



MECHANISM FOR THE CREATION AND REGISTRATION OF COMPANIES IN BOTSWANA

Step 1: Application for Company Registration

An applicant may either submit an application to reserve a company name and, upon approval by the Registrar, subsequently apply for registration of the company, or submit a single application for both the reservation of the company name and registration of the company in the prescribed form. Where the proposed name complies with the requirements of the Companies Act, the Registrar may approve and reserve the name and proceed with registration without requiring separate applications.

Where a name is approved but registration is not completed immediately, the name is reserved for an initial period of 30 days and may, upon application before expiry, be extended for a further 30 days.

The Registrar assesses proposed company names to ensure that they;

- comply with the Companies Act and other applicable legislation;
- are not identical or confusingly similar to an existing company, external company, statutory corporation or registered business name; and
- are not misleading, offensive or otherwise contrary to public interest.

Step 2: Submission of Incorporation Information

The applicant must submit the prescribed registration information and supporting documents required under the Companies Act, including;

- the proposed company name;
- the registered office and principal place of business;
- the type of company to be incorporated;
- the full names and addresses of applicants;
- the full names, residential addresses and written consent of directors and the company secretary;
- the full names, residential addresses and written consent of shareholders or members;
- details of the company constitution, where applicable;
- beneficial ownership information; and



- where applicable, information relating to nominee directors or nominee shareholders, including the identity of the nominator or the person on whose behalf the nominee acts.

Step 3: Beneficial Ownership Information

Applicants are required to provide beneficial ownership information in accordance with the Companies Act and the Beneficial Ownership Guidelines issued by CIPA. The information must identify the natural person(s) who ultimately own or control the company, including ownership interests, voting rights or other forms of control.

Where ownership is held through another legal person, including a foreign company, applicants must provide information identifying the natural person(s) who ultimately own or control that legal person.

Step 4: Review and Verification

Upon receipt of a properly completed application, the Registrar reviews the information provided to ensure compliance with the Companies Act and verifies relevant information before registration.

As part of the verification process:

- identity information for Botswana citizens is automatically verified through the Online Business Registration System (OBRS), which is integrated with the National Identity Office;
- foreign directors, shareholders, beneficial owners and other relevant persons are required to provide notarised copies of passports or national identity documents; and
- beneficial ownership information is verified using information held by financial institutions and other competent authorities, information disclosed through the Botswana Stock Exchange in accordance with applicable disclosure requirements for listed companies, and any other supporting documents or information considered necessary by the Registrar.

The Registrar may request additional information or documentation where necessary and may refuse registration where statutory requirements have not been met or where registration would be contrary to public interest.

Step 5: Post-registration Obligations

Following incorporation, companies are required to ensure that information maintained by the Registrar remains accurate, complete and up to date. Companies must notify the Registrar, within 10 days as provided for in the Companies Act, of changes relating to:

- the registered office or principal place of business;



- directors or company secretary;
- shareholders or members;
- beneficial ownership information; and
- nominee directors, nominee shareholders and nominator information.

CIPA records updated information in the Companies Register and, where necessary, verifies the information using the same mechanisms applied during incorporation. Where changes involve foreign directors, shareholders or beneficial owners, the Registrar may require additional supporting documentation, including notarised identity documents.

These ongoing filing and verification requirements ensure that company and beneficial ownership information remains accurate, reliable and available to competent authorities throughout the life of the company.

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