



Companies and Intellectual  
Property Commission

a member of the dtic group

# COMPANY REGISTRATIONS AND COMPLIANCE WITH THE CIPC

## 28 NOVEMBER 2024

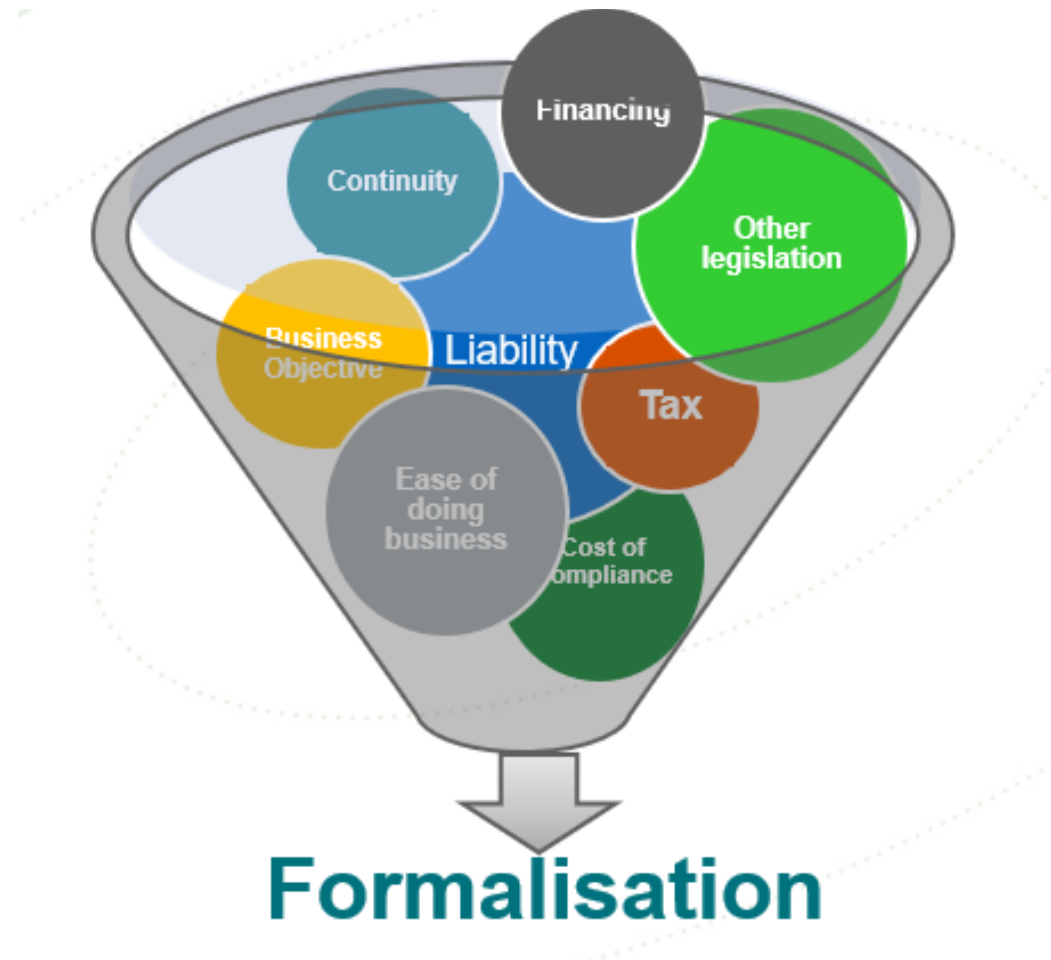




# CONSIDERATIONS WHEN REGISTERING A COMPANY

## CIPC

# Factors to Consider for Registration



# Opportunity

- Make sure economic reason or opportunity
  - Otherwise if you register you will still be required to comply
  - Landing in Compliance Hot Water!
  - There is a lot that you will be required to comply with
  - You will be automatically registered with SARS and SARS will also be contact and following up with you
    - Will only be able to close at SARS after formally deregistered with CIPC and you have a letter
- There may be tax benefits if you trade under sole proprietorship and as your business grows you can formalize
- Compliance does cost you time and money – you have to plan around it
- Advisable to consider waiting till you have an opportunity

# What will happen if I register without an opportunity

- You will still be required to comply with various statutory obligations regardless of whether you were actually doing business or not
- Once registered, CIPC notifies SARS who issues a Tax number – therefore SARS knows of the business and therefore, must comply with tax obligations as well
- Dormant companies are at risk of being used for fraudulent and other criminal activities – your name is associated with it as a director
- Distorts the view of how many active businesses there are within the economy
- Regulators will not know that dormant and therefore, state resources are spent that could have been used elsewhere

# Importance of MOI

- Every company MUST have an MOI (Memorandum of Incorporation)
  - When you register using short standard – the minimum legal requirements applies and you will get a copy of it (CoR15.1A or CoR15.1C)
  - It is a binding agreement and you need to understand it and manage company according to it
  - Other types of registrations you will have to provide it to the CIPC
  - Can amend and change overtime by filing a CoR15.2





# NAME RESERVATION

# Names and Trade Marks

- When reserving a name it is advisable to do a Trade Mark search, enterprise search and a browser search
  - This is to identify possible other businesses that already have rights or uses names similar to what you are considering
- After registering your business you can also Trade Mark your name



# Name Reservations

- Provide 4 options in order of preference
- Different channels for name reservations (for classification purposes CIPC names some of the services but it is still the same legal process in terms of the Companies Act)
  - SST – standard name reservation
  - E-Services – standard name reservation
  - E-Services – associated name reservation (need to provide supporting documents to confirm association with existing company/close corporation/co-operative)
  - BizPortal – standard name reservation
  - Mobile App – standard name reservation
  - K2 – standard name reservation
- Can submit name reservation with your new company application – but if name is rejected new company will be registered without the name! Can do name change afterwards

# Name Reservations

- For profit can be without a name – then name will be the registration number with suffix (South Africa)
- Do not provide the suffix when submitting the name – the suffix will be assigned ONCE the new company is registered
- Not for Profit MUST have a name


# Enterprise Search











Search Options

Enterprise Name

▼

apple cart options



ENTERPRISE No	NAME	STATUS	View
K2018520762	APPLE BUILDING	VOLUNTARY LIQUIDATION	
M2007022943	APPLE GREEN HOLDINGS	VOLUNTARY LIQUIDATION	
60000238123	APPLE CONNECTION	RESERVED NAME	
9408289226	APPLE A DAY	RESERVED NAME	
9395881207	APPLE AND BEE HOLDINGS	RESERVED NAME	
60000440415	APPLE BEAUTY BAR	RESERVED NAME	
9417796687	APPLE BLOSSOM BEAUTY SPA	RESERVED NAME	
9369422681	APPLE BLOSSOM ONLINE	RESERVED NAME	
9375169805	APPLE CHERRIE SUPPLIERS	RESERVED NAME	
9398784143	APPLE CITY LEARNING ACADEMY	RESERVED NAME	

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# Trade Mark Search

https://iponline.cipc.co.za/Default.aspx



## CIPC Intellectual Property Online

South Africa's official portal for IP services

Home Trade Marks Patents Designs Copyright IKS Publications

Login



### Quick Links

- Free Patent Search
- Free Trade Mark Search
- Com
- Free
- Late

Simple Question

Figurative Question



What is IP?



How to manage your IP?



How to...

Application Number:

Application number e.g. 2015/03577

Verbal Mark

APPLE CART OPTIONS

Nice class(es)

- ☒01 ☐02 ☐03 ☐04 ☐05 ☐06 ☐07 ☐08 ☐09 ☐10 ☐11 ☐12 ☐13 ☐14 ☐15  
☐16 ☐17 ☐18 ☐19 ☐20 ☐21 ☐22 ☐23 ☐24 ☐25 ☐26 ☐27 ☐28 ☐29 ☐30  
☐31 ☐32 ☐33 ☐34 ☐35 ☐36 ☐37 ☐38 ☐39 ☐40 ☐41 ☐42 ☐43 ☐44 ☐45

Hover on check box to get description

\*Captcha

df1259

Can't read it?

Try another one

No results found.

Search

Reset

# Browser Search

apple card option

SEARCH

COPILOT

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IMAGES

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MAPS

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MOI

About 554,000 results

Apple

https://www.apple.com/apple-card ▾

Apple Card - Apple

Apple Card gives you **unlimited 3% Daily** Cash back on everything you buy at Apple — whether it's a new Mac, an iPhone case, games from the App Store, or even a service like Apple Music or Apple TV+.

Features

Apple Card Monthly Installments (ACMI) is a 0% APR payment option that is only ...

Family

Apple Card Family Participants and Co-Owners do not need to have a familial ...

How-To Videos

To access and use all Apple Card features and products available only to Apple ...

Monthly Installments

Apple Footer \* Monthly pricing is available when you select Apple Card Monthly ...

Other content from apple.com

iPhone | Apple Card - Apple

Support | Apple Card - Apple

iCloud | Apple Card - Apple

See more

Apple Support

https://support.apple.com/en-lamr/104952 ▾

How to apply for Apple Card - Apple Support

To access and use all Apple Card features, you need to add Apple Card to an eligible iPhone or iPad that you own with the latest version of iOS or iPadOS. Then, you can manage your Apple ...

Tags: Apple Inc. Support Apple Card

Videos of Apple Card Option

bing.com/videos

Apple Card Application Process and First Look

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# COMPANY REGISTRATION

# New Company Registration

- Based on the type of company – multiple different channels
  - Private Company and NPC without Members:
    - **BizPortal – easiest and uses card payments**
    - E-services – must still submit documents for confirmation and used declining balance
    - SST
    - Mobile App
  - Other types – e-mail
- Once registered you will get a welcoming letter, the registration certificate, MOI and a disclosure certificate





# Welcoming Letter

- Welcoming letter contains high level information on:
  - how to register any further Intellectual Property rights
  - the main compliance obligation
    - Beneficial Ownership Declaration
    - Annual Returns
    - AFS/FAS
    - Changes to the information of the company
  - How to contact CIPC



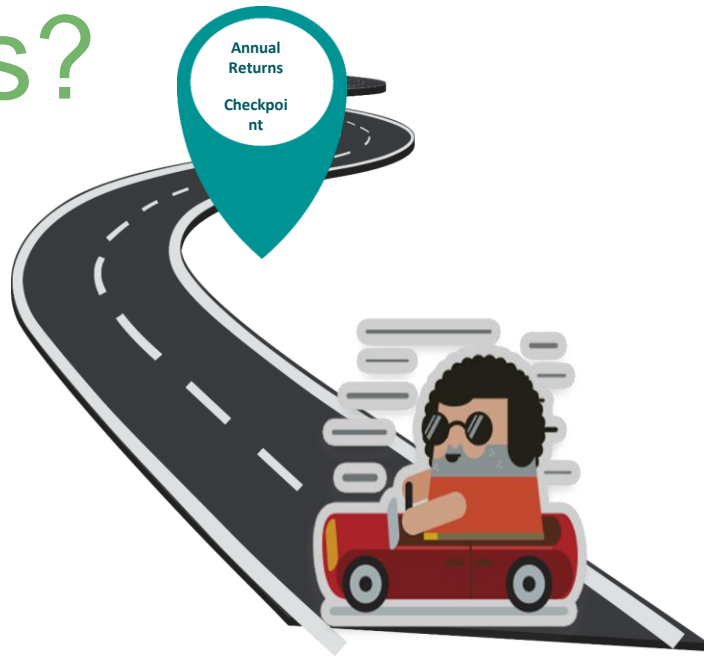
# Importance of Correct Contact Details

- When registering ensure that CIPC has your contact details as the director not that of your service providers!
  - Directors may not share e-mail or cell phone numbers – each director must provide his/her own contact details
  - **Otherwise you will not receive reminders, notices and may end up deregistered without you knowing**
  - Your responsibility as a director to comply – not your service providers



# **ANNUAL RETURNS, BENEFICIAL OWNERSHIP AND FINANCIAL REPORTING**

# What is annual returns?



Think of Annual Returns as an annual renewal for your business to conduct business (*not a legal description*) **with CIPC (Companies Regulator)**

- Annual Returns is an annual filing of information with the CIPC to confirm the latest information of the company or close corporation (as at the date of filing)
  - Check: Corporate information e.g., directors, auditor, address, financial year end and company name is up to date
  - Check: Financial record keeping and financial information on companies and close corporations (AFS or FAS)
  - Check: Level of compliance with Companies Act
  - **Check: Who is beneficial owners**
  - Check: Operational information e.g., number of employees, active or dormant, main business activity and were conducting business

*All the above to help CIPC to execute its various functions and objectives*

# Annual filing

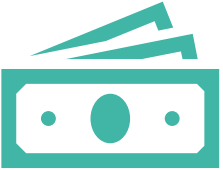
- Annual Returns must only be filed once a year (annually)
- When:
  - Companies: 30 business days from the day after its anniversary date
  - Close Corporations: from the first day of its anniversary month until the end of the month thereafter
  - **Even if dormant or not conducting business**
- Will I be reminded by CIPC?
  - Yes
  - CIPC issues Annual Return reminders to all active directors or members at the beginning of the month the Annual Returns becomes due for filing
  - Due to volume and efficiency of issuing reminders, it is issued electronically only (cell phone or e-mail)
  - PROVIDED: correct contact details for directors or members

# Other matters to be filed with Annual Returns or on annual basis

- To make it easier for companies and close corporations to comply with other requirements, the Act require additional services to be filed with Annual Returns
  - AFS/FAS
  - Compliance Checklist
  - **Beneficial Ownership**
    - **Will become mandatory to file Beneficial Ownership before being able to file Annual Returns**
  - In future Annual Return Filing service, you will be able to update your corporate information WHILE filing Annual Returns



# Annual Return Fee



**Filing comes with a fee**



**CIPC does not get funding from the national vote**

Certain filings with CIPC carries a statutory fee including Annual Returns

Fee is not negotiable and /or payable in installments

CIPC may not waive or reduce its fees other than what is stated in the Companies Act or other Acts under its administration

As a government institution CIPC must adhere to the PFMA and must collect all fees due to it – failure of which CIPC may receive a qualified audit



**Filing Information + Payment = complete filing**



# Will CIPC remind me?

- Yes PROVIDED that CIPC has the correct contact details
- E-mail to all active directors or members
- SMS to all active directors or members
- E-mail contains the links on how to comply



# WHY IS COMPLIANCE IMPORTANT

# Why important for CIPC to have correct information

- CIPC is the custodian for all registered corporate entities in South Africa – CIPC is the source registry of the information
- Public and government uses CIPC information to make decisions
  - E.g., Government wants to know the size and status of the NPC sector, how many external companies are investing in South Africa, is a specific company compliant in order to do business with it (is it legitimate), who may contract on behalf of the company, where do I find the business to do business with it
  - Critical for CIPC to be up to date

# Why important for CIPC to have correct information

- CIPC mandate to keep an up to date and effective register of all companies, close corporations and co-operatives
  - This also means that companies and close corporations who is not doing business should be removed from the register
    - Can always be re-instated if it had economic value at the time of final deregistration (Registration function)
    - Inactive companies and close corporations that has not been finally deregistered is at risk for being used for fraud, money laundering and terror financing
- Ensuring a reputable corporate environment by increasing compliance with the companies act, promoting a reputable and predictable business environment in South Africa, promoting investment etc.
  - (Regulatory function)

# Why important for CIPC to have correct information

- CIPC information is also combined with various other sources by other private and government organizations
  - E.g.
    - Windeed – combines CIPC corporate and director information with immovable property
    - Banks – to determine the risk profile of companies and close corporations and to make sure they know with whom they are doing business
    - SARS – to know how many prospective corporate taxpayers there are
- CIPC information is used during civil and criminal investigations
- CIPC even uses its own data to take companies to court for noncompliance with the Act, director misconduct



# Consequences of non-compliance with Annual Returns

- 2 + successive Annual Returns outstanding – systematically placed in deregistration\
  - Can still file
  - Deregistration status is a risk indicator that company, or close corporation may be coming to an end soon
    - Banks, service providers or customers may require the company, or close corporation to file Annual Returns for them to do business
- Continued noncompliance = final deregistration

**CAUTION**  
**OUTSTANDING**  
**ANNUAL RETURN**  
**DUE!!**

# Consequences of Deregistration



**Company, or close corporation as a registered business ceases to exist**

Looses benefits of being a registered business

- Perpetual existence
- Limited liability



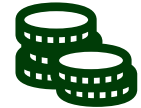
**Directors can be held personally liable for all debt**



**Banks may freeze your bank account**



**Service providers may stop doing business with you**



**Creditors may refuse to pay**

**Until Re-instatement**



# Consequences of non-compliance with Beneficial Ownership

- CIPC will commence an investigation against the company and issue a compliance notice
- Once BO declaration is mandatory before filing AR, you will be not be able to file AR and therefore will be finally deregistered
- Criminal offence to submit false or incorrect information to the CIPC

**CAUTION**  
**OUTSTANDING**  
**ANNUAL RETURN**  
**DUE!!**



# HOW TO FILE ANNUAL RETURNS

### OUTSTANDING ANNUAL RETURNS - REM INITIATIVES

AR Year	AR Month	AR Non-Compliance Date	Turnover
2020	5	2020-07-11	<input type="text" value="0"/>
2021	5	2021-07-11	<input type="text" value="0"/>
2022	5	2022-07-11	<input type="text" value="0"/>
2023	5	2023-07-11	<input type="text" value="0"/>

Turnover amount(s) must be (a) whole number(s), no decimals.

CALCULATE

# Filing Options

- Only electronic filing options available
  - BizPortal – quickest
  - eServices – intermediaries
  - Self Service Centre
  - Mobile App
- No Manual Filing

### Paid Annual Returns - 2013 / 169370 / 07

AR Year	Customer Code	Amount Paid	Tracking Number	Date Filed
2014	SWIFT	-150.00	9370769881	2022-08-10
2015	SWIFT	-150.00	9370769883	2022-08-10
2016	SWIFT	-150.00	9370769884	2022-08-10
2017	SWIFT	-150.00	9370769885	2022-08-10
2018	SWIFT	-150.00	9370769886	2022-08-10
2019	SWIFT	-150.00	9370769887	2022-08-10
2020	SWIFT	-150.00	9370769888	2022-08-10
2021	SWIFT	-150.00	9370769889	2022-08-10

### Outstanding Annual Returns - 2013 / 169370 / 07

AR Year	AR Month	AR Non-Compliance Date	Turnover
2022	9	2022-11-10	<input type="text" value="0"/>
2023	9	2023-11-10	<input type="text" value="0"/>

Turnover amount(s) must be a whole number, no decimals.

**CALCULATE OUTSTANDING AMOUNT**



Filing of beneficial ownership declarations is compulsory for all companies and close corporations. Failure to adhere to the requirements may result in administrative sanctions and enforcement. If you wish to proceed with beneficial ownership filing, click NEXT. If you want to file at a later stage click IGNORE [NEXT>>](#).



# Payment

- Ensure your card is 3D secure





# BENEFICIAL OWNERSHIP DECLARATION

# Objective of Beneficial Ownership Declaration

- Have a register of natural persons who own or exercise control over legal entities;
- To bring South Africa in line with international best practices
- To assist law enforcement with relevant information when it comes to their investigations of who the ultimate owners of an entity are and to hold such persons accountable; and
- To mitigate the risks identified in the national risk assessment where legal persons were identified as vehicles prone to abuse for money laundering and terror financing activities.

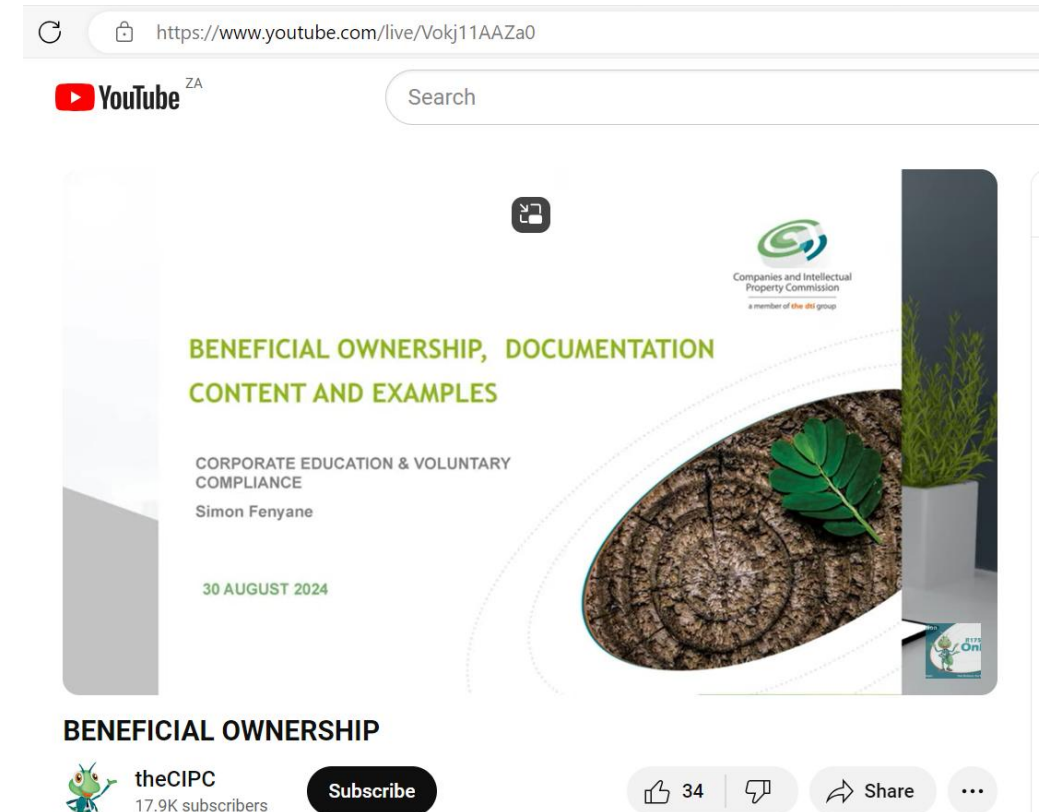
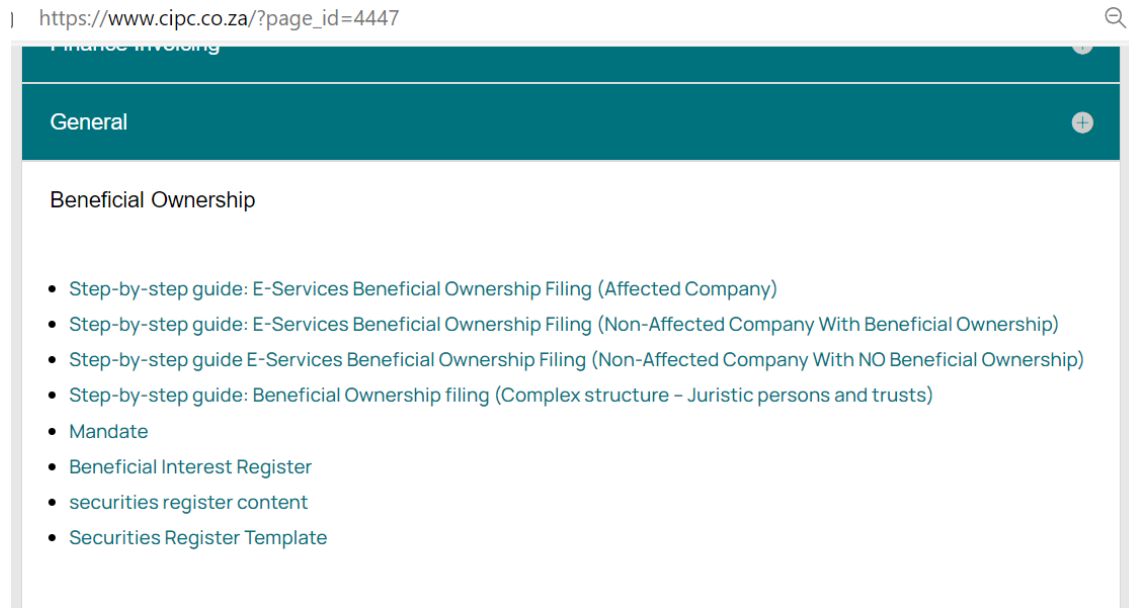


# What is Beneficial Ownership Declaration

- Refer to webinar on this topic
  - <https://www.youtube.com/watch?app=desktop&v=2Ts85NJ6nGU>
- In short, it is the natural person who directly or indirectly owns or through various means controls or influences the affairs of a company, external company or close corporation  
(above is a simplification and should not be seen as the legal definition)

# How to file Beneficial Ownership

- Follow CIPC on social media
- theCIPC YouTube Channel





# **VOLUNTARY VS ANNUAL RETURN DEREGISTRATION**

# Voluntary Deregistration vs Annual Return Deregistration

## Annual Return Deregistration

- CIPC refers the company or close corporation for deregistration since it is suspected to be dormant
- CoR40.3 and CoR40.4 is issued to active directors and members
- If still no filing of outstanding Annual Returns – it is deregistered
- Final Deregistration Letter is issued
- In the past the period to final deregistration was inconsistent but under new revised process 40 business days until final deregistration.

## Voluntary Deregistration

- Company or close corporation determines that it is no longer doing business and submits an application to the CIPC
- Documentary and process requirements are stated on the CIPC website – [www.cipc.co.za](http://www.cipc.co.za) / enterprise maintenance / select the type of business / Changes to Management, Admin & Governance / Voluntary Deregistration
- Once in Voluntary Deregistration, CIPC issues notices to affected parties, and if no objection, it is finally deregistered
- No final deregistration letter is issued and have to request it if needed.
- From being placed into voluntary deregistration – 4 months to final deregistration

# Voluntary Deregistration Requirements

- Write a letter to CIPC with supporting information
- The letter must include the following statement confirming that:
  - The company or close corporation is not carrying on business or is dormant; and
  - Has no assets, or because of the inadequacy of its assets, that there is no reasonable probability of the close corporation being liquidated (if third party, the statement must be supplemented with sufficient documentary proof confirming the statement);
  - If the company or close corporation submits the request, the letter must be signed by at least 50% of the active directors of the company or members of the close corporation, or otherwise by the third party who is requesting the deregistration; and
  - Tax number (if available).
- CIPC will be unable to proceed with the changes unless the following supporting documentation is attached to the letter:
  - Tax clearance certificate or any other written confirmation from SARS that no tax liability is outstanding;
  - Certified ID copy of any of the persons signing the letter wherein deregistration is requested;
  - If a third party is applying for the deregistration, documentary proof must be submitted confirming the statement that:
    - the company or close corporation is not carrying on business or is dormant and
    - has no assets, or because of the inadequacy of its assets, that there is no reasonable probability of the company being liquidated (If third party, the statement must be supplemented with sufficient documentary proof confirming the statement).
- Scan the letter and supporting evidence as a single PDF.
- E-mail the letter and supporting evidence to [deregistrations@cipc.co.za](mailto:deregistrations@cipc.co.za) as a single e-mail.



**LAST REMARKS**

# How to stay compliant?

- Diarize annual compliance obligation and check whether new requirements or changes - prepare for compliance
  - Annual Returns
  - AFS/FAS
  - Beneficial Ownership
- Update CIPC on ALL changes to your company as it happens:
  - Changes in directors or director personal details e.g. contact details
  - Changes to the business address
  - Changes to MOI
- Do not ignore CIPC communications!
- **Take personal responsibility for compliance** – do not wait for others

# How to avoid deregistration and re-instatement?

- 1 Only register a company when having a reason and access support
- 2 Schedule/diarize compliance with Annual Returns
- 3 Follow CIPC on any of its platforms
- 4 Ensure that correct contact details to get reminders to file and deregistration notifications
- 5 Attend to Learn-I-Biz



# Follow us on these social media platforms for latest updates



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ONLINE TRAINING  
FOR DIRECTORS

# Learn-i-Biz Course

- LEARN-i-BIZ | CIPC
- [https://www.cipc.co.za/?page\\_id=10431](https://www.cipc.co.za/?page_id=10431)
- Offered at no cost
- For more information: [education@cipc.co.za](mailto:education@cipc.co.za)

# SMME Support

- Innovation Bridge
- National Small Business Chamber (NSBC)
- Small Enterprise Development Agency (SEDA)
- Industrial Development Corporation (IDC)
- National Youth Development Agency (NYDA)
- smelaunch.co.za
- SME Toolkit
- National Empowerment Fund (NEF)
- Small Enterprise Finance Agency (SEFA)



**SMElaunch**



**nsbc.africa**



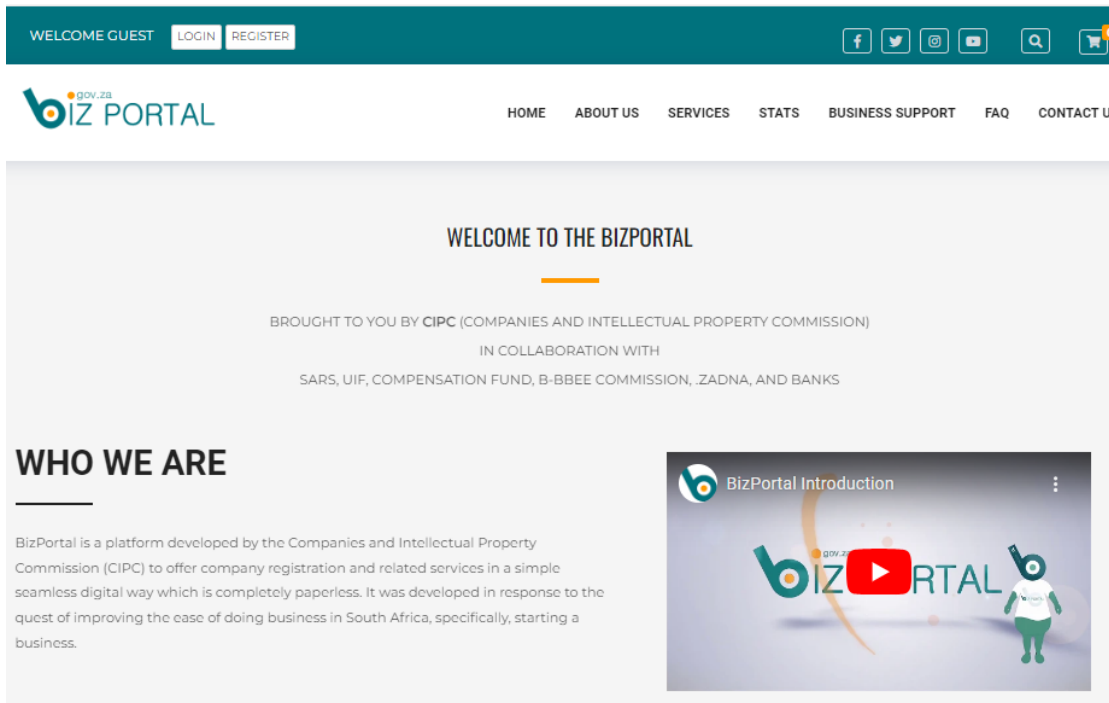
# SMME Support

- Doing Business in South Africa
- The Department of Trade Industry and Competition ([thedtic.gov.za](http://thedtic.gov.za))
- National Lotteries Commission (NPCs)
- Various business incubators for start-ups
  - The Definitive List Of South African Business Incubators For Start-ups | Entrepreneur
  - Article lists 58 incubators and what they can offer



# BizPortal as go to Channel for SMMEs

[www.bizportal.gov.za](http://www.bizportal.gov.za)



# IP Online

<https://iponline.cipc.co.za/Default.aspx>



## CIPC Intellectual Property Online

South Africa's official portal for IP services

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- Latest Journals

What is IP?



How to manage your IP?



How to manage risk?





# Contact Channels

- Call Centre
  - 086 100 2472
  - +2787 743 7000 (International)
- Walk-in-Centres
  - [https://www.cipc.co.za/?page\\_id=939](https://www.cipc.co.za/?page_id=939)
- Social media
- Enquiries
  - [www.cipc.co.za / enquiries](http://www.cipc.co.za/enquiries)



# Webinars and Videos on Services

- [www.cipc.co.za / webinars](http://www.cipc.co.za/webinars)

## IMPORTANT NOTICES

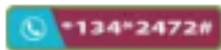
Re: Guideline for corporate compliance programme

Processing delays in foreigner assurance, new company registrations and beneficial ownership declarations

Re: New customer verification process

Director Amendments resignation of Directors

[VIEW ALL NOTICES](#)



## Webinars

### Next Webinar:

Topic: Company and close corporation annual returns

Venue: The webinar will be streamed live on CIPC Facebook and YouTube

Date:

Time:

No need to register

Follow CIPC on Facebook or YouTube to join the webinar

### • 2024 Webinars

Director Amendment 20 September 2024

– [Presentation](#)

– [Podcast](#)

Business Rescue 19 September 2024

– [Presentation](#)

– [Podcast](#)

Certification, notary, apostilled documents and re-instatements on de-registered entities webinar 25 July 2024

– [Presentation](#)

– [Podcast](#)

Beneficial Ownership Webinar 23 July 2024

– [Presentation](#)

– [Podcast](#)

panel discussion webinar: 25 June 2024

– [Podcast](#)

Business registration & intellectual property webinar 22 February 2024

– [Presentation](#)

– [Podcast](#)

### • 2023 Webinars

Final deregistration and re-instatements 31 January 2024

– [Presentation](#)





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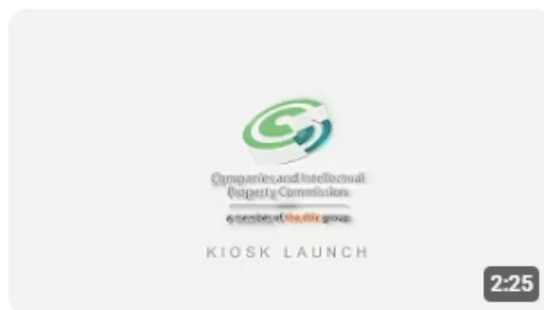
Popular

Oldest



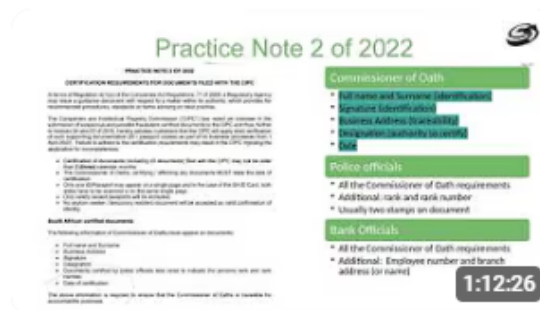
We have added a new location

193 views · 10 days ago



📍 Durban, we are here 📍

192 views · 13 days ago



CERTIFICATION

674 views · 2 weeks ago



Adv. Rory Voller Discusses the New Co-ops platform on ENCA

251 views · 2 weeks ago



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# Thank you