

COMPANIES ACT
(Act No. 32 of 2004)

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

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
2. Fees payable under the Act

SCHEDULE

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

1. These Regulations may be cited as the Companies (Fees) Regulations, 2007. Citation

2. (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. Fees payable under the Act

(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
(Regulation 2 (1))

FEES PAYABLE TO THE REGISTRAR OF COMPANIES

<i>Type of transaction</i>	<i>Fee</i>
1. Application to register a company	P300.00
2. Application to reserve a name	P20.00
3. Certificate of incorporation	P60.00
4. Application to change the name of a company	P120.00
5. Registration of a notice of adoption of a constitution	P300.00
6. Registration of a notice of alteration or revocation of a constitution	P200.00
7. Registration of a notice of issue of shares	P20.00
8. Registration of a notice call on shares	P20.00
9. Registration of notice on reduction of stated capital	P20.00
10. Registration of notice of acquisition or redemption of shares	P20.00
11. Registration of a notice of the places where share Registers are kept	P20.00
12. Registration of notice of change of directors and particulars of directors and secretary	P20.00
13. Registration of a notice of change of Registered office	P20.00
14. Registration of a notice of the place where records are kept	P20.00

15. Registration of a notice of a change in the place where the accounting records are kept	P20.00
16. Delivery of an annual return	P300.00
17. Registration of documents to effect an amalgamation	P300.00
18. Certificate of amalgamation	P100.00
19. Registration of documents in relation to a proposed compromise	P300.00
20. Application for the restoration of a company to the register	P300.00
21. Registration of an external company	P4 500.00
22. Registration of return of alterations	P1 000.00
23. Certificate of an external company	P100.00
24. Notice of cessation of business in Botswana by an external company	P200.00
25. Registration and continuation of a foreign company in Botswana	P6000.00
26. Registration of a statutory corporation as a company	P300.00
27. Certificate of registration of a foreign company and statutory corporation	P150.00
28. Application for removal of a company from the register	P150.00
29. Certification of a copy of or extract from the document where a photocopy is made by the Registrar	P30.00
30. Application for the Registrar's approval or consent where there is no other fee prescribed	P100.00
31. Publishing in the Gazette	P80.00
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 3 times the prescribed fee

TABLE 2
(Regulation 2 (2))

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

<i>Type of transaction</i>	<i>Fee</i>
1. For every certificate under the hand of the Master	P250.00
2. For every report prepared by the Master, in the discretion of the Master	P100.00
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 excluding the liquidator): for each search or inspection	P50.00
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	P250.00
5. For taxing liquidator's remuneration or bill of costs, on every P20.00 or fraction of P20.00 amount taxed	P200.00
6. For binding documents in each winding up according to the number and volume of the documents in the discretion of the Master.	P15.00 to P50.00
7. For a photo static copy A4/A3 size page, each	P150.00

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 200.00 or portion of P1 200.00 of the gross value of the assets dealt with in such liquidation account.

P1000.00

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 P200.00 or portion of P200.00 of the gross value of the assets.

P100.00

TABLE 3
(Regulation 2 (3))

FEE PAYABLE TO THE LIQUIDATOR

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
 - (ii) On the first P10 000.00
 - (iii) On any amount in excess of the first P10 000.00
 - (iv) On cash included in the assets

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 —**

5 per cent
2½ per cent
1½ per cent
1 percent

On the value of the company's property as estimated in the statement of affairs —

On the first P10 000.00 or fraction thereof	1 per cent
On the next P40 000.00 or fraction thereof	$\frac{1}{2}$ per cent
On the next P50 000.00 or fraction thereof	$\frac{1}{4}$ per cent
On the next P100 000.00 or fraction thereof	$\frac{1}{2}$ 8 per cent
Thereafter	$\frac{1}{16}$ per cent

MADE this 30th day of April, 2007.

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

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