



Companies and Intellectual  
Property Commission

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# DEREGISTRATION OF COMPANIES & CC



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## TYPE OF DEREGISTRATIONS

# Type of Deregistrations

- **Section 83 of the Companies Act**
  - **Voluntary Deregistration**
  - **Annual Return Deregistration**
  - Transfer to foreign jurisdiction
  - Not active for 7 years
- Section 113-116 of the Companies Act
  - Merger and Amalgamation Deregistration
- Section 22 of the Companies Act
  - Reckless and gross negligence trading

# CIPC is clearing the registry of dormant & inactive Companies and CCs



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## Deregistration is...

When a company or CC is officially removed from the CIPC register, and it loses its legal status because:

- ▶ It is dormant or inactive,
- ▶ It has not filed annual returns & BO Declarations,
- ▶ Its directors/members initiated voluntary deregistration.

Your business, our focus.

# Consequence of Deregistration

- Section 84 of the Companies Act
  - The entity ends its life cycle and stops existing in law
  - Directors are still liable for actions taken or not taken during their tenure as director even if finally deregistered.





# **ANNUAL RETURN DEREGISTRATION - CONSEQUENCES OF NON-COMPLIANCE**

# 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!!**



# When does Annual Return Deregistration occur?

- Triggered when two or more successive annual returns are outstanding,
- Entity will be automatically referred by the system and then notified by email.
- The contact details as per the Commission records will be used to communicate the deregistration.
  - If contact details are outdated or incorrect, the Commission is not liable if you have not received such notification before deregistration
  - Ensure that contact details are updated and if not, do a CoR39 (director amendment) or CK2 (member amendments)

# Consequences of Deregistration

Name becomes available immediately for another person to  
reserve and use



**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**

# How to rectify AR Deregistration

- Compliance with outstanding legal obligations – Annual Returns filings, and beneficial ownership declarations BEFORE FINAL DEREGISTRATION
- [www.bizportal.gov.za](http://www.bizportal.gov.za) / login / services / annual returns

# What Now?

- If you did not receive the CoR40.3, CoR40.4 and/or Final Deregistration Notice? Why not:
  - Contact details of directors or members are outdated
  - Used contact details of a service provider
- How to update contact details of directors and members to receive notices in future:
  - Director / member amendment
  - Directors must provide their own contact details not that of service providers



# **VOLUNTARY DEREGISTRATION**



# When does a Voluntary Deregistration occur?

- A business can be referred for deregistration upon request from the company or close corporation or any other third party, provided that the company or close corporation has:-
  - ceased to carry on business; and
  - has no assets or, because of the inadequacy of its assets, there is no reasonable probability of the company or close corporation being liquidated
- The business must ensure and check that it does not have any outstanding liabilities

# Outstanding Liabilities

- Advised to check, inter alia:-
  - Outstanding Tax Liabilities;
  - Outstanding filings with other government institutions;
  - Immovable property
  - Movable property

# Requirements for Voluntary Deregistration

- Letter - 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).
- Supporting Documents
  - 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).
- E-mail the letter and supporting evidence to [deregistrations@cipc.co.za](mailto:deregistrations@cipc.co.za) and all attachments must be in PDF and a single e-mail.

# How to cancel Voluntary Deregistration

- Write a letter to CIPC and e-mail to [deregistrations@cipc.co.za](mailto:deregistrations@cipc.co.za) BEFORE final Deregistration
  - The letter must clearly state the reason for objecting to the deregistration and such must be submitted to the CIPC before the date the company or close corporation is finally deregistered.
  - If the company or close corporation was finally deregistered, the company or close corporation must apply for [Re-instating a company](#)
- It should be noted that this process cannot be used if the reason for the deregistration is non-compliance with annual returns. If the company or close corporation was referred for deregistration due to non-compliance with annual returns, the deregistration process will only be cancelled upon the filing of all outstanding annual returns.

# When will it be finally deregistered?

- Voluntary deregistration is a two-step process
  - Step 1: Processing of deregistration request (4 working days from tracking)
  - Step 2: Notification of pending deregistration and if no objection, then finally deregistered (4 months)
- Challenge: Legacy system and sometimes are skipped





**FINAL DEREGISTRATION**

# Final Deregistration

- Status description: AR Final Deregistration or Final Deregistered
- How to determine status: BizProfile
  - [www.bizportal.gov.za](http://www.bizportal.gov.za) / login / BizProfile
- Companies and Close Corporations only – not co-operatives

# Access to Final Deregistration Letters

- If referred for **AR deregistration** from September 2024 – letters can be downloaded from e-Services and BizPortal
  - Provided that active director or member at time of deregistration
  - Use ID number associated with customer code to determine whether letters are available
  - Six months from final deregistration is free of charge otherwise a disclosure request and must pay for it
  - Service providers and third parties, will not have access or obtain letters free of charge – disclosure request and must pay for it
- Voluntary Deregistration – legacy system and need to request
  - If service provider that made the request – [enqderegistrations@cipc.co.za](mailto:enqderegistrations@cipc.co.za); call centre
  - If third party – [enqdisclosure@cipc.co.za](mailto:enqdisclosure@cipc.co.za)

# Download of letters

## HOW TO ACCESS THE ONLINE DEREGISTRATION LETTER



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### DOWNLOADABLE LETTER

Only for those companies and close corporations who were referred for deregistration non-compliance from 1 September 2024:

- Only for Annual Return Deregistration
- ID number must be the same as active director/Company Secretary
- Free of charge for active directors/members/company secretaries (\* available for 6 months only)



### REQUEST VIA AR TEAM/DISCLOSURE UNIT

- If the final deregistration is older than 6 months then a request must be sent to the CIPC Paper-Based Disclosure unit at [disclosureenq@cipc.co.za](mailto:disclosureenq@cipc.co.za) (A fee is required)
- If a Third-Party is requesting for the letter then request via Paper-Based Disclosure (fee payable)
- If company/close corporation service provider request via AR team  
[Annualreturns2@cipc.co.za](mailto:Annualreturns2@cipc.co.za)

Visit the website for more information [www.cipc.co.za](http://www.cipc.co.za)

**YOUR BUSINESS.OUR FOCUS.**



## INCIDENTAL INFORMATION



# Incidental Information

- The submission of the **Annual Return Information together with payment** should have been made before final deregistration. Mere timeous payment or deposit of fee is not regarded as filing of Annual Returns. If payment or deposit was made, but company or close corporation was finally deregistered, the company or close corporation may be re-instated provided it meets the process and document requirements.
- If Annual Returns were filed, but not the latest Beneficial Ownership Declaration, such must be filed separately failure of which CIPC may initiate an investigation against the company or close corporation and issue a compliance notice.

# Incidental Matters

- Delays should be expected due to high volume of final deregistrations on enquiries and applications
- Did not receive, log a fault
- Refund of deposits must be logged via [revenue@cipc.co.za](mailto:revenue@cipc.co.za)

# How to stay in the Know

- Follow CIPC only any of its social media platforms
- Refer to the CIPC website regularly [www.cipc.co.za](http://www.cipc.co.za)
- Check your company, or close corporation status regularly
  - [www.bizportal.gov.za](http://www.bizportal.gov.za) / login / View BizProfile
- CIPC online director training course
  - [https://www.cipc.co.za/?page\\_id=10431](https://www.cipc.co.za/?page_id=10431)

# Follow us on these social media platforms for latest updates



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# How to stay in the Know

Keep your company, or close corporation information easily accessible:

- Welcome Letter
- Registration Certificate
- All filing confirmations (and content)
- Financial records
- Minutes of meetings
- Share registers



# Resources

- Notices relating to final deregistration is published on the CIPC website and social media posts

## IMPORTANT NOTICES

CIPC Announces the IP Youth Awards: Celebrating and Empowering Young Innovators

Sustainability reporting survey / regulatory impact assessment

Deregistration of corporate entities due to non-compliance with the company's Act, 71 of 2008

Change of Contact details (Email Address and Cell Phone Number) of Directors

[VIEW ALL NOTICES](#)

## ALL NOTICES

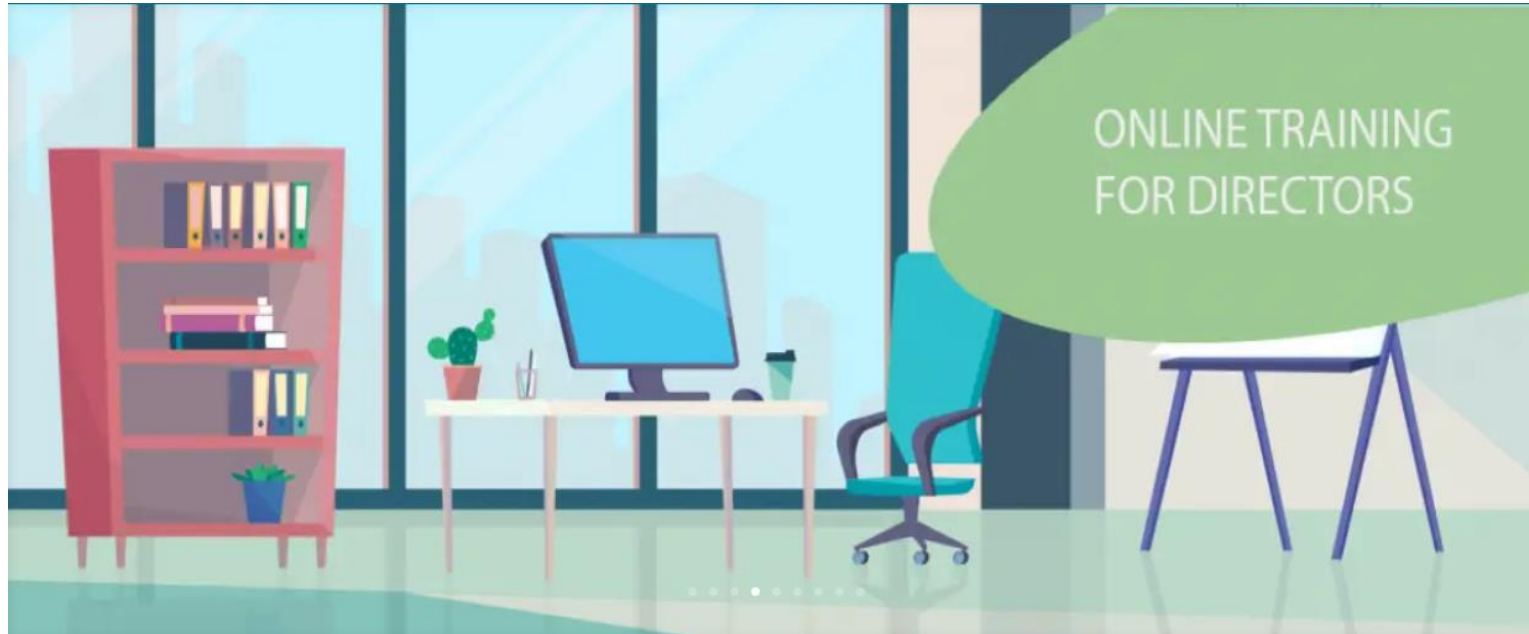
Search:

[Reset](#)

Title	Date
Deregistration of corporate entities due to non-compliance with the company's Act, 71 of 2008	January 29, 2025
Deregistration of Companies due to Non-Compliance with the Company Act	January 17, 2025
Recommendation of referral for deregistration due to non-compliance with Annual Returns	August 30, 2024
Delay in processing and responding to CC and Company re-instatement applications and deregistration enquiries	April 24, 2024
Delay in processing company and close corporation re-instatement applications (form COR 40.5) and responding to company and close corporation re-instatement and deregistration enquiries (CIPC online query management system)	February 21, 2024
Deregistration of companies and close corporations in annual return deregistration process	February 1, 2024
Commencement of deregistration notification for companies and close	August 11

# Resources

- Webinars – CIPC Website
- CIPC free online course for directors – Learn-i-Biz
- To follow CIPC – social media



## Learn-i-Biz Course

**LEARN-i-BIZ | CIPC**

**[https://www.cipc.co.za/?page\\_id=10431](https://www.cipc.co.za/?page_id=10431)**



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# THANK YOU