

**NOTICE 217 OF 2008**

**DEPARTMENT OF TRADE AND INDUSTRY**

**Companies and Intellectual Property Registration Office**

**NOTICE OF INTENTION TO AMEND THE COMPANIES ADMINISTRATIVE  
REGULATIONS, 1973**

The Minister of Trade and Industry intends amending the Companies Administrative Regulations, 1973, in accordance with the Schedule.

Interested persons are invited to submit written comment and representations on or before **29 February 2008**, to –

The Manager: Legal and Regulatory Services, CIPRO  
PO Box 429, Pretoria, 0001  
The dti Campus, Block F, Third Floor, 77 Meintjes Street, Sunnyside, 0002

**For attention of:-**

Adv Flip Dwinger  
Tel (012) 394 5373  
Fax (012) 394 6373  
E-mail: fdwinger@cipro.gov.za

or

Ms Janine van Zyl  
Tel (012) 394-5375  
Fax (012) 394-6375  
E-mail: jvanzyl@cipro.gov.za

**GENERAL EXPLANATORY NOTE**

[            ]        Words in bold type in square brackets indicate omissions from existing regulations

\_\_\_\_\_        Words underlined with a solid line indicate insertions in existing regulations

**SCHEDULE****Definitions**

1. In this schedule the Regulations mean the regulations published by Government Notice R 1948 of 19 October 1973, as amended by Government Notice R2384 of 14 December 1973; Government Notice R55 of 11 January 1974; Government Notice R.119 of 17 January 1975; Government Notice R.1665 of 10 September 1976; Government Notice R.1911 of 22 October 1976; Government Notice R.787 of 6 May 1977; Government Notice R.2044 of 7 October 1977; Government Notice R.1391 of 30 June 1978; Government Notice R.1758 of 17 August 1979; Government Notice R.1121 of 6 June 1980; Government Notice R.1759 of 29 August 1980; Government Notice R.2443 of 13 November 1981; Government Notice R.559 of 26 March 1982; Government Notice R.873 of 19 April 1985; Government Notice R.2348 of 18 October 1985; Government Notice R.539 of 27 March 1986; Government Notice R.1962 of 30 September 1988; Government Notice R.415 of 10 March 1989; Government Notice R.601 of 31 March 1989; Government Notice R.736 of 21 April 1989; Government Notice R.2090 of 29 September 1989; Government Notice R.1110 of 4 September 1998; Government Notice R.762 of 18 June 1999; Government Notice R.1712 of 18 November 2003; (as corrected by Government Notice R.1790 of 8 December 2003); and Government Notice R.607 of 1 July 2005

**Insertion of regulation 2A in the Regulations**

2. The following regulation is hereby inserted after regulation 2:

**“Notices under the Act**

2A Whenever a notice must be given under section 28, 29C, 43, 44, 73 or 419 of the Act, it shall be given by the publication of a notice on the CIPRO portal.”.

**Amendment of regulation 19 of the Regulations**

3. Regulation 19 is hereby amended by the substitution for paragraph (a) of sub-regulation (1) of the following paragraph:

“(a) the original **[and two copies of the]** memorandum and articles referred to in regulations 17 and 18 **[, bound as prescribed in regulation 4 (1)];**”.

#### **Amendment of regulation 20 of the Regulations**

4. Regulation 20 is hereby amended by the substitution for paragraph (a) of sub-regulation (1) of the following paragraph:

“(a) the original **[and two copies of the]** memorandum and articles referred to in regulations 17 and 18 **[, bound as prescribed in regulation 4 (1)];**”.

#### **Amendment of regulation 21 of the Regulations**

5. Regulation 21 is hereby amended by the deletion of sub-regulation (3).

#### **Insertion of heading and regulations 27B and 27C in the Regulations**

6. The following headings and regulations are hereby inserted in the Regulations after regulation 27A:

##### **“REGISTRATION OF SUPPLEMENT TO PROSPECTUS**

27B. A supplement to a prospectus that is required to be registered in terms of section 148 of the Act, must contain:

- (a) full particulars of the relevant error, new matter or change; and
- (b) a full reference to the relevant paragraph in the prospectus as registered.

##### **APPLICATION TO OMIT INFORMATION IN PROSPECTUS**

27C. (1) An application under section 148A of the Act to omit information required by section 148 must:

- (a) identify the information concerned; and
- (b) be supported by a full motivation.

(2) The prescribed fee set out in item 5B of Schedule 1 shall be payable in respect of such application.”.

**Amendment of regulation 28 of the Regulations**

7. Regulation 28 is hereby amended by the addition of the following sub-regulation:

“(4) If a company has been deregistered due to its failure to lodge an annual return in terms of section 173 of the Act, the following documents must be lodged with the Registrar, together with the prescribed application fee set out in item 20A of Schedule 1:

- (a) Form CM 17 to lodge the annual return late;
- (b) a written application for the restoration of the company;
- (c) proof of lodgment of the outstanding annual return; and
- (d) proof of payment of the relevant outstanding annual return prescribed fee.”.

**Amendment of Schedule 1 to the Regulations**

8. Part A of Schedule 1 is hereby amended by the insertion of the following items after items 5C and 20, respectively:

Item	Service	Fees payable (R)	Corresponding form (if any)
“5D	Application to omit certain information in prospectus (section 148A); and	500,00	---“

Item	Service	Fees payable (R)	Corresponding form (if any)
“20A	Application for the restoration of registration of company (section 73(6A)).	150,00	---“

**Amendment of Schedule 2 to the Regulations**

9. Schedule 2 is hereby amended by the substitution for Forms CM 29 and CM 31 of the following Forms:

VORM/FORM CM 29

MAATSKAPPYWET, 1973/ COMPANIES ACT, 1973

**INHOUD VAN REGISTER VAN DIREKTEURE EN BEAMPTES  
CONTENTS OF REGISTER OF DIRECTORS AND OFFICERS**

ARTILELS 216(2), 276, 322(1), 325(1) en 327(1)/SECTIONS 216(2), 276, 322(1), 325(1) and 327(1).

Registrateur van Maatskappye  
Posbus 429, Pretoria, 0001  
http://www.cipro.co.za  
Dienssentrum 0861 843 384

Registrar of Companies  
PO Box 429, Pretoria, 0001  
http://www.cipro.co.za  
Contact Centre 0861 843 384

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r

Registrasienuommer/Registration Number

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Opgawe van besonderhede soos op /

Return of particulars as at .....

**VERKLARING / STATEMENT**

Ek, .....

(naam van direkteur of beampte)

verklaar dat, die skriftelike toestemming van die direkteure of beamptes wie se name in hierdie opgawe verstrek is op 'n behoorlik voltooide vorm CM 27 verkry is, en dat daarvolgens, die direkteure / beamptes nie ingevolge artikel 218 of 219 gediskwalifiseer is nie.

I, .....

(name of director or officer)

state that, the written consent of the directors or officers whose names appear in this return have been obtained on a duly completed form CM 27, and that according thereto, the directors or officers are not disqualified under section 218 or 219.

Onderteken / Signed .....

Datum / Date: .....

**A. Direkteure / Directors**

SLEUTEL TOT PERSOONLIKE BESONDERHEDE VERLANG /  
KEY TO PERSONAL PARTICULARS REQUIRED

PERSOONLIKE BESONDERHEDE  
PERSONAL PARTICULARS

1. Van / Surname	:							
2. Volle voorname / Full forenames	:							
3. Vorige van en voorname / Former surname and forenames	:							
4. Identiteitsnommer of, indien hy/sy nie een het nie, geboortedatum / Identity number or, if he/she has no number, date of birth :	Year	Month	Day					
	Jaar	Maand	Dag					
5. (a) Datum van aanstelling / Date of appointment	:							
(b) Betiteling / Designation	:							
6. Woonadres / Residential address	:							
7. Besigheidsadres / Business address	:							
8. Posadres / Postal address	:							
9. Nasionaliteit / Nationality (Indien nie Suid-Afrikaans nie / If not South African)	:							
10. Beroep / Occupation	:							
11. In Suid-Afrika woonagtig / Resident in Republic	:							
Ja / Nee Yes / No	:							
12. Aard van verandering in 1 tot 5 hierbo en datum / Nature of change in 1 to 5 above and date	:							

VORM/FROM CM 29 (continued)

Registrasie Nommer/Registration Number

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VIR SLEUTEL TOT BESONDERHEDE, KYK BLADSY 1 / FOR KEY TO PARTICULARS, SEE PAGE 1

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VORM/FROM CM 29 (continued)

Registrasienuommer/Registration number

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VIR SLEUTEL TOT BESONDERHEDE, KYK BLADSY 1 / FOR KEY TO PARTICULARS, SEE PAGE 1

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(Moet deur maatskappy voltooi word / To be completed by company.)

VORM/FORM CM 29

Opgawe van besonderhede van maatskappyregister van direkteure en beamptes / Return of particulars of company's register of directors and officers

Gedateer  
Dated .....

Naam van maatskappy /  
Name of company .....

.....

Posadres  
Postal address .....

.....

.....

Datum ontvang Date received
Datumstempel van Registrasiekantoor vir Maatskappye / Date stamp of Companies Registration Office

VORM/FROM CM 29 (continued)

Registrasiensnommer/Registration number

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**B. Beampptes en Plaaslike Bestuurders / Officers and Local Managers**

SLEUTEL TOT PERSOONLIKE BESONDERHEDE VERLANG /  
KEY TO PERSONAL PARTICULARS REQUIRED

PERSOONLIKE BESONDERHEDE  
PERSONAL PARTICULARS

1. Van / Surname: _____ :									
2. Volle voorname / Full forenames _____ :									
3. Vorige van en voorname / Former surname and forenames _____ :									
4. Identiteitsnommer of, indien hy/sy nie een het nie, geboortedatum / Identity number or, if he/she has no number, date of birth :				Jaar Year	Maand Month	Dag Day			
5. (a) Datum van aanstelling / Date of appointment _____									
(b) Betiteling / Designation _____									
6. Adres van geregisteerde kantoor, en registrasiensnommer, indien beamppte 'n regs persoon is / Address of registered office, and registration number, if officer is a corporate body									
7. Woonadres / Residential address _____									
8. Besigheidsadres / Business address _____									
9. Posadres / Postal address _____									
10. Nasionaliteit / Nationality _____   (Indien nie Suid-Afrikaans nie / If not South African)									
11. Beroep / Occupation _____									
12. In Suid-Afrika woonagtig / Resident in Republic Ja / Nee Yes / No _____									
13. Aard van verandering in 1 tot 5 hierbo en datum / Nature of change in 1 to 5 above and date _____									

VIR SLEUTEL TOT BESONDERHEDE, KYK HIERBO / FOR KEY TO PARTICULARS, SEE ABOVE

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4.	Jaar Year	Maand Month	Dag Day			
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REPUBLIC OF SOUTH AFRICA  
COMPANIES ACT, 1973

**NOTICE OF CONSENT TO CHANGE OF NAME, OR RESIGNATION BY  
AUDITOR/DESIGNATED AUDITOR OR REMOVAL OF AUDITOR/ DESIGNATED AUDITOR**  
SECTIONS 172(3) (c), 269, 271, 273, 276, 277, 278, 280, 322(1) (c) and 325

NAME OF COMPANY.....

Registration No. of Company

\* Mark the applicable square in Part I or II

PART I (To be completed by the auditor/designated auditor concerned and to be sent to the company for completion of PART III and lodgement with Registrar)

\*A **APPOINTMENT:**  
I.....consent to my appointment as auditor/designated auditor of the company as from  
.....20.....at I am not disqualified in terms section 275 of the Companies Act, 1973 for the appointment.

\*B **CHANGE OF NAME:**  
The firm.....has with effect from ..... 20.....changed  
its name and will in future be known as .....

Date..... 20..... Signature..... Practice Number.....  
Auditor/ Designated Auditor

Situation of office..... Postal address .....

PART II (To be completed by the auditor/designated auditor concerned and original to be lodged with Registrar and duplicate to be sent to the company for completion of PART III and lodgement with Registrar)

\*C **RESIGNATION:**  
I resign as auditor/designated auditor of the abovementioned and declare that –  
(a) as at the date of this notice I have no reason to believe that in the conduct of the affairs of the company a reportable irregularity has taken place, or is taking place which has caused or is likely to cause financial loss to the company or to any of its members or creditors;  
(b) I reported a reportable irregularity to the Independent Regulatory Board For Auditors on .....20..... in terms of the Auditing Professions Act, 2005.

Date..... 20..... Signature..... Practice Number.....  
Auditor/ Designated Auditor

PART III (To be completed by the company concerned and lodged with Registrar)

\*D **STATEMENT:**  
The auditor/designated auditor of the abovementioned company was removed/not reappointed in terms of section 277/278 of the Companies Act, 1973, on..... 20..... The vacation of office/particulars pertaining to the matters reflected in Part I/II have been entered in the register in compliance with section 215 of the Companies Act, 1973.

Date..... 20..... Signature.....  
Director / Officer

(To be completed by the auditor/designated auditor or company concerned and lodged with the Registrar)

NOTICE RELATING TO A CHANGE IN RESPECT OF AN AUDITOR/DESIGNATED AUDITOR DATED.....20.....  
Name of auditor/designated auditor/company.....  
Postal address .....

Return received
Date stamp of Companies Registration Office
Invalid if not stamped