

SINGLE WINDOW BUSINESS REGISTRATION ACT, 2013

ARRANGEMENT OF SECTIONS

Section

PART I – PRELIMINARY

1. Short title and commencement
2. Interpretation

PART II - ESTABLISHMENT OF THE SINGLE WINDOW REGISTRY

3. Registrar of businesses and his or her duties
4. The Single Window Registry
5. Single Window Registry services
6. The Single Window Registry databases

PART III - REGISTRATION OF BUSINESSES

7. Duty to register
8. Exemption from duty to register
9. Reservation of business name
10. Extension of business name reservation
11. Business name search
12. Application for registration of a business
13. Manner and particulars of the business registration application
14. Registration
15. Business Registration Certificate
16. Use of Synchronized Registration Number

PART IV- RESTRICTED BUSINESS NAMES

17. Use of business name
18. Restricted names
19. Use of prohibited names

PART V - COMPLIANCE AND CANCELLATION

20. Power of Registrar to cancel registration
21. Winding-up upon cancellation of registration

PART VI - ANNUAL RETURNS AND CHANGE IN PARTICULARS

22. Annual returns
23. Change of particulars
24. Transfer of a business
25. Form of notices and fees

PART VII - RELATED SINGLE WINDOW REGISTRY SERVICES

- 26. Issue of Trade license
- 27. Tax payer registration
- 28. Social Security employer registration

PART VIII - ACCESS TO SINGLE WINDOW REGISTRY DATABASE

- 29. Online access to Single Window Registry database
- 30. Provision of information on licensing requirements

PART IX - PUBLICATIONS AND SEARCH

- 31. Business registration journal
- 32. Single Window Registry website
- 33. Search
- 34. Extracts from business records

PART X - FEES

- 35. Fixing of fees
- 36. Penalty for failure to pay relevant fees on time
- 37. Exemption from payment of fees
- 38. Collection of fees on behalf of others

PART XI - MICRO BUSINESSES

- 39. Micro business
- 40. Exemption from payment of fees
- 41. The Business Registration Card
- 42. Business Registration Card not transferable

PART XII - MISCELLANEOUS

- 43. Immunity
- 44. Offences and penalties
- 45. Regulations
- 46. Repeal and Savings

**SINGLE WINDOW BUSINESS REGISTRATION
ACT, 2013**

AN ACT to establish a Single Window Registry as a one stop shop for business entry services; to streamline business registration processes; to expedite and facilitate business start-up; to provide for an electronic registration system and the registration of business names; to introduce a unique synchronised business registration number for all purposes related to a business; to provide for the registration of non - business entities; and for connected matters.

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ENACTED by the President and the National Assembly.

PART I – PRELIMINARY

1. Short title and commencement

This Act may be cited as the Single Window Registration Act, 2013, and shall come into operation on the date the Minister appoints by Order published in the Gazette.

2. Interpretation

“agent” in relation to a business includes the manager or person responsible for the affairs of the business in The Gambia, a legal practitioner, receiver, or any person who remits income derived from the business to another whether within or outside the jurisdiction;

“association” means an association registered as such under the Companies Act, 2013;

“business” includes every form of trade, commerce, profession, calling or other activity carried on for the purpose of gain or profit;

“business name” means the name or style under which a person carries on business;

“Business Registration Certificate” means a business registration certificate issued by the Single Window Registry under section 12(2) upon the registration of a business;

“Business Registration Card” means the business registration card issued by the Single Window Registry under section 41 upon the registration of a micro business classified as subsistence under section 8;

“commercial” means a business activity;

“Commissioner General” means the Commissioner General of The Gambia Revenue Authority appointed under the Income and Value Added Tax Act, 2012;

“company” means a business that is incorporated under the Companies Act, 2013;

“company limited by guarantee” means a company incorporated under the Companies Act, 2013 for purpose of promoting commerce, art, science, religion, sports, culture, education, research charity or other similar objects under section 12 of the Companies Act, 2013;

“computer system” shall have the meaning assigned to it by the Information and Communications Act;

[Caps 74:03]

“effective date” means the date appointed by the Minister for the coming into operation of this Act;

“e-government” means a public service delivered by electronic means using the internet as defined in the Information and Communications Act;

“electronic record” means a record created, generated, sent, communicated, received or stored by electronic means;

“limited partnerships” and “partnerships” means a limited partnership and general partnership as defined under the Partnerships Act;

[Cap.94:05]

“local government” means the City of Banjul, Kanifing Municipality, and any local government Area to which this Act is extended by the Minister after consultation with the Minister for the time being responsible for Regional Administration;

“micro business” means a subsistence business defined as such by Regulations made pursuant to section 39;

“Minister” means the Minister responsible for legal affairs;

“non-commercial entity” means a company limited by guarantee or an association incorporated under the Companies Act, 2013 for non-commercial purposes;

“Official Receiver” means the Official Receiver appointed under the Companies Act, 2013;

“person” includes a natural person, an entity, company (local or foreign), corporation, partnership, joint venture, consortium, or firm;

“person carrying on business” includes a person who has a place of business in Gambia or who is conducting business through an agent, a partner, a trustee or a nominee of such person;

“prescribed” means prescribed by regulations made under this Act;

“previous Act” means the Business Registration Act in force immediately before the coming into force of this Act;

“proprietor” means an individual who, whether alone or jointly, manages or owns a business that is not a company or limited partnership;

“public information” means all information that, by this Act or relevant legislation, a registered business must provide to the Registrar and which the Registrar makes available on the Single Window Registry website;

“public servant” means a public servant as defined by section 169 of the Constitution of The Gambia;

“public sector agency” means a public enterprise, statutory body or government department vested with the authority to issue a license or a permit to engage in any business activity regulated by such public enterprise, statutory body or government department;

“published” means published in the Gazette, the Single Window Registry website or Journal;

“Registrar” includes a deputy registrar or assistant registrar appointed under section 3;

“relevant legislation” includes the Companies Act, 2013, Partnership Act, Municipal License legislation, Income and Value Added Tax Act, 2012, and Social Security Corporation Act, 2010;

“responsible Ministries or Ministers” mean the Ministries or Ministers for the time being responsible for the administration of the relevant legislation;

“Single Window Registry” means the Single Window Registry established under section 4 as a combined Registry for the registration of businesses, companies and non-commercial entities, and the processing of applications for municipal trade licenses, business taxpayer registration, and employer registration for Social Security purposes;

“Synchronised Registration Number” means the synchronised registration number allocated by the Single Window Registry under section 14(2) as a combined business registration number, taxpayer identification number, and social security employer registration number;

“trade licence” means the document issued by a Local Government Council through the Single Window Registry for permission to trade in its local government area ;

“trustee” includes-

- (a) a person appointed or constituted as trustee by an act of parties, by a will, or by an order or a declaration of a court, or by operation of the law;
- (b) an executor, administrator, guardian, a tutor, curator;

- (c) a liquidator or judicial manager;
- (d) any person having, either in a private or official capacity, the possession, direction, control, or management of any property of a person under a legal disability;
- (e) any person who manages assets under a private foundation or other similar arrangement; and

“Year of Operation” means-

- (a) for businesses registered after the coming into force of this Act, the twelve months ending on the anniversary of the registration of a business; and
- (b) for businesses registered before the coming into force of this Act, the 1st of January, in each year.

PART II - ESTABLISHMENT OF THE SINGLE WINDOW REGISTRY

3. Registrar of businesses and his or her duties

(1) The person appointed Registrar of Companies under the Companies Act, 2013 shall be the Registrar for the purposes of this Act.

(2) The Registrar shall be the repository of the Single Window Registry databases established under section 4 and his or her duties shall include the-

- (a) management of the Single Window Registry services specified under this Act; and
- (b) provision of any e-government commercial or statutory service as may be authorized by the Minister, or assigned to the Single Window Registry under this or any other law.

(3) In the discharge of his or her duties and responsibilities under this Act, the Registrar may-

- (a) delegate his or her functions to a deputy registrar or other officers of the Single

Window Registry or a public servant;

- (b) with the approval of the Minister, use such computer systems as he or she shall deem to be appropriate for the effective and efficient functioning of the Single Window Registry;
- (c) determine and, from time to time, publish the requirements to be met by electronic data including the type of electronic signature, and the manner and form in which an electronic signature shall be attached to any document;
- (d) determine the requirements for the keeping of electronic records, and the appropriate control processes and procedures to be applied to ensure that adequate integrity, security and confidentiality of data messages or payments to the Single Window Registry will apply;
- (e) manage the Single Window Registry services in a prudent, efficient and cost effective manner; and
- (f) perform such other duties as shall be prescribed.

4. The Single Window Registry

(1) A Single Window Registry shall be established for the carrying out of the business entry and other services specified under this Act, and any other services or functions that may be assigned to the Single Window Registry with the approval of the Minister.

(2) The Single Window Registry offices shall be located at such places in The Gambia as the Minister, after consultations with the responsible Ministers, shall determine.

5. Single Window Registry Services

The Single Window Registry shall-

- (a) provide business registration services under this Act;

- (b) deliver the services as an e-government registration service;
- (c) maintain the Company and Non-commercial Registers;
- (d) provide company incorporation and other services specified under the Companies Act, 2013;
- (e) provide the services specified under the Partnership Act;
- (f) receive and process applications for trade licenses and deliver licenses on behalf of municipalities;
- (g) receive and process applications for taxpayer registration and deliver the taxpayer registration certificates on behalf of the Commissioner General;
- (h) receive and process applications for business employer registration under the Social Security Fund Regulations made under the Social Security Act, 2010;
- (i) provide information on public sector licenses and permits and facilitate access to public sector documents intended for public access and use;
- (j) put in place a system for the collection, and distribution to relevant institutions, fees paid for the use of the Single Window Registry services;
- (k) maintain an electronic payment system;
- (l) publish an online journal;
- (m) maintain a Single Window Registry website;
- (n) maintain such manual back-up records as he or she shall consider prudent; and
- (o) perform such other services as the Minister may authorise.

6.The Single Window Registry databases

- (1) The Single Window Registry shall maintain the following registers as electronic databases-
 - (a) a Commercial Register comprising-
 - (i) sole proprietorships,
 - (ii) general and limited partnerships,
 - (iii) local companies, and
 - (iv) foreign companies.
 - (b) a non-commercial Register comprising-
 - (i) companies limited by guarantee, and
 - (ii) associations.
- (2) The Single Window Registry database may contain such other information as shall be prescribed.

PART III - REGISTRATION OF BUSINESSES

7. Duty to register

- (1) A person shall not carry on business anywhere in The Gambia unless such person is registered to carry on a business under this Act.
- (2) A person shall not be required to register under subsection (1) if the business which such person wishes to carry on is an exempt business within the meaning of section 8.

8.Exemption from duty to register

- (1) A micro business which is classified as a subsistence business shall be exempt from the duty to register under this Act.
- (2) The Minister shall, after consultation with the responsible Ministries, by Order published in the Gazette, set a threshold for micro businesses to be classified as subsistence businesses.

(3) The Order shall include the basis or criteria applied in any classification made under sub-section (2).

9. Reservation of business name

(1) A person shall not be permitted to carry on a business under a business name unless the business name was reserved and registered.

(2) The Registrar may reserve a business name for a period of not more than three months.

(3) The application shall be made in the prescribed form and shall be accompanied by the prescribed fee.

10. Extension of business name reservation

(1) The reservation of a business name may be extended for a further period of three months on the payment of extension fees.

(2) A business name reservation is transferable by the filing of a transfer notice and the payment of the prescribed fees.

11. Business name search

A person may, on such conditions as shall be prescribed, search for the availability of a business name without proceeding to reserve or register such name.

12. Application for registration of a business

An application for the registration of a business other than a micro business classified as subsistence under section 8 shall be combined in the same prescribed application form with the following-

- (a) an application for taxpayer registration;
- (b) an application to be registered as a Social Security Employer; and
- (c) an application for a trade license.

13. Manner and particulars of the business registration application

(1) An application under section 12 shall be in the prescribed form and may be made online or at an Single Window Registry office, and shall contain the following particulars-

- (a) the name of the business;
- (b) the name and nationality of the person that wishes to carry on the business;
- (c) a description of the general nature of the business;
- (d) the principal place of business and any other place where the business is to be carried on;
- (e) the proposed commencement date of the business; and
- (f) any other particulars as may be prescribed or published by the Registrar.

(2) The following additional information shall be provided if the applicant is-

- (a) a sole proprietor-
 - (i) full names, and any former national identification number, residential address and occupation, if any, and
 - (ii) any other business owned;
- (b) a general partnership-
 - (i) full names and any former names, nationality, usual addresses, occupation, and national identification number of each of the partners, and
 - (ii) a copy of the registered partnership deed;

(c) a limited partnership-

- (i) full names and any former names, nationality, usual addresses, occupation, and national identification number of each of the partners, and
- (ii) the memorandum of limited partnership;

(d) a local company-

- (i) full names and any former names, nationality, usual addresses, occupation, and national identification number of each of the directors, and
- (ii) the memorandum and articles of association and all the documents required for the incorporation of the company by the Companies Act, 2013;

(e) a foreign company-

- (i) the certificate of incorporation or similar document from the jurisdiction where the company is incorporated or registered,
- (ii) full names and any former names, nationality, usual addresses, occupation, and national identification number of each of the directors,
- (iii) the memorandum and articles of association or statutes by which the company was incorporated,
- (iv) a resolution of the board of directors of the foreign company authorizing the registration of the foreign company in The Gambia,
- (v) any other document required for the registration of foreign companies by the Companies Act, 2013.

(3) The application for the incorporation of a local company or the registration of a partnership in the commercial

register under this Act shall be taken to be an application to be registered as a business under this Act.

(4) The Minister may, by regulations, amend or add to the particulars specified in this section.

14. Registration

(1) Upon receipt of an application for the registration of a business under section 13, the Registrar shall, if that section has been complied with, and the applicant has paid the prescribed fees, approve the application and process the related applications for approval in accordance with Part VII.

(2) Subject to compliance with Part VII and any other conditions prescribed by regulations made under this Act, the Registrar shall register the business and business name and issue a Business Registration Certificate with a Synchronised Registration Number.

(3) The Business Registration Certificate shall be valid until cancelled by the Registrar.

(4) The Registrar shall refuse to register any business if-

- (a) the conditions specified in this Act or any regulations prescribed hereunder or relevant legislation have not been complied with;
- (b) the intended object of the business is unlawful;
- (c) any of the applicants, proprietors, or partners, in the business is aged less than eighteen years; or
- (d) he or she has irrefutable evidence to the effect that any of the proposed proprietors, partners or directors has-
 - (i) been convicted of a crime involving fraud, or
 - (ii) previously been involved in fraudulent trade malpractices either in local or international trade, within the period of five years immediately preceding the application for registration of the business.

(5) A person who has been refused registration by the Registrar may appeal to the Minister against such refusal.

(6) A person who appeals to the Minister under sub-section (5) may further appeal to the High Court if-

- (a) the Minister fails to determine the appeal within ten days of the submission of the appeal; or
- (b) is aggrieved by the decision of the Minister.

(7) The issue of a Business Registration Certificate under this Act shall not imply that the requirements of any other law in relation to the business, the persons carrying on, or employed in, the business, have been complied with.

15. Business Registration Certificate

(1) The Business Registration Certificate shall be in the prescribed form and shall contain-

- (a) the synchronized registration number;
- (b) the name of the registered business;
- (c) the principal place of business;
- (d) the general nature of the business;
- (e) the date of issue; and
- (f) the signature and stamp of the Registrar.

(2) The Business Registration Certificate, or a certified copy, shall be prominently displayed in a conspicuous position at the principal place where the business is carried on.

(3) Any registered business that fails to display the BR Certificate as required under sub-section (1) commits an offence and is liable on conviction to the penalty specified in Section 44.

16. Use of Synchronised Registration Number

(1) A business shall not have more than one Synchronised Registration Number.

(2) The Synchronised Registration Number shall be used in all transaction documents of a registered business whether electronic or otherwise and the Synchronised Registration Number of any other business dealt with shall be quoted on all transaction documents.

(3) A public sector agency shall not-

- (a) issue a permit or license to any person in respect of any business; or
- (b) conduct a transaction with any person; or
- (c) in any other manner deal with any person in relation to any business unless the business is carried on under a valid Business Registration Certificate and the Synchronised Registration Number of the business is indicated in the permit, licence or transaction documents.

(4) A person who fails to comply with this section commits an offence and is liable on conviction to the penalty specified in section 44.

PART IV - RESTRICTED BUSINESS NAMES

17. Use of business name

A business shall not be registered in a business name that has not been first reserved under section 9.

18. Restricted names

(1) The Registrar shall refuse to register a business name unless approved by the relevant authority-

- (a) if the proposed name is identical with or so similar to the name of a registered business as may likely cause confusion;
- (b) if the proposed name contains the word "Gambia", "Regional", "national", "Municipal", "State" or any other word which suggests that the proposed business enjoys the patronage of the State or any municipal or Regional administration;

- (c) contains the word “pan African”, “Regional”, “sub-Regional” or “International”;
- (d) contains the word “co-operative” or its equivalent in any other language or its abbreviation; and
- (e) contains the words “Chamber of commerce”, “Building Society”, “Guaranty” or “Guarantee”, “Trustee”, “Investment”, “Bank”, “Insurance” or any word with a similar connotation.

(2) The Registrar may request a business registered before the commencement date of this Act whose name does not comply with this section to change its name within thirty days of such request.

19. Use of prohibited name

(1) If a business requested to change its name under section 18 (2) fails to do so, within the period stated in section 18(1)-

- (a) such person commits an offence and is liable on conviction to the penalty prescribed in section 44; and
- (b) the Registrar shall, by notice in writing to the proprietor of the business, change the name of the business in the Register to such name as the Registrar deems appropriate and publish a notice of the change.

(2) A person who after change of name has been published by the Registrar under sub-section (1) uses the previous prohibited name of the business commits an offence and is liable on conviction to the penalty specified in section 44.

PART V - COMPLIANCE AND CANCELLATION

20. Power of Registrar to cancel registration

(1) The Registrar shall cancel a registration of a business and its Business Registration Certificate issued under this Act and strike the name of a business off the appropriate Register if-

- (a) being a company or partnership same has been dissolved under relevant legislation;
- (b) being a sole proprietorship or partnership, the proprietors or partners have been convicted of a crime involving fraud; or
- (c) such business has failed to file its annual returns under section 22.

(2) The Registrar shall not be required to refund any monies paid by way of fees upon the cancellation of any business registration and Business Registration Certificate made after completion of registration formalities.

(3) Notice of cancellation of a Business Registration Certificate under this section shall be delivered to the proprietor or his agent, a partner, director or registered office of the business and published.

(4) A person aggrieved by the cancellation of the registration of a business under this section may appeal to the Minister within fifteen days from the date of publication or service, whichever is the earlier.

(5) Where no decision is issued by the Minister within thirty days of the receipt of an appeal under sub-section (4), the appeal shall be deemed to have succeeded and the Registrar shall restore the appellant business on the Register and publish such fact.

(6) An appellant business aggrieved by any decision of the Minister on appeal under sub-section (4) may further appeal to the High Court.

(7) Where a registration has been cancelled, the business shall cease to operate-

- (a) on the expiration of the fifteen days prescribed for the making of an appeal, if no appeal has been made to the Minister; and
- (b) if an appeal has been made, on the expiration of fifteen days after the upholding of a cancellation by the Minister, notwithstanding any further action by the aggrieved person.

(8) If the Minister or Courts uphold an appeal under this section, same shall be published.

21. Winding-up upon cancellation of registration

(1) Where the registration of a business has been cancelled under section 20, the Registrar shall notify the Official Receiver for the business to be wound up compulsorily.

(2) The Official receiver shall, in the winding-up of a business under this Act-

- (a) apply the procedure prescribed by the Companies Act for the winding-up of companies whether or not the business concerned is a company ; and
- (b) the cost of such winding-up shall be met from the assets of the business.

(2) Upon the winding up of a business, the penalties imposed under this Act shall have priority over any other liability of the business.

PART VI - ANNUAL RETURNS AND CHANGE IN PARTICULARS

22. Annual Returns

(1) A sole proprietorship or general partnership, other than a micro business classified as subsistence under section 8, shall deliver to the Registrar an annual return in the prescribed form signed by the proprietor or a partner showing-

- (a) the particulars of the person carrying on the business;
- (b) the nature of the business carried on in the twelve months preceding the anniversary of the business;
- (c) such other information as shall be prescribed.

(2) A limited partnership or company shall file its annual returns in accordance with the Partnership Act or Companies Act, 2013 as the case may be.

(3) Where a business fails to comply with this section-

- (a) the proprietor and each partner of the business commits an offence and is liable on conviction to a penalty prescribed in Section 44; and
- (b) a penalty of five hundred dalasis per day shall be payable for each day that such failure continues.

(4) Where a business fails to file its annual returns within fourteen days of the due date the Registrar shall issue a notice to the business requiring the business to comply.

(5) Where a business fails to comply with the Registrar's notice issued under sub-section (4) within sixty days of such notice, the Registrar shall cancel the registration of the business in accordance with section 20 on the day following the expiration of the sixty day period.

23. Change of particulars

A registered business other than a micro business classified as subsistence under section 8 shall, within fourteen days of-

- (a) the change of any of the particulars entered in the business registration application form;
- (b) the cessation of business; or
- (b) the recommencement of a business within the validity period of a Business Registration Certificate, after notice of cessation had been filed,

file a notice of change of particulars with the Registrar on payment of the prescribed fee.

24. Transfer of a business

(1) Where a person registered under this Act other than a micro business classified as subsistence under section 8 sells or transfers its business such person shall, within fourteen days of such sale or transfer, notify the Registrar in the prescribed form specifying the date of the sale or transfer, and the full name and address of the transferee.

(2) A person who purchases or takes over a registered business shall notify the Registrar in the prescribed form specifying the date of purchase or take over and the full name and address of the transferor.

(3) The Registrar shall, upon receipt of a notification under this section, cause the appropriate Register to be amended and, if he or she deems it necessary, issue a new Business Registration Certificate.

(4) A person who fails to comply with this section commits an offence and is liable on conviction to the penalty specified in section 44.

25. Form of Notices and fees

The Minister shall prescribe the forms for the filing of a notice under this Part and the filing fees to be paid.

PART VII - RELATED SINGLE WINDOW REGISTRY SERVICES

26. Issue of trade licence

(1) Upon the approval of an application for business registration, the Registrar shall on the payment of the fee prescribed under the Licence Act submit the application for a trade licence to the relevant local government area electronically which shall be processed and a licence issued by the appropriate Local Government Council in accordance with the Licence Legislation.

(2) A trade licence for all businesses other than micro business shall indicate the Synchronised Registration Number of the business.

(3) In the case of a micro business the licence to trade in a local government area shall be endorsed on the Business Registration Card.

27. Tax payer registration

(1) Upon approval of the application for business registration, the Registrar shall submit the application for tax payer registration electronically to the Commissioner General for the issue of a Tax payer registration Certificate in accordance with the Income and Value Added Tax Act.

(2) A Taxpayer registration certificate shall indicate the Synchronised Registration Number.

28. Social Security Employer registration

(1) Upon approval of the application for business registration, the Registrar shall submit electronically the application for employer registration to the Managing Director Social Security Corporation for Employer Registration to the National Provident Fund.

(2) An Employer Registration Certificate issued by the Social Security Corporation shall indicate the Synchronised Registration Number.

PART VIII - ACCESS TO SINGLE WINDOW REGISTRY DATABASE

29. Public Access to the data base

(1) The Single Window Registry databases shall be maintained as public records and the data entered shall be available to the public.

(2) The public may have access to the Register by electronic means, including internet and electronic data interchange.

(3) The Registrar shall give full online access to the Single Window Registry database for business facilitation purposes to-

- (a) the Relevant Ministries;
- (b) Gambia Revenue Authority;
- (c) Municipalities;
- (d) Social Security Corporation; and
- (e) any public sector institution.

30. Provision of information on licensing requirements

(1) The Single Window Registry database shall store information pertaining to licensing requirements of any public sector agency.

(2) The Registrar shall, upon request by any person who has submitted an application for the registration of a business, provide, if available, information pertaining to specified public sector agencies with respect to-

- (a) applications for any license or permit;
- (b) application forms;
- (c) requirements for any license or permit;
- (d) laws and regulations; and
- (e) any other information provided by such public sector institution to the Single Window Registry.

(3) The Registrar may recover from an applicant any expenses incurred in providing information to such applicant in accordance with the prescribed fees schedule.

PART IX - PUBLICATIONS AND SEARCH

31. Business Registration Journal

The Registrar shall issue a periodic Journal in which shall be published information in respect of-

- (a) the names of all businesses registered and their proprietors, partners or directors;
- (b) changes of particulars;
- (c) cancellation and striking off of a business;
- (d) prescribed fees;
- (e) Information relating to non-commercial entities; and
- (f) any other information required to be published under this Act or that would facilitate doing business in The Gambia.

32. Single Window Registry website

The Registrar shall maintain a website which shall contain provisions of all relevant legislation, facilitate business registration and provide access to business information.

33. Search

The Registrar shall, on such conditions as shall be prescribed, allow searches to be made, at all reasonable times, in any register of the Single Window Registry database, for any public information.

34. Extracts from business records

(1) A person shall, on payment of the prescribed fee, obtain a certified copy of any entry in the Single Window Registry database.

(2) A certified copy shall be received in evidence in all legal proceedings, civil or criminal without requiring any further or other proof.

PART X - FEES

35. Fixing of fees

(1) The Minister shall by Order made hereunder, issue a Fee Schedule which shall specify fees payable for the Single Window Registry services specified in this Act.

(2) An Order made under sub-section (1) shall indicate the basis on which the fees so specified have been determined.

(3) Fees specified herein shall be reviewed periodically taking into account the prevailing business climate and market conditions, after consultations with The Gambia Chamber of Commerce and Industry.

36. Penalty for failure to pay relevant fees on time

(1) Where a prescribed fee has not been paid within the time specified for its payment a person liable to pay the fee shall further be liable to pay ten per cent of the fee due to be recovered.

(2) If the prescribed fee, together with any penalty liable to be paid under sub-section (1), is not paid within thirty days

after the time specified for payment, the person liable to pay the fee shall further pay fifteen per cent of the sum due in addition to the fee payable at the end of each succeeding month.

(3) The fee and penalty payable under this Act shall be a civil debt which may be recovered by civil action.

37. Exemption from payment of fees

(1) Notwithstanding the provisions of this Act, the prescribed fee for registration is not required to be paid by a business or person carrying on business that is required to be registered under any other enactments, if that other enactment makes provision for the payment of a registration fee.

(2) The payment of a trade licence fee does not amount to a registration fee under this Act.

38. Collection of fees on behalf of others

(1) The Registrar shall collect all the fees payable for business registration and all other Single Window Registry services.

(2) Trade license fees and any other fees collected on behalf of any other institution shall be paid into a special bank account opened for the purpose.

(3) The Minister shall, after consultation with the relevant Ministries make guidelines for the distribution of fees collected through the Single Window Registry

PART XI - MICRO BUSINESSES

39. Micro business

The Minister shall, in consultation with the responsible Ministers-

- (a) prescribe a threshold for classifying any business as a micro business and subsistence micro business;
- (b) specify the basis of such classification; and

- (c) prescribe the medium or procedure by which micro businesses shall apply to be registered under this Act;

40. Exemption from payment of fees

(1) A micro business shall be exempt from the payment of business registration and any other fees prescribed under this Act.

(2) Notwithstanding sub-section (1), the Registrar may recover the cost of any service extended to a micro business under this Act.

(3) The exemption under sub-section (1) shall not apply to any fee payable for a trade licence.

41. The Business Registration Card

(1) The Registrar shall, upon the approval of a micro business for registration, issue a Business Registration Card to such business.

(2) The Business Registration Card shall be in the prescribed form and shall contain the-

- (a) synchronised registration number;
- (b) name of the person carrying on the business;
- (c) local government area in which the business is carried on;
- (d) general nature of the business;
- (e) date of issue;
- (f) stamp of the Registrar; and
- (g) approval and stamp of the Municipal Council evincing a licence to trade in that Local Government Area.

42. Business Registration Card not transferable

(1) A micro business and Business Registration Card shall not be transferable.

(2) Where the proprietor of a micro business sells or transfers its business, the transferee shall register the business so transferred under his name within seven days of such sale or transfer.

PART XII – MISCELLANEOUS

43. Immunity

(1) An action shall not lie against the Registrar or any of his officers in respect of any act done or omitted to be done by the Registrar or any of his officers in the execution, in good faith, of his or her functions under this Act.

(2) Where the Registrar furnishes, electronically or otherwise, information relating to a person registered under this Act to any other person, neither the Registrar nor any of his or her officers who is involved in the supply of such information shall be liable for any loss or damage suffered by any person, by reason of any error or omission, of whatever nature or however caused, if the error or omission is made in good faith and in the ordinary course of the discharge of the duties of the Registrar or officers or has occurred or arisen as a result of any defect or breakdown in the service or in any of the equipment used for the service

44. Offences and penalties

(1) Subject to sub-section (6), a person who contravenes a provision of this Act or Regulations made under this Act commits an offence and is liable on conviction to a fine of not less than ten thousand dalasis.

(2) Where an offence referred to in sub-section (1) continues for more than a day, the court shall, in addition to the penalty imposed under sub-section (1), impose a penalty of not less than five hundred dalasis, for each day that the offence continues.

(3) Where any offence under this Act is committed by a company, the general manager of the company and each director of the company shall be deemed to have committed the offence.

(4) Where an offence under this Act is committed by a partnership, in addition to the manager of the partnership, each of the partners shall be deemed to have committed the offence.

(5) A person shall not be guilty of an offence under subsection (1) if he or she proves that-

- (a) the offence was committed without his or her knowledge and that such lack of knowledge is not due to any negligence on his or her part; or
- (b) he or she reported the commission of the offence to the Registrar as soon as he or she became aware of it.

(6) A person who contravenes any section of this Act and Regulations made under this Act with respect to a micro business commits an offence and is liable on conviction to a fine not exceeding ten thousand dalasis.

45. Regulations

The Minister may make regulations providing for-

- (a) the form of the application and manner in which the application for registration of a business other than a micro shall be made;
- (b) the medium and form of application for the registration of a micro business;
- (c) any information additional to that specified under this Act to be furnished to the Registrar;
- (d) the form of additional particulars to be furnished;
- (e) the forms of the Business Registration Certificate or Card;
- (f) the issue of duplicate certificates;
- (g) the form of application for registration of a business name;
- (h) the form of any notice to be given by any person;
- (i) approving the computer system to be used by the Single Window Registry;

- (j) approving the additional services to be provided by the Single Window Registry;
- (k) the manual backup systems to be maintained by the Registrar; and
- (l) generally, for the carrying into effect of the provisions of this Act.

46. Repeal and Savings

(1) The Business Registration Act is hereby repealed.

[cap. 94.02]

(2) Notwithstanding the repeal of the Business Registration Act -

- (a) a registration made or certificate issued under the repealed Act shall remain in force for the period of its validity and may thereafter be renewed only in accordance with the provisions of this Act;
- (b) any person who has a valid business registration certificate issued under the previous Act shall be deemed to be registered hereunder for the period of validity of the certificate; and
- (c) the regulations made under the Business Registration Act repealed under sub-section (1) shall, if not inconsistent with this Act, continue in force as if they were made under this Act, until revoked.

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HON. MAMA FATIMA SINGHATEH
ATTORNEY GENERAL AND MINISTER OF JUSTICE