an  
..... in .....  
(entity type) (country of origin)

under the Current / Previous Companies Act on the ..... day of .....,  
(tick ✓ which is applicable)  
and the liability of the members is limited.

Note: The certificate will record the following changes: .....

and was re-registered under the Re-registration Act No. 24 of 2018 on the ..... day of  
..... and changed its name to .....on the  
..... day of ....., ..... and was removed from the register on the  
.....day of ....., ..... and was restored to the register on the .....  
day of ....., .....

GIVEN under my hand at ..... this ..... day of ....., .....

.....  
Registrar's Signature

Registrar's Name.....

For/REGISTRAR OF COMPANIES



SCHEDULE 3

*(regulations 2, 3, 4, 5 and 6)*

RE-REGISTRATION FEES

.....  
 Name of Company

.....  
 Company Number

| TYPE OF TRANSACTION  | ONLINE FEE | WALK-IN FEE |
|--|------------|-------------|
| Re-registration of a close company   | P300       | P500        |
| Re-registration of a private or public company limited by guarantee        | P300       | P500        |
| Re-registration form of a private or public company                        | P300       | P500        |
| Re-registration of an external company                                     | P300       | P500        |
| Request for search of a physical company file                              | No fee     | P30         |
| Copy of extract from physical company file                                 | No fee     | P50         |
| Certification of a copy or extract of a document lodged from the Registrar | No fee     | P100        |

**MADE this 31st day of May, 2019.**

**KARABO S. GARE,**  
*Acting Minister for Investment, Trade and  
Industry.*