

**CHAPTER 42:01 - COMPANIES: SUBSIDIARY LEGISLATION
INDEX TO SUBSIDIARY LEGISLATION**

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COMPANIES REGULATIONS

(section 528)

(1st June, 2007)

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
2. Exempt private company
3. General requirements for documents
4. Reservation of names
5. Translations

S.I. 22, 2007,
S.I. 112, 2008.

1. Citation

These Regulations may be cited as the Companies Regulations.

2. Exempt private company

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;

3. General requirements for documents

(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/m² 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 12pt 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.

(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.

4. Reservation of names

(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.

5. Translations

(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 subregulation (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 subregulation (1) in the manner, if any, prescribed by the law of the country where the translation is made for verification of documents.

COMPANIES (FEES) REGULATIONS

(section 528)

(1st June, 2007)

ARRANGEMENT OF REGULATIONS

REGULATION

- 1. Citation
- 2. Fees payable under the Act

Schedule

S.I. 26, 2006.

1. Citation

These Regulations may be cited as the Companies (Fees) Regulations.

2. Fees payable under the Act

(1) The fees payable to the Registrar, in terms of section 522 of the Act, shall be as set out in Table 1 contained in the Schedule.

(2) The fees payable under the Act, to the Master in connection with the winding-up or judicial management of a company, shall be as set out in Table 2 contained in the Schedule.

(3) The fees payable under the Act, to the liquidator, shall be as set out in Table 3 contained in the Schedule.

SCHEDULE TABLE 1

FEES PAYABLE TO THE REGISTRAR OF COMPANIES

(reg 2(1))

<i>Type of transaction</i>	<i>Fee</i>
1. Application to register a company	P300
2. Application to reserve a name	P20
3. Certificate of incorporation	P60
4. Application to change the name of a company	P120
5. Registration of a notice of adoption of a constitution	P300
6. Registration of a notice of alteration or revocation of a constitution	P200
7. Registration of a notice of issue of shares	P20
8. Registration of a notice call on shares	P20
9. Registration of notice on reduction of stated capital	P20
10. Registration of notice of acquisition or redemption of shares	P20
11. Registration of a notice of the places where share Registers are kept	P20
12. Registration of notice of change of directors and particulars of directors and secretary	P20
13. Registration of a notice of change of Registered office	P20
14. Registration of a notice of the place where records are kept	P20
15. Registration of a notice of a change in the place where the accounting records are kept	P20
16. Delivery of an annual return	P300
17. Registration of documents to effect an amalgamation	P300
18. Certificate of amalgamation	P100
19. Registration of documents in relation to a proposed compromise	P300
20. Application for the restoration of a company to the register	P300
21. Registration of an external company	P4,500
22. Registration of return of alterations	P1,000
23. Certificate of an external company	P100
24. Notice of cessation of business in Botswana by an external company	P200
25. Registration and continuation of a foreign company in Botswana	P6,000
26. Registration of a statutory corporation as a company	P300
27. Certificate of registration of a foreign company and statutory corporation	P150
28. Application for removal of a company from the register	P150
29. Certification of a copy of or extract from the document where a photocopy is made by the Registrar	P30
30. Application for the Registrar's approval or consent where there is no other fee prescribed	P100
31. Publishing in the <i>Gazette</i>	P80
32. For the delivery of any document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee so payable)	
(a) Where delivered not later than 25 working days after the time prescribed	A penalty equivalent to the prescribed fee
(b) Where delivered more than 25 working days after the time prescribed	A penalty of three times the prescribed fee

TABLE 2

FEES PAYABLE TO THE MASTER OF THE HIGH COURT IN CONNECTION WITH WINDING UP OR JUDICIAL MANAGEMENT OF A COMPANY

(reg 2 (2))

<i>Type of transaction</i>	<i>Fee</i>
1. For every certificate under the hand of the Master	P250
2. For every report prepared by the Master, in the discretion of the Master	P100
3. Searching for any entry or for any document or for the inspection of any one record or document whether by an official or member of the public (but	P50

- excluding the liquidator): for each search or inspection
- | | |
|--|------------|
| 4. When the result of search or inspection as in paragraph 3 above is conveyed by letter, an additional fee in the discretion of the Master, not exceeding | P250 |
| 5. For taxing liquidator's remuneration or bill of costs, on every P20 or fraction of P20 amount taxed | P200 |
| 6. For binding documents in each winding up according to the number and volume of the documents in the discretion of the Master. | P15 to P50 |
| 7. For a photo static copy A4/A3 size page, each | P150 |
| 8. On the assets available for distribution (before deducting this fee) among creditors and contributories, of any company in liquidation, including any security taken over by a creditor, an inventory fee to be affixed to the liquidation account: for each P1,200 or portion of P1,200 of the gross value of the assets dealt with in such liquidation account. | P1,000 |
- Note: In case of a company which has been placed under judicial management and is thereafter wound up, this fee shall not be payable.**
- | | |
|--|------|
| 9. In respect of companies which have been placed under judicial management there shall be paid a stamp fee on the gross value of the assets owned by the company as disclosed by the reports or other information which the judicial manager is required to submit to the Master in terms of section 271 (1) (b) for each P200 or portion of P200 of the gross value of the assets. | P100 |
|--|------|

TABLE 3
FEES PAYABLE TO THE LIQUIDATOR
(reg 2 (3))

1. Where the appointment is provisional and-
 - (a) the petition is withdrawn or dismissed; or
 - (b) the winding-up order is made, but the provisional liquidator is not continued as a liquidator, a fee to be taxed by the Master, with due regard to the special circumstances of the case.
2. Where a liquidator is appointed to liquidate the company, he or she shall be entitled-
 - (a) to remuneration at the following tariffs -

(i) On the proceeds of the movable property (other than shares or similar securities) sold, or upon the amount collected under promissory notes book debts, or as rent, interest or other income	5 per cent
(ii) On the first P10,000	2½ per cent
(iii) On any amount in excess of the first P10,000	1½ per cent
(iv) On cash included in the assets	1 per cent

If the total remuneration of a liquidator under this tariff is less than P80 in all, he shall be entitled, up to the amount, to remuneration at the rate of 5 per cent on the value of all the assets of the company, with a minimum of P10.50;

- (b) to travelling expenses, in the discretion of the Master.
3. Where the liquidator is appointed for the purpose of carrying out a reconstruction or other scheme by which the affairs of the company are wound up otherwise than by the realization and distribution of the assets-

On the value of the company's property as estimated in the statement of affairs-	
On the first P10,000 or fraction thereof	1 per cent
On the next P40,000 or fraction thereof	½ per cent
On the next P50,000 or fraction thereof	¼ per cent
On the next P100,000 or fraction thereof	1/8 per cent
Thereafter	1/16 per cent

COMPANIES (FORMS) REGULATIONS
(section 528)

(1st June, 2007)

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
 2. Prescribed forms
- Schedule - Forms

S.I. 69, 1967,
S.I. 30, 1968,
S.I. 23, 2007.

1. Citation

These Regulations may be cited as the Companies (Forms) Regulations.

2. Prescribed forms

(1) An application for a reservation of the name of a company in terms of section 32(2) of the Act shall be in Form 1 as set out in the Schedule.

(2) An application for registration of a company in terms of section 21(1)(a) and (b) and 21(2)(f) and (g) of the Act shall be in Form 2 as set out in the Schedule.

(3) The form of the document required to be prescribed which is to be signed by every director or secretary of a company, other than a close company, in terms of section 21(1)(c) and 21(2)(a) and (b) of the Act shall be in Form 2A and 2B as set out in the Schedule.

(4) The form of the document required to be prescribed which is to be signed by every shareholder or an agent of a company having a share capital for registration in terms of section 21(1)(d)(i)(iv) and 21(2)(c) and (d) of the Act shall be in Form 2C and 2D as set out in the Schedule.

(5) The form of the document required to be prescribed which is to be signed by every person named as a member in case of a close company for registration in terms of section 21(1)(d)(ii) of the Act shall be in Form 2E and 2F as set out in the Schedule.

(6) An appointment of an accounting officer in terms of section 273(1) of the Act shall be in Form 2G as set out in the Schedule.

(7) The form of the document required to be prescribed which is to be signed by every person named as a member, or agent of that person authorised in writing in case of a company limited by guarantee for registration in terms of section 21(1)(d)(iii) of the Act shall be in Form 2H and 2I as set out in the Schedule.

(8) A declaration made by persons engaged in the formation of a company in terms of section 21(3) of the Act shall be in Form 3 as set out in the Schedule.

(9) A certificate of incorporation issued in terms of section 22(c) of the Act shall be in Form 4 as set out in the Schedule.

(10) An application for change of name in terms of section 34(1)(a) of the Act shall be in Form 5 as set out in the Schedule.

(11) A certificate of incorporation recording a change of name in terms of section 34(4)(b) of the Act shall be in Form 6 as set out in the Schedule.

(12) A notice for adoption, alteration or revocation of the constitution of a company for registration in terms of section 43(4) of the Act shall be in Form 7 as set out in the Schedule.

(13) A notice of issue of shares in terms of section 50(1) and (4)(a) of the Act shall be in Form 8 as set out in the Schedule.

(14) A notice of calls on shares in terms of section 55(1) of the Act shall be in Form 9 as set out in the Schedule.

(15) A notice of reduction of stated capital in terms of section 59(6) of the Act shall be in Form 10 as set out in the Schedule.

(16) A notice of acquisition or redemption of shares by a company in terms of section 66(8) of the Act shall be in Form 11 as set out in the Schedule.

(17) A notice of the place where share registers are kept in terms of section 84(3)(a) of the Act shall be in Form 12 as set out in the Schedule.

(18) A consent and Certificate of director or directors in terms of section 147 of the Act shall be in Form 13 as set out in the Schedule.

(19) A notice of change of director(s) or secretary and particulars of director(s) and secretary in terms of section 155 of the Act shall be in Form 14 as set out in the Schedule.

(20) A notice of change of registered office in terms of section 184(2) of the Act shall be in Form 15 as set out in the Schedule.

(21) A notice of the place where accounting records are kept and of any change in that place if not kept at the registered office in terms of section 190(2) of the Act shall be in Form 16 as set out in the Schedule.

(22) A consent of director(s) or secretary of an amalgamated company or proposed company in terms of section 226(f) of the Act shall be in Form 17 as set out in the Schedule.

(23) A certificate of directors in favour of the amalgamation in terms of section 224(2) and 225(5) of the Act shall be in Form 17A as set out in the Schedule.

(24) A certificate of amalgamation in terms of section 227(1) of the Act shall be in Form 17B as set out in the Schedule.

(25) A request to remove a company from the register in terms of section 331(d) of the Act shall be in Form 18 as set out in the Schedule.

(26) A Return of Alterations made in the constitution, charter, statutes, memoranda or articles or other instruments lodged by an external company, or the directors, the authorised agents or the address of the authorised agent or, as the case may be, in terms of section 347(1) of the Act, shall be in Form 19 as set out in the Schedule.

(27) A notice of cessation of business in Botswana lodged by an external company in terms of section 352(1) of the Act shall be in Form 20 as set out in the Schedule.

(28) An application for registration and continuation of a foreign company in Botswana in terms of section 355(1) and (2) of the Act shall be in Form 21 as set out in the Schedule.

(29) A certificate of registration of a foreign company in terms of section 358(1)(b) of the Act shall be in Form 22 as set out in the Schedule.

(30) A certificate of registration of an external company in terms of section 345(2) of the Act shall be in Form 23 as set out in the Schedule.

(31) An application for registration of a statutory corporation as a company in terms of section 355(4) and (5) of the Act shall be in Form 24 as set out in the Schedule.

(32) A certificate of registration of a statutory corporation as a company in terms of section 358(1)(b) of the Act shall be in Form 25 as set out in the Schedule.

(33) A notice of the situation of a registered office of an external company in Botswana in terms of section 345(1)(f) of the Act shall be in Form 26 as set out in the Schedule.

(34) A certificate of alteration of particulars of an external company in terms of section 348(1) of the Act shall be in Form 27 as set out in the Schedule.

(35) An application to remove a foreign company from the register in terms of section 360(2) of the Act shall be in Form 28 as set out in the Schedule.

(36) A special resolution shall be in Form 29 as set out in the Schedule.

(37) A notice of failure to appoint or re-appoint an auditor at an annual general meeting in terms of section 191(4) of the Act shall be in Form 30 as set out in the Schedule.

(38) An application for conversion of a private limited company into a close company in terms of section 278(1) and (2) of the Act shall be in Form 31 as set out in the Schedule.

(39) Statement of the particulars of charges filed in terms of section 217(6) of the Act

shall be in Form 32 as set out in the Schedule.

(40) Annual Return of a company limited by guarantee in terms of section 217(6) of the Act shall be in Form 33 as set out in the Schedule.

SCHEDULE
Form 1
APPLICATION FOR RESERVATION OF COMPANY NAME



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

APPLICATION FOR RESERVATION OF COMPANY NAME

(section 32 (2))

Full Name of applicant

Identity number*.....

Postal address

.....

E-mail address

Group name, if any

Proposed company name

(First choice)

Proposed company name

(Second choice)

Proposed company name

(Third choice)

Change of Name of Existing Company: If this application relates to a proposed change of name of an existing company, give the name and registered number of that company below:

Existing company name.....

Company number.....

Presented by.....

Identity number*.....

Signature (s).....

Date.....

Postal address.....

.....

.....

E-mail address.....

Telephone.....

Facsimile.....

* **Passport number applicable to non citizens only.**

Form 2
APPLICATION FOR REGISTRATION OF A COMPANY



REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT

.....
FOR OFFICE
USE ONLY

APPLICATION FOR REGISTRATION OF A COMPANY

(section 21 (1) (a) (b) and section 21 (2) (f) (g))

Name of proposed company

Name reservation number.....

<i>Full name of applicant(s)</i>	<i>Identity number(s)*</i>	<i>Signature(s)</i>	<i>Date</i>	<i>Postal address</i>	<i>E-mail address</i>
<i>Surname First name(s)</i>					

Registered Office of the proposed Company.....

Physical Address of the proposed
principal place of business.....

Postal Address to
which communication
from the Registrar
may be sent.....

Presented by.....

Identity number*.....

Signature

Date.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

(1) complete Form 3 (solemn declaration) in all cases;

(2) In the case of a Company Limited by shares, complete Forms 2(C) and (D);

(3) In the case of a Close Company, complete Form 2(E), (F) and 2(G)

(4) In the case of a Company Limited by Guarantee, complete Form 2(I) and (H)

*** Passport number applicable to non citizens only.**

Form 2A
APPLICATION FOR REGISTRATION OF A COMPANY OTHER THAN A CLOSE COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR REGISTRATION OF A COMPANY
OTHER THAN A CLOSE COMPANY**

(section 21 (1) (c) and 21 (2) (a) and (b))

Name of proposed company.....

Name reservation number.....

Directors and Secretary

The following persons are the directors and secretary of the proposed company;

Name(s)*	Identity number(s)**	Signature (s)	Address
Director(s)			Residential address
			Postal address
Secretary			Residential address
			Postal address

This form is to be completed together with form 2B.

*Please give surname in BLOCK letters followed by first name(s).

** Passport number applicable to Non-citizens only.

**Form 2B
CONSENT AND CERTIFICATE OF DIRECTOR(S) OR SECRETARY OF PROPOSED
COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**CONSENT AND CERTIFICATE OF DIRECTOR (S) OR
SECRETARY OF PROPOSED COMPANY**

(section 21 (1) (c))

Name of proposed company.....

Name reservation number.....

Director's /secretary's surname*.....

First name(s).....

Identity number**.....

Residential address.....

.....

I consent to act as a director/secretary* of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director/ secretary* of a company.

Name..... Date.....

Identity number**.....

Signature.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

* Delete if not applicable.

** Passport number applicable to non citizens only.

**Form 2C
APPLICATION FOR REGISTRATION OF A COMPANY HAVING A SHARE CAPITAL**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR REGISTRATION OF A COMPANY
HAVING A SHARE CAPITAL**

(section 21 (1) (d) (i) and 21 (2) (c) and (d)

Name of proposed company.....

Name reservation number.....

Shareholders

The following persons are the shareholders of the proposed company:

Name of shareholder(s)*	Identity number(s)**	Residential address	Number of shares to be issued to each shareholder	Class of shares	The amount to be paid or other consideration	Signature of shareholder(s)	Date

* Please give surname in **BLOCK** letters followed by first name(s).

** Passport number applicable to non citizens only.

Presented by

Identity number**

Signature

Date

Postal address

E- mail address.....

Telephone.....

Facsimile.....

**Form 2D
CONSENT TO SHAREHOLDER(S) OR AUTHORISED AGENT**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CONSENT TO SHAREHOLDER(S) OR AUTHORISED AGENT

(section 21 (1) (d) (i) (iv))

Name of proposed company.....

Name reservation number.....

Name of shareholder(s)/ authorised agent*	Identity number(s)**	Physical address	Number of shares	Class of shares

***In the case of a natural person, please give surname in BLOCK letters followed by first name(s).
Passport number applicable to non citizens only.

The person(s) named above consent(s) to being a shareholder(s) in the proposed company and to taking the class and number of shares specified.

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by

Identity Number**

Postal address

E-mail address.....

Telephone.....

Facsimile.....

***Delete if not applicable.**

**Form 2E
APPLICATION FOR REGISTRATION OF A CLOSE COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

APPLICATION FOR REGISTRATION OF A CLOSE COMPANY

(section 21 (1) (d) (ii))

Name of proposed company.....

Name reservation number.....

Members of the Close Company

The following persons are members of the proposed close company:

Name of member(s)*	Identity number(s)**	Residential address	Percentage of each member's interest	Particulars of each members contribution	Signatures of members	Date

Please give surname in BLOCK letters followed by first name(s)

**** Passport number applicable to non citizen only.**

Physical Address of the proposed Registered Company.....

.....

Physical Address of the proposed
Principal Place of Business

.....

Postal Address to
which communication
from the Registrar
may be sent

.....

.....

Presented by.....

Identity number**

Signature.....

Date.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

Form 2F
CONSENT OF A MEMBER OF A CLOSE COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CONSENT OF A MEMBER OF A CLOSE COMPANY

(section 21 (1) (d) (ii))

Name of proposed company.....

Name reservation number.....

Member's surname*.....

First name(s).....

Identity number**.....

Residential address.....

.....

I consent to act as a member of the above proposed company.

Full name(s).....Date.....

Signature.....

Presented by.....

Identity number**.....

Postal address.....

E-mail address.....

Telephone.....

Facsimile.....

* If it is more than one member, each of the members should fill in a separate form.

** Passport number applicable to non citizens only.

**Form 2G
APPOINTMENT OF AN ACCOUNTING OFFICER (CLOSE COMPANY)**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

APPOINTMENT OF AN ACCOUNTING OFFICER (CLOSE COMPANY)

(section 273 (1))

Name of proposed company.....

Name reservation number.....

Accounting Person's / Firm's Name*.....

Identity number**.....

Residential Address.....

.....

Is appointed as an Accounting Officer of the above proposed close company.

First name(s).....Date.....

Identity number**.....

Signature.....

Presented by.....

Identity number**.....

Postal address.....

E-mail address.....

Telephone.....

Facsimile.....

***Delete if not applicable.**

**** Passport number applicable to citizens only.**

**Form 2H
APPLICATION FOR REGISTRATION OF A COMPANY LIMITED BY GUARANTEE**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR REGISTRATION OF A COMPANY
LIMITED BY GUARANTEE**

(section 21 (1) (d) (iii))

Name of proposed company.....

Name reservation number.....

Members of Company Limited by Guarantee

The following persons are members of the proposed company limited by Guarantee

Name of member(s)*	Identity number(s)**	Residential address	The amount to be contributed to assets of the company in the event of winding up

*Please give surname in **BLOCK** letters followed by first name(s).

**Passport number applicable to non citizens only.

Form 21

CONSENT OF A MEMBER OF A COMPANY LIMITED BY GUARANTEE



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CONSENT OF A MEMBER OF A COMPANY LIMITED BY GUARANTEE

(section 21 (1) (d) (iii))

Name of proposed company.....

Name reservation number.....

Member's surname*.....

First name(s).....

Residential address.....

.....

I consent to act as a member of the above proposed company and undertake to contribute the amount of P..... to the assets of the company, in the event of its being wound up while I am a member, or one year after ceasing to be a member, for payments of debts and liabilities.

Signature.....

Date.....

Name.....

Identity number**.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

*** If it is more than one member, each of the members should fill in a separate form.**

****Passport number applicable to non citizens only.**

**Form 3
SOLEMN DECLARATION**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

SOLEMN DECLARATION

(section 21 (3))

I, the undersigned,.....

Identity number*.....

Do hereby solemnly declare:

1. That I am.....
2. That I have been engaged in the formation of.....
3. That all the requirements of the Companies Act have been complied with in respect of the formation of the said company.

.....
Deponent's Signature

SWORN AND SIGNED BEFORE ME at

this..... day of....., 20.....

.....
Commissioner of Oaths

*Passport number applicable to non citizens only.

**Form 4
CERTIFICATE OF INCORPORATION**



REPUBLIC OF BOTSWANA

COMPANIES ACT

CERTIFICATE OF INCORPORATION

(section 22 (c))

Company Number.....

I hereby certify that.....

.....

Is this day incorporated under the Companies Act, and that the liability of the members is limited.

Given under my hand at.....thisday of....., 20.....

.....
REGISTRAR/DEPUTY REGISTRAR

**Form 5
APPLICATION TO CHANGE NAME OF COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

APPLICATION TO CHANGE NAME OF COMPANY

(section 34 (1) (a))

The application must be made by a person authorized under the constitution of the company or by a director of the company with the approval of the board.

Please give the applicant's surname in BLOCK letters followed by first name(s)

Present company name.....

Company number.....

Full name of applicant.....

Identity number**.....

Postal Address.....

.....

E-mail address.....

Proposed company name.....

Name reservation number.....

The notice reserving the proposed name of the company is attached to this application.

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*.....

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail.....

Telephone

Facsimile.....

* Delete if not applicable.

**Passport number applicable to non citizens only.

**Form 6
CERTIFICATE OF INCORPORATION RECORDING CHANGE OF NAME**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CERTIFICATE OF INCORPORATION RECORDING CHANGE OF NAME

(section 34 (4) (b))

Company number.....

I, the undersigned, in my capacity as Registrar of Companies for the Republic of Botswana hereby certify that:

.....

.....
has, with the approval of a special resolution and my approval in terms of section 34 (4) (b) of the Companies Act, 2003, changed its name and that the new name has been entered in the register of companies in place of the former name to read:

.....

.....

GIVEN under my hand at.....this.....day of.....20.....

.....
REGISTRAR/DEPUTY REGISTRAR

Seal/Stamp

Form 7
NOTICE OF ADOPTION / ALTERATION / REVOCATION OF CONSTITUTION



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF ADOPTION/ALTERATION/REVOCATION
OF CONSTITUTION**

(section 43 (4))

Company name

Company number

The above named company has Adopted a constitution
(Please tick X in the appropriate box) Altered its constitution
 Revoked its constitution

The company adopted /altered /revoked* its constitution on

.....
Day Month Year

A copy of the constitution as adopted/altered* must be attached to this notice

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*

Date

Presented by

Identity number**.....

Postal address

.....

E-mail address

Telephone

Facsimile

*Delete if not applicable.

**Passport number applicable to non citizens only.

Form 8
NOTICE OF ISSUE OF SHARES



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF ISSUE OF SHARES

(section 50 (1) and (4) (a))

Company name

Company number

Amount of the company's stated capital

Set out in the table below are particulars of the issue of shares by the above named company.

Name of Shareholder(s)	Identity number(s)**	Residential address	Class of shares	Number of shares	Amount of consideration for which the shares have been issued or value	Date of issue	Amount of stated capital following issue

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

***Delete if not applicable.**

****Passport number applicable to non citizens only.**

Form 9
NOTICE OF CALLS ON SHARES



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF CALLS ON SHARES

(section 55 (1))

Company name.....

Company number.....

Set out below is the amount of the call or its value as determined by the Board and the amount of stated capital of the company following the making of the call.

Number of shares	Value of Shares	Class of shares

<i>Summary of share capital</i>		
<i>Opening balance of stated capital</i>	<i>Amount on the call</i>	<i>Closing balance of stated capital following the making of call</i>

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by

Identity number**

Postal address.....

.....

E-mail address

Telephone.....

Facsimile.....

* Delete if not applicable.

** Passport number applicable to non citizens only.

Form 10
NOTICE OF REDUCTION OF STATED CAPITAL



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF REDUCTION OF STATED CAPITAL

(section 59 (6))

Company name.....

Company number.....

Set out in the table below are particulars relating to the reduction of stated capital.

<i>Class of shares</i>	<i>Amount of stated Capital</i>	<i>Amount of the Reduction</i>	<i>Reduced amount of stated capital</i>

Name of director/authorised agent *.....

Identity number**.....

Signature of director/authorised agent*

Date

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address

Telephone.....

Facsimile.....

* Delete if not applicable.

** Passport number applicable to non citizens only.

Form 11

NOTICE OF ACQUISITION OR REDEMPTION BY COMPANY OF OWN SHARES



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF ACQUISITION OR REDEMPTION BY COMPANY
OF OWN SHARES**

(section 66 (8))

Company name

Company number

Set out in the table below are particulars of acquisition or redemption by the above named company of its own shares.

<i>Name of person(s) from whom shares acquired or redeemed</i>	<i>Number of shares acquired or redeemed</i>	<i>Class of share acquired or redeemed</i>	<i>Date of acquisition or redemption</i>

SUMMARY OF SHARE CAPITAL		
<i>Opening balance of stated capital</i>	<i>Amount of acquisition or redemption</i>	<i>Closing balance of stated capital following the acquisition or redemption</i>

In the case of a natural person give surname in BLOCK letters followed by first name(s)

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by

Identity number**

Postal Address

.....

E-mail Address.....

.....

Telephone.....

Facsimile.....

* Delete if not applicable.

**Passport number applicable to non citizens only.

**Form 12
NOTICE OF THE PLACE WHERE SHARE REGISTERS ARE KEPT**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF THE PLACE WHERE SHARE REGISTERS ARE KEPT

(section 84 (3) (a))

Company name

Company number

To the Registrar of Companies

Limited hereby gives you notice, in accordance with section 84 (3) (a) of the Companies Act, that the register of shares of the company is kept at *(Physical address)*

.....

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by.....

Identity number**

Postal address.....

.....

E-mail address

Telephone.....

Facsimile.....

***Delete if not applicable.**

****Passport number applicable to non citizens only.**

**Form 13
CONSENT AND CERTIFICATE OF DIRECTOR OR DIRECTORS OF AN EXISTING
COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**CONSENT AND CERTIFICATE OF DIRECTOR OR DIRECTORS
OF AN EXISTING COMPANY**

(section 147)

Company name

Company number

I consent to act as a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of company.

Full names*.....

Identity number**.....

Residential address.....

.....

Date

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

* Please give surname in **BLOCK** letters followed by first names.

**Passport number applicable to non citizens only.

**Form 14
NOTICE OF CHANGE OF DIRECTORS OR SECRETARY AND PARTICULARS OF
DIRECTORS OR SECRETARY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF CHANGE OF DIRECTORS OR SECRETARY AND PARTICULARS
OF DIRECTORS OR SECRETARY**

(section 155)

Company name

Company number

DIRECTOR/SECRETARY CEASING TO HOLD OFFICE

Director's/secretary's surname*

First name (s).....

Identity number**

Residential address.....
.....

Date which director/secretary ceased to hold office*

.....
Day Month Year

APPOINTMENT OF NEW DIRECTOR/SECRETARY

Director's/secretary's surname*

First name(s).....

Identity number**

Residential address.....
.....

Date of Appointment
Day Month Year

In the case of the appointment of new director, the consent and certificate of the new director must be attached to this form (Please use form 13 for this purpose)

Change of name and
Residential address
and or other particulars
of a director/ secretary *

.....
.....
.....

Date of Change
Day Month Year

Presented by.....

Identity number**.....

Postal address.....

.....

E-Mail address.....

Telephone.....

Facsimile.....

*Delete if not applicable.

**Passport number applicable to non citizens only.

Form 15
NOTICE OF CHANGE OF REGISTERED OFFICE



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF CHANGE OF REGISTERED OFFICE

(section 184 (2))

Company name

Company number

Former address of registered office

Address of new registered office (*Physical address*).....

.....

.....

The change in the registered office of the company takes effect on

.....

Day

Month

Year

Postal address to which Communication from
the Registrar may be sent

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*

Date

Presented by.....

Identity number**.....

Postal address

.....

E-mail address.....

Telephone.....

Facsimile.....

*** Delete if not applicable.**

****Passport number applicable to non citizens only.**

Note. Section 183 (2) of the Companies Act 2003 provides that —

- (1) The description of the registered office shall state the address of the registered office;**
- (2) Where the registered office is at the offices of any firm of a chartered accountant, attorney at law, or any other person, such description shall state —**
 - (a) that the registered office of the company is at the offices of that firm or person;**
 - and**
 - (b) Particulars of the location in any building of those offices.**

Note: The date on which the change of registered office takes effect must be at least 5 working days after the date on which this notice is registered.

Form 16

NOTICE OF PLACE WHERE ACCOUNTING RECORDS WERE KEPT AND OF ANY CHANGE IN THAT PLACE (IF NOT KEPT AT THE REGISTERED OFFICE)



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

NOTICE OF PLACE WHERE ACCOUNTING RECORDS WERE KEPT AND OF ANY CHANGE IN THAT PLACE (IF NOT KEPT AT THE REGISTERED OFFICE)

(section 190 (2))

Company name

Company number

The accounting records of the above mentioned company;

(a) were kept at *(Physical address)*.....

.....

(b) will be changed to *(Physical address)*.....

.....

With effect from
Day Month Year

Postal Address to which Communication from
The Registrar may be sent

.....
.....

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address

Telephone

Facsimile.....

***Delete if not applicable.**

****Passport number applicable to non citizens only.**

Form 17

CONSENT OF DIRECTOR / SECRETARY OF AMALGAMATED COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CONSENT OF DIRECTOR/SECRETARY OF AMALGAMATED COMPANY

(section 226 (f))

Name of amalgamated
company.....

Company number/
Name Reservation number*

I consent to act as a director/secretary* of the above amalgamated company and certify that I
am not disqualified from being appointed, or holding office as a director/secretary* of company.

Full names**.....

Identity number***.....

Residential address

Date

Presented by

Identity number***.....

Postal Address

Telephone.....

Facsimile.....

* Delete if not applicable.

**Please give surname in BLOCK letters followed by first names.

***Passport number applicable to non citizens only.

**Form 17A
CERTIFICATE OF DIRECTORS IN FAVOUR OF THE AMALGAMATION**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CERTIFICATE OF DIRECTORS IN FAVOUR OF THE AMALGAMATION

(sections 224 (2) and 225 (5))

Name of amalgamated
company.....

Company number/ Name Reservation number*.....

I/We* the undersigned certify that in our opinion the conditions set out in section 224 (2) or
225 (5) are satisfied on the following grounds:

.....
.....
.....
.....

Full names**	Identity number(s)***	Signatures	Date

Presented by.....

Identity number**

Date.....

*Delete if not applicable.

**Please give surname in BLOCK letters followed by first names.

***Passport number applicable to non citizens only.

**Form 17B
CERTIFICATE OF AMALGAMATION**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CERTIFICATE OF AMALGAMATION

(section 227 (1))

Company number.....

I, the undersigned, in my capacity as the Registrar of Companies for the Republic of Botswana hereby certify that;

.....
.....

.....
has with the approval of special resolutions by amalgamating companies and my approval in terms of section 227 (1) of the Companies Act, 2003, amalgamated their names and that the new name has been entered in the register of companies in place of the former name to read:

.....
.....
.....
.....

Given under my hand at

this day of, 20.....

.....
REGISTRAR/DEPUTY REGISTRAR.

**Form 18
REQUEST TO REMOVE COMPANY FROM REGISTER**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

REQUEST TO REMOVE COMPANY FROM REGISTER

(section 331 (d))

Company name

Company number

I

*(insert full name and identity number**)*

being a shareholder authorised by special resolution of the above-named company to make this application/a director authorised by the board of the above-named company to make this application/a person required or permitted by the constitution to make this application, request that the above-named company be removed from register.

The grounds on which this request is made are —

- (a) that the company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its constitution and this Act; or
- (b) that the company after paying its debts in full or in part has no surplus assets, and no creditor has applied to the court under section 369 for an order putting the company into liquidation.

The following documents shall accompany this request.

- (1) Written notice from the Commissioner of Taxes stating that the Commissioner has no objection to the company being removed from the register.
- (2) A copy of the special resolution under section 331 (d) (i) of the Companies Act 2003.

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Presented by

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

*** Delete if not applicable.**

****Passport number applicable to non citizens only.**

Form 19
RETURN OF ALTERATION OF PARTICULARS OF AN EXTERNAL COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

RETURN OF ALTERATION OF PARTICULARS OF AN EXTERNAL COMPANY

(section 347 (1))

Company name

Company number

Country in which
company is incorporated

**ALTERATION TO CONSTITUTION, CHARTER, STATUTES, MEMORANDUM OR
ARTICLES OR OTHER INSTRUMENT LODGED.**

The instrument consisting of the above named
company was altered on

.....
Day Month Year

A copy of the document by which alteration was made is attached.

CHANGE IN DIRECTOR(S) OF EXTERNAL COMPANY

Director(s) ceasing to hold office

Full name(s)*

Identity number**

Residential Address

.....

Date on which Director Ceased to Hold Office
Day Month Year

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

Appointment of a new Director

Director's name

Full Name(s)*

Identity number**.....

Residential Address.....

.....

E-mail Address.....

Date of Appointment
Day Month Year

Set out below are the names and residential addresses of the directors of the above named company at the date on which this notice is signed?

Full Names*	Identity numbers(s)**	Residential address

- *Please give surname in BLOCK letters.
- **Passport number applicable to non citizens only.
- ***Delete if not applicable.

CHANGE IN THE AUTHORISED AGENTS/ADDRESS OF AN AUTHORISED AGENT*.**

Name

Identity number**

Address

.....

Date on which an agent ceased to be an authorised Agent/change of address of Authorised Agent***

.....
Day Month Year

In the case of a natural person, please give surname in BLOCK letters, followed by first name(s).

Appointment of an Authorised Agent

Name

Address

.....

Date of Appointment
Day Month Year

CHANGE IN THE SITUATION OF REGISTERED OFFICE/PLACE OF INCORPORATION OR ORIGIN***

Date
Day Month Year

CHANGE IN THE NAME OF THE COMPANY

Date
Day Month Year

NEW COMPANY NAME

Name

Date
Day Month Year

Name of director/authorised agent***

- *Please give surname in BLOCK letters.
- **Passport number applicable to non citizens only.
- ***Delete if not applicable.

Identity number**.....

Signature of director/authorised agent***

Company name

Company number

DIRECTOR(S)/SECRETARY CEASING TO HOLD OFFICE

Director(s)/secretary's surname***

First name(s)

Identity number**.....

Residential address

.....

Date which Director(s) /Secretary ceased to
hold office*** Day Month Year

APPOINTMENT OF NEW DIRECTOR(S)/SECRETARY

Director's/Secretary's Surname***

First Name(s)

Identity number**.....

Residential Address

.....

Date of Appointment
Day Month Year

In the case of the appointment of a new director, the consent and certificate of the new director must be attached to this form (Please use form 13 for this purpose)

Change of name and
Residential Address
or other particulars
of a Director(s)/Secretary ***.....
.....

- *Please give surname in BLOCK letters.
- **Passport number applicable to non citizens only.
- ***Delete if not applicable.

.....
Date of Change
Day Month Year
Presented by.....
Identity number**.....
Postal address.....
.....
E-mail address
Telephone.....
Facsimile.....

***Please give surname in BLOCK letters.**
****Passport number applicable to non citizens only.**
*****Delete if not applicable.**

Form 20
NOTICE OF CESSATION OF BUSINESS IN BOTSWANA LODGED BY AN EXTERNAL COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF CESSATION OF BUSINESS IN BOTSWANA LODGED
BY AN EXTERNAL COMPANY**

(section 352 (1))

Company name.....

Company number.....

Country in which company is incorporated.....

The above company ceased to carry on business in Botswana with effect from

.....
Day Month Year

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*.....

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

*Delete if not applicable.

**Passport number applicable to non citizens only.

**Form 21
APPLICATION FOR REGISTRATION AND CONTINUATION OF A FOREIGN COMPANY IN
BOTSWANA**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR REGISTRATION AND CONTINUATION
OF A FOREIGN COMPANY IN BOTSWANA**

(section 355 (1) (2))

Company name

Company number

Country in which Company Incorporated.....

The following documents shall support this application in case of a foreign company:

- (a) a certified copy of the certificate of incorporation or other similar document that evidences its incorporation;
- (b) a copy of a resolution authorising the continuation of the company in Botswana;
- (c) a statement whether a company applies to be registered as a company limited by shares or by guarantee and whether as a public company or a private company;
- (d) a certified copy of a document defining its constitution;
- (e) a statement of the charges on the company's assets;
- (f) evidence acceptable to the Registrar that the company is not prevented from being registered as a company under this Act by either section 356 or 357;
- (g) the documents and information that are required to register a company under Part II of the Act;
- (h) If any document referred to above is not in English, a translation of the document certified in accordance with these regulations; and
- (i) any other documents and information the Registrar may require.

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

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

.....

Address of registered office in Botswana
.....
Presented by.....
Identity number**.....
Postal address.....
.....
E-mail address.....
.....
Telephone.....
Facsimile.....

* Delete if not applicable.
**Passport number applicable to non citizens only.

Form 22
CERTIFICATE OF REGISTRATION OF A FOREIGN COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CERTIFICATE OF REGISTRATION OF A FOREIGN COMPANY

(section 358 (1) (b))

Company Number.....

I HEREBY CERTIFY THAT:

.....

Which has been incorporated in

.....

having lodged its.....with
me, has this day been registered as a foreign company in the Republic of Botswana.

Given under my hand at GABORONE this.....day of....., 20.....

.....
REGISTRAR/DEPUTY REGISTRAR

Seal/Stamp

Form 23
CERTIFICATE OF REGISTRATION OF AN EXTERNAL COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

CERTIFICATE OF REGISTRATION OF AN EXTERNAL COMPANY

(section 345 (2))

Company number.....

I HEREBY CERTIFY THAT:

.....

Which has been incorporated in

.....

having lodged its.....with
me, has this day been registered as an external company in the Republic of Botswana.

Given under my hand at GABORONE this.....day of....., 20.....

.....
REGISTRAR/DEPUTY REGISTRAR

Seal/Stamp

Form 24

APPLICATION FOR REGISTRATION OF A STATUTORY CORPORATION AS A COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR REGISTRATION OF A STATUTORY
CORPORATION AS A COMPANY**

(section 355 (4) (5))

Company name

The following documents shall support this application, in case of a statutory corporation:

- (a) a copy of the law under which the statutory corporation was established;
- (b) a copy of the law authorising the continuation of the statutory corporation under this Act;
- (c) a statement whether the statutory corporation applies to be registered as a company limited by shares or by guarantee and whether as a public or a private company;
- (d) a certified copy of the documents defining its constitution;
- (e) a statement of the charges on the statutory corporation's assets;
- (f) the documents and information that are required to register a company under Part II of the Act; and
- (g) any other documents or information the Registrar may require.

Name of director/authorised agent*

Identity number**

Signature of director/authorised agent*

Date

Address of principal place of business.....

.....

Address of registered office

.....

Presented by.....

Identity number**
Postal address
E-mail address.....
Telephone.....
Facsimile.....

* Delete if not applicable.
**Passport number applicable to non citizens only.

Form 25
CERTIFICATE OF REGISTRATION OF STATUTORY CORPORATION AS A COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**CERTIFICATE OF REGISTRATION OF STATUTORY
CORPORATION AS A COMPANY**

(section 358 (1) (b))

Company number.....

I hereby certify that:

Which has been incorporated in

having lodged its.....has
this day been registered as a company in the Republic of Botswana.

Given under my hand at GABORONE this.....day of....., 20.....

.....
REGISTRAR/DEPUTY REGISTRAR

Seal/Stamp

Form 26
NOTICE OF SITUATION OF REGISTERED OFFICE OF AN EXTERNAL COMPANY



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF SITUATION OF REGISTERED OFFICE
OF AN EXTERNAL COMPANY**

(section 345 (1) (f))

Company name.....

Company number.....

To the Registrar of Companies.....

Limited hereby gives you notice, in accordance with section 345 (1) (f) of the Companies Act, that its registered office is situated at:

.....
.....

With effect from.....

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*

Dated.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

* Delete if not applicable.

**Passport number applicable to non citizens only.

**Form 27
CERTIFICATE OF CHANGE OR ALTERATION OF PARTICULARS OF AN EXTERNAL
COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**CERTIFICATE OF CHANGE OR ALTERATION OF PARTICULARS
OF AN EXTERNAL COMPANY**

(section 348 (1))

Company Number.....

I the undersigned, in my capacity as Registrar of Companies for the Republic of Botswana hereby certify that:

.....
.....

has made alteration in the authorised agents/ the address of an authorised agent/ the name of the company.

Given under my hand at.....this.....day of....., 20.....

.....
REGISTRAR/DEPUTY REGISTRAR

Seal/Stamp

Form 28
APPLICATION TO REMOVE FOREIGN COMPANY FROM THE REGISTER



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

APPLICATION TO REMOVE A FOREIGN COMPANY FROM THE REGISTER

(section 360 (2))

Company name.....

Company number.....

I.....(insert full name)

being a shareholder authorised by a special resolution of the above named company to make this application/a director authorised by the board of the above-named company to make this application / a person required or permitted by the constitution to make this application, request that the above named company be removed from the register.

Name of director/authorised agent *.....

Identity number**.....

Signature of director/authorised agent*

.....

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

***Delete if not applicable.**

****Passport number applicable to non citizens only.**

**Form 29
FORM OF SPECIAL RESOLUTION**



REPUBLIC OF BOTSWANA

COMPANIES ACT

FORM OF SPECIAL RESOLUTION

(section 96)

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

Company name

Company number.....

Notice of meeting given to members on.....day of....., 20.....

Passed on theday of....., 20.....

(State the contents of the resolution and the relevant section below)

.....
.....
.....
.....
.....

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*.....

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

*Delete if not applicable.

**Passport number applicable to non citizens only.

**Form 30
NOTICE OF FAILURE TO APPOINT OR RE-APPOINT AN AUDITOR AT AN ANNUAL
GENERAL MEETING**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**NOTICE OF FAILURE TO APPOINT OR RE-APPOINT AN AUDITOR
AT AN ANNUAL GENERAL MEETING**

(section 191 (4))

Company name.....

Company number.....

No auditor was appointed/re-appointed* at the General Meeting held on.....
day of....., 20.....

As at.....day of....., 20.....the
directors have appointed/re-appointed* an auditor for the company.

The Registrar is now requested to appoint a persons (s) in terms of section 191 (4) of the Act
to fill the vacancy.

Name of director/authorised agent*.....

Identity number**.....

Signature of director/authorised agent*

Date.....

Presented by.....

Identity number**.....

Postal address.....

.....

E-mail address.....

Telephone.....

Facsimile.....

***Delete if not applicable.**

****Passport number applicable to non citizens only.**

**Form 31
APPLICATION FOR CONVERSION OF A PRIVATE COMPANY INTO A CLOSE COMPANY**



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

**APPLICATION FOR CONVERSION OF A PRIVATE COMPANY
INTO A CLOSE COMPANY**

(section 278)

Company name.....

Company number.....

I/We*, the undersigned, being all the members of the above-named company apply for the conversion of this company into a close company.

I/We* state that —

- (a) every member of the company will become a member of the close company; and
- (b) upon conversion the assets of the close company, fairly valued, will exceed its liabilities, and that after conversion the close company will be able to pay its debts as they become due in the ordinary course of it business.

The following documents are lodged herewith:

- (a) a statement in writing by the auditor as required by section 191(b) of the Act; and
- (b) a founding statement in terms of section 246 of the Act.

Name(s) **	Identity number(s)***	Percentage of each member's interest	Signatures	Date

Aggregate contribution of members in Pula.....
Name of Person appointed to be an Accounting Officer.....
Identity number***.....
Signature.....
Postal address.....
.....
E-mail address.....
Name of director/authorised agent*.....
Identity number***.....
Signature of director/authorised agent*.....
Date.....
Presented by.....
Identity number***.....
Postal address.....
.....
E-mail address.....
Telephone.....
Facsimile.....

***Delete if not applicable.**
****Please give surname in BLOCK letters followed by first names.**
*****Passport number applicable to non citizens only.**

Form 32
STATEMENT OF PARTICULARS OF CHARGES



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

STATEMENT OF PARTICULARS OF CHARGES

(section 125 (3) and (4))

Name of company.....

Company number.....

Set out in the table below are particulars of charges on property of the company

Description of property	Charges created by the company	Charges on existing property acquired by the company	Date of creation by company/ acquisition	Amount secured by charges	Rate of interest payable on the charge	Method used to calculate variable interest	Name of person entitled to charges	Prohibition/ restriction contained in the instrument creating a charge	Power of the company to create any other charge or issue debentures

Where the holders of a series of debentures are entitled to the benefit of a charge complete below—

Description of property charged	Total amount secured by the whole series	Dates of resolutions authorizing the issue of series	Date of agency deed or other instrument by which the security is created/ defined	Name of trustee for debenture holders	Name of person entitled to charges

Presented by.....

Identity number*.....

Signature.....

Date.....

*Passport number applicable to non citizens only.

Form 33

FORM OF ANNUAL RETURN OF A COMPANY LIMITED BY GUARANTEE



REPUBLIC OF BOTSWANA

COMPANIES ACT

DOCUMENT
NUMBER

.....
FOR OFFICE
USE ONLY

FORM OF ANNUAL RETURN OF A COMPANY LIMITED BY GUARANTEE

(section 217 (6))

1. Form of Annual Return of a Company Limited by Guarantee.

Annual Return of the Company Limited made up to the date of the Annual Meeting.

Date of meetingor Resolution in lieu of meeting under section 107 (2) of the Act.

2. Physical and Postal Address of the registered office of the company

.....

3. Physical and Postal Address at which the register of members is kept (if not kept at registered office)

.....

4. Physical and Postal Address at which financial records are kept (if not kept at the registered office)

.....

5. Amount to be contributed by members to assets of the company in the event of winding up.

P.....

6. Total amount of indebtedness of the company P.....

Members of Company Limited by Guarantee

The following persons are members of the proposed company limited by Guarantee

Name of member(s)*	Identity number(s)**	Residential address	The amount to be contributed to assets of the company in the event of winding up

7. Indicate whether assets of the company are being mortgaged against the debt (Yes/No)***

8. Copy of the last Audited financial statements and Annual Report of the company.

Presented by:

Identity number**

Date:

*Please give surname in BLOCK letters followed by the first name(s).

**Passport number applicable to non citizens only.

***Delete if applicable.

AUDITOR OF COMPANY (QUALIFICATION FOR APPOINTMENT) ORDER

(under section 123(1)(a)(ii))

(23rd December, 1982)

ARRANGEMENT OF PARAGRAPHS

PARAGRAPH

- 1. Citation
- 2. Qualification for appointment as auditor of company

S.I. 33, 1985.

1. Citation

This Order may be cited as the Auditor of Company (Qualification for Appointment) Order.

2. Qualification for appointment as auditor of company

Any person shall be qualified to be appointed as an auditor of a company if he is a member of a body of accountants established in the Republic of South Africa.

COMPANIES WINDING-UP RULES

(section 523 and 527(8))

(5th September, 1969)

ARRANGEMENT OF RULES

RULE

1. Citation and application
2. Interpretation
3. Presentation of petition
4. Service of petition
5. Costs
6. Registration of order
7. Application to Master
8. Appointment of liquidator
9. Master's report
10. Notice of order
11. Failure to attend
12. Appointment of shorthand writer
13. Report to court
14. Report of offence
15. Record of examination
16. Misapplication, etc.
17. Application of rules
18. List of contributories
19. Holder of fully paid shares
20. Notice by liquidator
21. Advertisement
22. List open for inspection
23. Settlement of list
24. Application of Companies Act
25. Rules for meetings
26. First meeting
27. Method of convening meeting
28. Validity of proceedings
29. Place of meeting
30. Conduct of meeting
31. Costs of meeting
32. Presiding over meeting
33. Resolutions
34. Minutes
35. Report
36. Vote
37. Liquidator's application
38. Dispute of claim
39. Remuneration of liquidator
40. Carrying on of business by liquidator
41. Purchase by liquidator
42. Resignation of liquidator
43. Objection to liquidation account
44. Address for notice
45. Destruction, etc. of books and papers
46. Moneys collected by agent
47. Formal defects
48. Application by motion
49. Reference to the Master
50. Taxation

S.I. 86, 1969,
S.I. 40, 1970.

1. Citation and application

These Rules may be cited as the Companies Winding-Up Rules and shall, so far as applicable, apply to all proceedings in every winding-up and judicial management under the Companies Act.

2. Interpretation

In these Rules, unless the context or subject matter otherwise requires-

"**counsel**" means an advocate or an attorney;

"**the court**" means the High Court;

"**creditor**" includes a corporation and a firm of creditors in partnership;

"**Master**" means the Master of the High Court.

3. Presentation of petition

(1) The presentation of a petition in terms of section 370, or section 471 of the Act, shall be effected by filing the petition at the office of the registrar of the court, accompanied by proof of the lodging with the Master, or the officer designated by him, of a copy of the petition and of every affidavit confirming the facts stated therein, and in the case of a petition in terms of the first-mentioned section by a certificate of the Master, or of a magistrate or of a district officer that security has been found as required by that section.

(2) The setting down of the petition for hearing shall be effected in accordance with the rules and practice of the court.

4. Service of petition

Every petition shall, unless presented by the company, be served at the registered office, if any, of the company, and if there is no registered office, then at the principal or last known principal place of business of the company, if any such can be found, by leaving a copy with any member, officer or servant of the company there, or in case no such member, officer or servant can be found there, then by leaving a copy at such registered office or principal place of business, or by serving it on such member, officer or servant of the company as the court may direct; and where the company is being wound up voluntarily, the petition shall also be served upon the liquidator (if any), appointed for the purpose of winding up the affairs of the company.

5. Costs

All costs and charges incurred, and all advances made by the Master on account of the company, and all costs and charges incurred by the Master in connection with a company under judicial management, shall, subject to any order of the court, be costs in the winding-up or judicial management, as the case may be.

6. Registration of order

(1) Every officer receiving a copy of an order transmitted to him in terms of section 377 of the Act shall register the order and note thereon the day and hour when it was received.

(2) The deputy sheriff, if the Master so directs, shall proceed forthwith to attach the movable assets of the company and, in doing so, shall follow as far as may be the procedure laid down by section 19 of the Insolvency Act.

(3) The deputy sheriff shall transmit to the Master without delay an inventory of all property attached by him and known to belong to the company.

(4) Where a liquidator is in office, the Master shall not direct the deputy sheriff to attach the property of the company except, upon the application of the liquidator, or if for some special reason, he thinks fit.

(5) The charges and expenses of the deputy sheriff in effecting the attachment shall be in accordance with the scale of charges and expenses for the time being in force in insolvency and shall be entitled to the like preference as the sheriff's costs under section 83 of the Insolvency Act.

7. Application to Master

(1) Every person who, under section 378 of the Act, is required to submit and verify a statement as to the affairs of the company, shall apply to the Master for instructions for the

preparation of such statement.

(2) It shall be the duty of every such person to attend on the Master either before or after the statement of affairs has been submitted at such times and places as the Master may appoint, and to give the Master all information that he may require.

(3) No such person shall incur any costs or expenses in or about the preparation or making of the statement without first submitting to the Master an estimate of the costs and expenses which it is intended to incur.

(4) Any such costs and expenses incurred without the previous sanctions of the Master may be disallowed by the Master.

8. Appointment of liquidator

As soon as possible after the meetings mentioned in section 382 of the Act (hereinafter called "the first meetings"), all creditors and contributories have been held, the Master shall proceed to appoint a liquidator or liquidators in terms of subsections (2) and (3) of the said section.

9. Master's report

(1) The Master's report pursuant to section 379 of the Act may be presented by counsel, or, if the Master thinks fit, may be submitted through the registrar of the court under cover of a letter.

(2) The court may in every case refer the report back to the Master and require that it shall be presented through counsel.

10. Notice of order

(1) Where the court has made an order under section 401 of the Act directing any person to attend for public examination, notice of the order and of the time and place appointed for the holding of the examination shall be served through a deputy sheriff.

(2) The Master shall give public notice of the time and place appointed for the holding of a public examination by advertisement in the *Gazette* and such newspapers, if any, as the court may direct.

11. Failure to attend

If any person who has been directed by the court to attend for public examination fails to attend at the time and place appointed for the holding of the same, and no good cause is shown for such failure, and it has been proved to the satisfaction of the court that notice of the order and of the time and place so appointed has been duly given to such person, or if before the day appointed for the examination the court is satisfied that such person has absconded, or that there is reason to believe that he is about to abscond with the intention of avoiding examination, it shall be lawful for the court, without any further notice, to issue a warrant for the arrest of the person required to attend, or to make such other order as the court shall think just.

12. Appointment of shorthand writer

(1) If the court or the person before whom any examination under the Act and these Rules is directed to be held shall in any case, and at any stage of the proceedings, be of the opinion that it would be desirable that a person (other than the person before whom the examination was taken) should be appointed to take down the evidence of any person examined, in shorthand or otherwise, it shall be competent for the court or person before whom the examination is taken to make such appointment.

(2) Every person so appointed shall be paid a sum not exceeding P5 a day, and a sum not exceeding 10 thebe per folio of 90 words for any transcript of the evidence or copy of such transcript that may be required, and such sums shall be part of the costs in the winding-up.

13. Report to court

(1) If a person examined before the Master or other person who has no power to commit for contempt of court, refuses to answer to the satisfaction of the Master or such other person any questions which may lawfully be put to him, the Master or such other person shall report such refusal to the court, and upon such report being made the person in default shall be in the

same position, and be dealt with in the same manner, as if he had made default in answering before the court.

(2) The report shall be in writing but without affidavit, and shall set forth the question put, and the answer, if any, given by the person examined.

(3) The Master or such other person shall furnish a copy of such report to the person examined.

14. Report of offence

When in the course of an examination before a commissioner for the purpose of taking evidence under the Act, or in the course of an examination before an officer, it shall appear that any person has been guilty of an offence, the commissioner or such officer, when forwarding to the Master a record of the examination, shall make mention in writing of the facts in evidence which appear to him to constitute such offence, and thereupon the Master shall submit the record to the Attorney-General.

15. Record of examination

(1) The record of every examination of witnesses under the Act and these Rules shall be filed in the office of the Master and (except for the record of a public examination) shall not be opened to the inspection of any person other than the liquidator or his attorney unless the court shall so direct.

(2) The court may from time to time give general or special directions to the Master as to the custody and inspection of any such record and the furnishing of copies or extracts therefrom.

(3) Any person divulging any information obtained from any such record to any person for whose inspection the record was not open shall be guilty of contempt of court.

16. Misapplication, etc.

Where an order has been made for the public examination of persons named in the order, pursuant to section 401 of the Act, or where an examination takes place before the Master or an officer, and it appears from the examination that the persons examined or some of them have misapplied or retained or become liable or accountable for moneys or property of the company, or been guilty of misfeasance or breach of trust in relation to the company, or any creditor of the company, then in any proceedings subsequently instituted under section 477 of the Act, for the purpose of examining into the conduct of the said persons, or any of them, and compelling repayment or restitution to the company of any moneys or property or contribution by way of compensation to the associates of the company by such person or any of them, the record of the examination of each person who was examined shall, subject as hereinafter mentioned, and to any order or directions of the court, as to the manner and extent in and of each record shall be used, and subject to all just exception to the admissibility in evidence against any particular person or persons of any of the statements contained in the record, be admissible in evidence against any of the persons against whom the application is made, who has or had the opportunity of being present at and taking part in the examination:

Provided that before any such record of an examination shall be used on any such application, the person intending to use the same shall, not less than 15 days before the day appointed for hearing the application, give notice of such intention to each person against whom it is intended to use such record or any part thereof, specifying the part which it is intended to read against him, and furnish him with copies thereof (except the record of the persons under depositions), and provided also that every person against whom the application is made shall be at liberty to cross-examine or re-examine (as the case may be) any person, the record of whose examination is read.

17. Application of rules

The rules as to lists of contributories and calls as hereinafter set out shall apply only in a winding-up by the court.

18. List of contributories

(1) The liquidator shall, with all convenient speed, prepare a list in alphabetical order of the contributories of the company and shall set opposite the name of each contributory, his address and the number of shares (with their distinctive numbers) for which he has placed him on the list, and, if a call is to be made, the name of each contributory to be included in the call, the amount of the call to be made upon him, and the number of the shares (with their distinctive numbers) in respect of which it is proposed to make the call.

(2) In the preparation of the list, the liquidator shall observe the requirements of section 391(2) of the Act as regards representative contributories.

(3) He shall further distinguish between contributories who are present members of the company, including present members in a list to be styled the "A" list which shall be prepared forthwith, and past members in a list to be styled the "B" list, which shall be prepared when it is ascertained that there is an unsatisfied debt or liability for which under the Act those past members are liable and that the present members are unable to satisfy the contributions required to be made by them in pursuance of the Act.

19. Holder of fully paid shares

It shall not be necessary to include a holder of fully paid up shares in the list of contributories mentioned in the last preceding rule unless there is or likely to be a surplus for distribution among shareholders.

20. Notice by liquidator

(1) The liquidator shall forthwith give notice to every person whom he has placed on the list of contributories stating-

- (a) (i) in what character, that is whether as a past or present member, and whether in his own right or as the representative of, or as being liable for the debts of, some other person; and
- (ii) for what number of shares (with their distinctive numbers) he has been placed on the list;
- (b) if he is to be included in a call, the amount of the call to be made upon him, and the number of the shares (with their distinctive numbers) in respect of which it is proposed to make the call upon him;
- (c) the date upon which application will be made to the court to settle the list of contributories of call; and
- (d) the period during which the lists will be lying open for inspection with the Master and the time within which objection thereto may be lodged with the Master as provided in rule 21.

(2) If the contributory has supplied to the company an address within Botswana for the sending of notices to him (hereinafter referred to as "the registered address"), notice to that address shall be sufficient.

(3) Before giving the said notice, or the notice mentioned in rule 21, the liquidator shall consult the Master in regard to the date of the application to settle the list.

21. Advertisement

The liquidator shall give notice by advertisement in the *Gazette* that the list will lie open in the office of the Master for inspection by alleged contributories for a period of 21 days from the date of publication of the notice, or for such longer period as the Master shall have directed; and that during the said period objections to the list may be lodged with the Master in writing, in triplicate, and thereafter the list will be submitted for settlement upon the date mentioned in the notice.

22. List open for inspection

(1) Every list of contributories and calls shall lie open in the office of the Master for inspection of the alleged contributories for a period of 21 days, or for such longer period as the Master shall direct, not being less, if any alleged contributory is resident outside Botswana, than 11 weeks; and during the advertised period objections may be lodged with the Master in writing.

(2) Thereafter, upon the date approved by the Master, the liquidator shall make application to the court for settlement of the list, and the court, upon considering the same, and, upon the report from the Master, and the objections thereto, shall settle the list or direct the liquidator to proceed by way of summons or make such other order as the court shall deem just.

(3) Objections lodged with the Master under this rule shall be lodged in triplicate.

23. Settlement of list

A list of contributories so settled shall be the list of contributories of the company, but without prejudice to any power possessed by the court to re-settle the list as justice may require.

24. Application of Companies Act

The provisions of section 396 of the Act shall apply to a list of calls settled as aforesaid as though a list so settled were an order made by the court on the contributories mentioned therein; and shall be enforceable at the option of the liquidator by writ of execution taken out in the court or in the magistrate's court for the district in which the contributory resides, or partly in one way and partly in the other.

25. Rules for meetings

Except where the context otherwise requires, the rules as to meetings hereinafter set out shall apply under Parts XXVI and XXVII of the Act, but shall take effect as to meetings held by direction of the court, subject to any express directions of the court.

26. First meeting

The first meetings of creditors and contributories shall be held as soon as may be after the final winding-up order.

27. Method of convening meeting

(1) Meetings of creditors shall be convened-

- (a) in winding-up by the court as nearly as may be in the manner provided by the law relating to insolvent estates;
- (b) in a voluntary winding-up, whether by members or creditors, by giving at least 10 days' notice of the meeting of the creditors by advertisement once in the *Gazette* and once at least in two newspapers circulating in the district where the registered office or principal place of business of the company is situate;
- (c) in a judicial management in such manner as the court, or, failing the court, the Master, shall direct.

(2) Meetings of contributories shall be convened-

- (a) in a winding-up by the court as follows-
 - (i) the first meeting shall be convened by the Master, other meetings by the liquidator;
 - (ii) meetings shall be convened upon the same notice as is required by this rule, in the case of meetings of creditors in a winding-up by the court provided that the Master may direct that the same notice is given to contributories as is required by this rule in the case of meetings of contributories in a voluntary winding-up;
- (b) in a voluntary winding-up by the liquidator by giving not less than 10 days' notice of the time and place of the meeting by advertisement in the *Gazette*, and by sending, not less than 10 days' before the day appointed for the meeting, notice of the time and place of the meeting to every person appearing by the company's books or otherwise to be a contributory of the company.

(3) The notice to any such person shall be sent to his registered address, or, failing a registered address, to such other address within Botswana or elsewhere as may be known to the liquidator.

(4) Meetings of a company under judicial management shall be convened in such manner as the court, or, failing the court, the Master, may direct.

28. Validity of proceedings

Where a meeting of creditors or contributories was summoned by a personal notice, the proceedings and resolutions at the meeting shall, unless the court otherwise orders, be valid

notwithstanding that some creditors or contributories may not have received the notice sent to them.

29. Place of meeting

(1) Meetings of creditors, of contributories, and of a company under judicial management, shall be held at such place as is, in the case of a winding-up by the court or judicial management, in the opinion of the Master, or, in the case of a voluntary winding-up, in the opinion of the liquidator, most convenient for the majority of the creditors or contributories or both.

(2) Different times or places or both may, if thought expedient, be named for the meeting of creditors and for the meeting of contributories.

30. Conduct of meeting

The liquidator may, and if thereto required by creditors having in value one-fourth of the votes of all creditors who have proved their claims, or by contributories holding one-fourth of the voting power of the contributories, or, in the case of a winding-up by the court, if thereto required by the Master, shall, subject to the provisions of rules 31 and 32, from time to time, summon, hold, and conduct general meetings (hereinafter called "liquidator's meetings") of creditors and contributories for the purpose of ascertaining their wishes in all matters relating to the winding-up.

31. Costs of meeting

(1) The costs of summoning any meeting of creditors or contributories, at the instance of any person other than the Master or the liquidator, shall be paid by the person at whose instance it is summoned, who shall before the meeting is summoned deposit with the liquidator such sum as may be required by him as security for the payment of such costs.

(2) Where by the Act or these Rules notice of a meeting is required to be sent, whether to creditors or contributories, the costs of summoning the meeting, including all disbursements for printing, stationery, postage, and the hire of rooms, shall be calculated at the following rate for each creditor or contributory to whom notice is required to be sent, namely, 30 thebe per creditor or contributory for the first 20 creditors or contributories, 12 thebe per creditor or contributory for the next 30 creditors or contributories, 10 thebe per creditor or contributory for a number of creditors or contributories after the first 50.

(3) The costs of the meeting shall be repaid out of the assets of the company if the court shall by order, or if the creditors or contributories, whichever is the body affected by the payment, shall by resolution so direct.

32. Presiding over meeting

(1) Meetings of creditors or contributories in a winding-up by the court shall be presided over by the Master, a magistrate, a District Commissioner or an officer appointed by the Master in like manner as is provided by section 39 of the Insolvency Act, for the holding of meetings in respect of insolvent estates:

Provided that where meetings of creditors and contributories are not held at the same time or are not held in the same place, the liquidator shall be the chairman of the meetings of contributories.

(2) The chairman of a meeting held by direction of the court shall be such person as the court shall appoint:

Provided that the court may appoint a chairman merely for the purpose of receiving and scrutinizing the powers of attorney and proxies intended for use at the meeting with power to the meeting either to confirm the appointment of such chairman or to elect some other person in his place.

33. Resolutions

(1) At a meeting of creditors in any winding-up, resolutions shall be put and the votes thereon shall be taken and counted *mutatis mutandis* in like manner and with the like results as if the meeting were a meeting in respect of an insolvent estate convened for the transaction of

similar business.

(2) At a meeting of contributories in any winding-up, a resolution shall be deemed to be passed when a majority in value of contributories present personally or by proxy have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the articles.

(3) It shall be the duty of the provisional liquidator without notice, or, if there is no provisional liquidator, then of the secretary, any director, or other officer of the company, upon receiving 10 days' notice thereof from the Master, to attend at the first meeting with the books of the company, and to give the chairman all information he may require as to the shareholding of each contributory, and as to the votes conferred on each contributory by the articles. Failure to comply with the said notice shall be deemed to be contempt of court.

34. Minutes

(1) Minutes shall be kept of the proceedings at every meeting of creditors and contributories, and shall be signed by the presiding officer or chairman.

(2) The original minutes of all meetings in a winding-up by the court or in a voluntary winding-up or in a judicial management shall be filed in the Master's office. Where such meetings are not held before the Master, the minutes shall be transmitted to the Master by the presiding officer or chairman as soon as possible.

35. Report

(1) The liquidator shall as soon as practicable and, unless with the consent of the Master, not later than three months after the date of his appointment, submit to a general meeting of creditors and contributories a report-

- (a) as to the amount of capital issued, subscribed and paid up and the estimated amount of assets and liabilities;
- (b) if the company has failed, as to the causes of the failure;
- (c) whether in his opinion further enquiry is desirable as to any matter relating to the promotion, formation or failure of the company, or the conduct of its business;
- (d) whether the company has kept the books and accounts required by the Act, and, if not, in what respect such requirement has not been complied with;
- (e) as to the progress and prospects of the liquidation; and
- (f) as to any other matter which he may think fit or in regard to which he may desire the directions of the creditors or the contributories.

(2) The report of the liquidator shall be annexed to the minutes of the meeting at which it is presented; and the liquidator shall lodge with the report two copies thereof.

36. Vote

(1) At any meeting of creditors or contributories, a creditor or contributory may vote either personally or by an agent specially authorized thereto or acting under a general power of attorney.

(2) A power of attorney or proxy intended to be used at any meeting of contributories shall be lodged with the presiding officer or chairman not later than 24 hours before the advertised time of the meeting at which it is to be used, and, in default thereof, shall be deemed to be invalid for the purpose of voting at the meeting.

37. Liquidator's application

(1) A liquidator's application to court for directions under section 385 of the Act or for leave to exercise any of the powers mentioned in section 384(5) of the Act, may be made by petition *ex parte*.

(2) In his petition, in addition to other relevant matters, he shall state the steps, if any, taken by him to ascertain the wishes of creditors and contributories in regard to the matter of his application; and if the matter has been submitted to a meeting of creditors or contributories, he shall attach to his petition a copy of the minutes of the proceedings thereat or so much thereof as shall be relevant to the application.

(3) Applications for leave to do any act or to exercise any power conferred on him under section 384(7) of the Act shall not be made to the court.

(4) The registrar of the court shall forward every such application to the Master for his report before setting down the same for hearing.

38. Dispute of claim

(1) A liquidator, who under the provisions of section 44 of the Insolvency Act, as applied by section 432 of the Act, shall report to the Master his reasons for disputing a claim, shall at the same time-

- (a) forward to the creditor a copy of his reasons as submitted to the Master, and give notice to the creditor that he is to show cause to the Master within 14 days, or within such longer period as upon application to him the Master may allow, why his claim shall not be expunged or reduced; and
- (b) certify to the Master that he has done so.

(2) If the creditor disputes the liquidator's contentions, he shall show cause to the Master in writing and, at the same time, shall forward to the liquidator copies of any documents submitted by him to the Master; and thereupon the liquidator shall submit his remarks in writing to the Master.

39. Remuneration of liquidator

Except as provided by the Act or these Rules, a liquidator shall not under any circumstances ever make any arrangement for, or accept from any attorney, auctioneer, or any other person, whether connected with the company of which he is liquidator or not, or from any person who is employed in or in connection with the winding-up of the company, any gift, remuneration or pecuniary or other consideration or benefit whatever in connection with the liquidation of the company beyond the remuneration to which under the Act he is entitled as liquidator, nor shall he make any arrangement for giving up, or give up, any part of such remuneration to any such attorney, auctioneer, or other person.

40. Carrying on of business by liquidator

Where the liquidator carries on the business of the company he shall not, without the express sanction of the court, purchase goods for the carrying on of such business from any person whose connection with the liquidator is of such a nature as would result in the liquidator obtaining any portion of the profit (if any) arising out of the transaction.

41. Purchase by liquidator

(1) Except by leave of the court, neither the liquidator, while acting as liquidator, either directly or indirectly, by himself or any partner, clerk, agent or servant, nor the wife of the liquidator, shall become purchaser of any part of the company's assets.

(2) Any purchase made contrary to the provisions of this rule may be set aside by the court on the application of the Master or any creditor or contributory, and the court may make such order as to costs as the court thinks fit.

42. Resignation of liquidator

(1) A liquidator in a winding-up by the court desiring to resign shall, when applying to the Master to be relieved of his office, account to the Master for his administration as nearly as may be up to the date of his intended resignation and shall, if the Master so require, summon separate meetings of the creditors or contributories of the company to decide whether they do or do not oppose the acceptance of his resignation.

(2) If a vacancy occurs by death, resignation or otherwise in the office of liquidator appointed by the creditors in a creditors' voluntary winding-up, the Master shall convene a meeting of creditors for the purpose of filling the vacancy.

43. Objection to liquidation account

(1) Any person objecting under section 453 of the Act to the confirmation of an account shall, when laying before the Master his objection in writing, at the same time forward to the liquidator a copy thereof, and, if not already in the liquidator's possession, copies of any

documents submitted to the Master in support of the objection.

(2) Thereupon the liquidator shall submit to the Master his remarks in writing in duplicate, and the Master may refer them to the person objecting or require, if he thinks it advisable, the attendance of the liquidator or the person objecting.

(3) The person objecting may attend personally or by an agent; the liquidator may attend by agent unless the Master requires his attendance in person.

44. Address for notice

(1) Whenever, under these Rules, notice is to be sent to a contributory or alleged contributory, it shall be sent to his registered address.

(2) If he has no registered address, notice shall be sent to such other address within Botswana or elsewhere as may be known to the liquidator.

(3) If he has no registered address and no other address known to the liquidator, it shall not be necessary to send him any notice other than that mentioned in rule 20.

(4) Notice to any person may be sent to such address as may be known to the liquidator.

(5) Notice sent to an address recognized by this rule by prepaid registered post shall be sufficient.

(6) An affidavit by the liquidator or his clerk, or the judicial manager or his clerk, that a notice has been duly sent shall be sufficient evidence of the sending of a notice by the liquidator or the judicial manager, as the case may be.

45. Destruction, etc. of books and papers

In a winding-up by the court, the Master may at any time during the progress of the liquidation, on the application of the liquidator, direct that such of the books, papers and documents of the company, or of the liquidator, as are no longer required, may be sold, destroyed or otherwise disposed of.

46. Moneys collected by agent

(1) Where a liquidator employs an agent for any purpose, the gross moneys received on the liquidator's behalf by the agent in the course of such employment shall be paid over by the agent to the liquidator without deduction, and the charges and expenses of such agent shall be paid over to him by the liquidator after submitting the same, if he thinks necessary, to the Master.

(2) The Master shall have power to disallow all charges and expenses which appear to him to be excessive.

(3) The liquidator shall be personally responsible for all payments made by him to an agent without the sanction of the Master, if and insofar as the same are disallowed.

47. Formal defects

No proceedings under the Act or under these Rules shall be invalidated by any formal defect or irregularity under these Rules unless the court before which objection is made to the proceedings is of opinion that substantial injustice has been caused by the defect or irregularity, and that the injustice cannot be remedied by any order of the court.

48. Application by motion

Any application made by the Master to the court under the Act or these Rules shall be by motion; any report or statement by the Master may be in writing without affidavit.

49. Reference to the Master

Whenever application is made to the court to bring under review any decision, ruling, order, appointment or taxation of the Master, the registrar of the court, before setting down the application, shall refer the same to the Master for his report.

50. Taxation

(1) No bill of legal costs or charges arising out of a liquidation under a winding-up by the court, or under a creditors' voluntary winding-up, shall be paid by the liquidator unless the same has been taxed.

(2) All costs which are not the subject of taxation by the taxing officer of the court shall

be taxed by the Master according to the tariff framed under section 69(3) of the Insolvency Act.

COMPANIES (SIGNING OF CERTIFICATES) REGULATIONS

(section 528(1))

(12th September, 2006)

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
2. Officers who may sign certificates on behalf of Registrar

S.I. 61, 2006.

1. Citation

These Regulations may be cited as the Companies (Signing of Certificates) Regulations.

2. Officers who may sign certificates on behalf of Registrar

(1) The following officers may sign certificates on behalf of the Registrar-

- (i) the Chief Commercial Officer; and
- (ii) the Principal Commercial Officer I.

(2) Subregulation (1) applies only to certificates which may be lawfully signed by the Registrar.