

COMPANIES ACT
(Cap. 42:01)

COMPANIES (FORMS) (AMENDMENT) REGULATIONS, 2010
(Published on 19th March, 2010)

ARRANGEMENT OF REGULATIONS

REGULATION

1. Citation
2. Amendment of regulation 2 of Cap. 42:01 (Sub. Leg.)
3. Amendment of Schedule to the Regulations

IN EXERCISE of the powers conferred on the Minister of Trade and Industry by section 528 (2) (a) of the Companies Act, the following Regulations are hereby made —

1. These Regulations may be cited as Companies (Forms) (Amendment) Regulations, 2010. Citation

2. Regulation 2 of the Companies (Forms) Regulations (hereinafter referred to as “the Regulations”) is hereby amended by — Amendment of regulation 2 of Cap. 42:01 (Sub. Leg.)

(1) inserting immediately after subregulation (38), the following subregulations —

“(38A.) An application for conversion of a close company into a private company in terms of section 279 of the Act, shall be in Form 31A as set out in the Schedule.

(38B.) An application for conversion of a public company into a private company in terms of section 280 (1) of the Act, shall be in Form 31B as set out in the Schedule.

(38C.) An application for conversion of a private company into a public company in terms of section 280 (2) of the Act, shall be in Form 31C as set out in the Schedule.

(38E.) A certificate of conversion of a private company into a close company in terms of section 278 (4) (b) of the Act, shall be in Form 31D as set out in the Schedule.

(38F.) A certificate of conversion of a close company into a private company in terms of section 279 (4) of the Act, shall be in Form 31E as set out in the Schedule.

(38G.) A certificate of conversion of a public company into a private company in terms of section 280 (4) of the Act, shall be in Form 31F as set out in the Schedule.

(38H.) A certificate of conversion of a private company into a public company in terms of section 280 (4) of the Act, shall be in Form 31G as set out in the Schedule”; and

(2) inserting, immediately after subregulation (40), the following new subregulation —

“(41) The form of an annual return for a close company in terms of section 217 (6A) of the Act, shall be in Form 34 as set out in the Schedule”.

3. The Schedule to the Regulations is amended by —

(a) inserting, immediately after Form 31, the following new Forms —

Amendment of Schedule to the Regulations



**DOCUMENT
NUMBER**

REPUBLIC OF BOTSWANA

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**FOR OFFICE
USE ONLY**

COMPANIES ACT, 2003

**APPLICATION FOR CONVERSION OF A CLOSE COMPANY INTO A
PRIVATE COMPANY**
(Section 279)

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 private company.

I/We state that —

- (a) every member of the close company will become a shareholder of the private company; and

The following documents are lodged herewith:

- (a) Form 31A (I)
- (b) Form 31A (II)
- (c) Consent forms

The following persons are the shareholders of the company:

Name of shareholder(s)*	Identity number(s) ***/company number	Residential address/ Registered office**	Number of shares issued	Class of shares	Signature of shareholder	Date

Amount of stated capital after conversion.....
Name of director/authorised agent**.....
Identity number***.....
Signature of director/authorised agent**.....
Date.....
Presented by.....
Identity number***.....
Postal address.....
.....
E-mail address.....
Telephone.....
Facsimile.....
Signature of presenter.....

***Please give surname in block letters followed by first names**

****Delete if not applicable**

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



REPUBLIC OF BOTSWANA

FORM 31B

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**APPLICATION FOR CONVERSION OF A PUBLIC
COMPANY INTO A PRIVATE COMPANY**
(Section 280 (1))

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 private company.

The following documents are lodged herewith:

- (a) A special resolution passed to that effect.

I.....as the Director /Secretary ** of this company declare that the following persons are the shareholders of the company:

Name of shareholder(s)*	Identity number(s) ***/company number	Residential address/ Registered office**	Number of shares issued	Class of shares	Signature of shareholder	Date

Amount of stated capital after conversion.....
Name of director/Secretary**.....
Identity number***.....
Signature of director/Secretary**.....
Date.....
Presented by.....
Identity number***.....
Postal address.....
.....
E-mail address.....
Telephone.....
Facsimile.....
Signature of presenter.....

***Please give surname in block letters followed by first names**

****Delete if not applicable**

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



REPUBLIC OF BOTSWANA

FORM 31C

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**APPLICATION FOR CONVERSION OF A PRIVATE COMPANY INTO A
PUBLIC COMPANY**
(Section 280 (2))

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 private company.

The following documents are lodged herewith:

- (a) A special resolution passed to that effect.

The following persons are the shareholders of the company:

Name of shareholder(s)*	Identity number(s) ***/company number	Residential address/ Registered office**	Number of shares issued	Class of shares	Signature of shareholder	Date

Amount of stated capital after conversion.....
Name of director/Secretary**.....
Identity number***.....
Signature of director/Secretary**.....
Date.....
Presented by.....
Identity number***.....
Postal address.....
.....
E-mail address.....
Telephone.....
Facsimile.....
Signature of presenter.....

***Please give surname in block letters followed by first names**

****Delete if not applicable**

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



REPUBLIC OF BOTSWANA

FORM 31D

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**CERTIFICATE OF CONVERSION OF A PRIVATE COMPANY INTO A
CLOSE COMPANY**
(Section 278 (4) (b))

Company number.....

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

.....
.....

has, with my approval in terms of section 278 (4) of the Companies Act, 2003, converted into a close company 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



REPUBLIC OF BOTSWANA

FORM 31E

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**CERTIFICATE OF CONVERSION OF A CLOSE COMPANY INTO A PRIVATE
COMPANY**
(Section 279 (4))

Company number.....

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

.....
.....

has, with my approval in terms of section 279 (4) of the Companies Act, 2003, converted into a private company 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

FORM 31F

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**CERTIFICATE OF CONVERSION OF A PUBLIC COMPANY INTO A
PRIVATE COMPANY**
(Section 280 (4))

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 the special resolution and my approval in terms of section 280 (4) of the Companies Act, 2003, converted into a private company 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



DOCUMENT
NUMBER

REPUBLIC OF BOTSWANA

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

**CERTIFICATE OF CONVERSION OF A PRIVATE COMPANY
INTO A PUBLIC COMPANY**
(Section 280 (4))

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 the special resolution and my approval in terms of section 280 (4) of the Companies Act, 2003, converted into a public company 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

; and

(b) inserting, after Form 33, the following new Form —



REPUBLIC OF BOTSWANA

FORM 34

DOCUMENT
NUMBER

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FOR OFFICE
USE ONLY

COMPANIES ACT, 2003

FORM OF ANNUAL RETURN FOR A CLOSE COMPANY
(Section 217 (6A))

1. Form of Annual Return of a Close Company.

Annual Return of the Close Company 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. Total amount of indebtedness of the company P

Members of a close company

The following persons are members of a close company

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 Annual financial statements of the company.

Presented by:

Identity number**.....

Date:

***Delete if not applicable**

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

MADE this 8th day of March, 2010.

DORCAS MAKGATO-MALESU,
Minister of Trade and Industry.

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