Processes for Obtaining and Recording Basic and Beneficial Ownership Information of Companies.

Obtaining Basic and Beneficial Ownership Information

The Companies and Intellectual Property Authority (CIPA), through the Registrar of Companies, obtains and records basic company information and beneficial ownership information electronically through the Online Business Registration System (OBRS).

The Companies Act authorises the Registrar to maintain the Register of Companies and the Register of External Companies electronically. The OBRS serves as the official platform through which prescribed company information is submitted, recorded, maintained and, where applicable, made publicly available.

Applications for incorporation and registration are submitted through qualified company secretaries or other authorised persons. Public companies and non-exempt private companies are required to appoint a qualified company secretary in accordance with section 162 of the Companies Act.

During incorporation, companies are required to submit prescribed basic company information, including -

- company name;
- registered office and postal address;
- directors;
- shareholders;
- company secretary;
- share capital; and
- the company's constitution.

Companies must also provide prescribed beneficial ownership information identifying the natural persons who ultimately own or control the company.

Applications must be accompanied by supporting documentation, including notarised identity documents or passports for foreign nationals where applicable, and consent forms completed by directors, shareholders and beneficial owners. The Registrar reviews the information and supporting documentation before approving registration.

Company secretaries and other company service providers are designated as specified parties under the Financial Intelligence Act, 2022 and are required to conduct customer due diligence when establishing business relationships with clients. To support compliance with these obligations, CIPA has issued binding Beneficial Ownership Guidelines requiring company service providers to identify, verify, record and maintain adequate, accurate and up-to-date beneficial ownership information before submitting it to the Registrar.

Recording of Basic and Beneficial Ownership Information

Upon approval of an application, the information submitted through the OBRS is recorded in the Register of Companies maintained by the Registrar. The electronic register contains both basic company information and beneficial ownership information and facilitates the secure storage, retrieval, updating and inspection of company records in accordance with the Companies Act.

Maintaining and Updating Information

Companies have a continuing legal obligation to maintain accurate and current basic company information and beneficial ownership information.

Section 186A of the Companies Act requires every company to -

- maintain accurate and up-to-date beneficial ownership information, including information relating to foreign corporate shareholders;
- update its records whenever changes occur;
- notify the Registrar of changes to company or beneficial ownership information within 10 days; and
- ensure that any person required to provide or update information does so within the prescribed period.

Failure to comply constitutes an offence under the Companies Act and may result in the prescribed penalties.

Section 217 of the Companies Act further requires every company to submit an annual return to the Registrar. The annual return serves as an additional mechanism for confirming and updating both basic company information and beneficial ownership information.

Verification of Basic and Beneficial Ownership Information

CIPA applies several complementary measures to verify the accuracy of information submitted during registration and throughout the life of a company. These include -

- electronic verification of the identity of Botswana citizens against records maintained by the National Identity Office through an automated interface established on 3 June 2019;
- verification of foreign identity documents, including notarised passports and other supporting documentation;

- verification by company service providers in accordance with the Financial Intelligence Act, 2022 and CIPA's Beneficial Ownership Guidelines before information is submitted to the Registrar;
- verification by the Registrar under section 22 of the Companies Act using information held by financial institutions, competent authorities, listed companies subject to beneficial ownership disclosure requirements and other documentary evidence determined by the Registrar; and
- screening of companies, beneficial owners and related persons against the United Nations Security Council Sanctions Lists using updates received from the Financial Intelligence Agency.

Where inconsistencies or discrepancies are identified, the Registrar may require additional information or supporting documentation before registration or any subsequent filing is accepted.

Compliance and Enforcement

Companies are required to ensure that their basic company information and beneficial ownership information remain adequate, accurate and up to date throughout their existence.

Failure to comply with the Companies Act may result in administrative or criminal sanctions, including the penalties prescribed under section 492 of the Act. The Registrar may also refuse to register filings that do not meet statutory requirements or require deficiencies to be rectified before changes are recorded.

Access to Basic and Beneficial Ownership Information

Basic company information recorded by the Registrar is publicly accessible through the Online Business Registration System (OBRS) in accordance with the Companies Act.

Beneficial ownership information is available to competent authorities for the performance of their statutory functions. In addition to the information maintained by the Registrar, the Companies Act requires a director resident in Botswana, the company secretary and, in the case of a close company, the accounting officer to facilitate access to the company's basic and beneficial ownership information. Upon request by a competent authority, these officers must provide the requested information within three days and cooperate fully by providing any reasonable assistance required.

The Registrar is also empowered to exchange information held by the corporate registry with domestic competent authorities, foreign corporate registries and foreign competent authorities in accordance with the Companies Act. Information that may be exchanged includes basic company information, beneficial ownership information, nominee information and any other information that the Registrar is authorised to disclose.

These mechanisms ensure that competent authorities have timely access to adequate, accurate and up-to-date basic and beneficial ownership information, while supporting transparency, effective supervision, law enforcement and international cooperation, consistent with the objectives of FATF Recommendation 24.