

COMPANIES ACT
(Act No. 32 of 2004)

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

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
2. Prescribed Forms
3. Revocation of Cap. 42.01 (Sub. Leg.)

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 (Forms) Regulations, 2007. Citation
2. (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. Prescribed forms
(2) An application for registration of a company in terms of section 21 (1) (a) (b) and 21 (2) (f) (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) (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) (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)(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.

3. The Companies (Forms) Regulations are hereby revoked.

Revocation of
Cap. 42:01
(Sub.Leg.)

SCHEDULE



FORM 1

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**FOR OFFICE
USE ONLY**

**APPLICATION FOR REGISTRATION OF A COMPANY
OTHER THAN A CLOSE COMPANY**
(Section 21 (1) (c) and 21 (2) (a) (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
<u>Director(s)</u>			<u>Residential address</u>
<u>Secretary</u>			<u>Postal address</u> <u>Residential address</u> <u>Postal address</u>

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.**



REPUBLIC OF BOTSWANA

FORM 2B

COMPANIES ACT, 2003

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.



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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) (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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

**.....
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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

Seal/Stamp



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

**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

REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.

Class of shares	Amount of stated Capital	Amount of the Reduction	Reduced amount of stated capital

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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>



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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.



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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



REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
FOR OFFICE
USE ONLY

FORM OF SPECIAL RESOLUTION

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

REPUBLIC OF BOTSWANA

DOCUMENT
NUMBER

COMPANIES ACT, 2003

.....
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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**



REPUBLIC OF BOTSWANA

COMPANIES ACT, 2003

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

REPUBLIC OF BOTSWANA

**DOCUMENT
NUMBER**

COMPANIES ACT, 2003

.....
**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.**

MADE this 30th day of April, 2007.

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