

Companies and Intellectual Property Commission

Republic of South Africa

Form CoR 15.2 Notice of Amendment of Memorandum of Incorporation

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008, and Regulation 15 (2) and (3) of the Companies Regulations, 2011.
- A Notice of Amendment must be filed within 10 business days after the amendment has been effected.
- If the amendment has changed the name of the company, the provisions of the Act and regulations applicable to company names apply.
- If the amendment has substituted a new Memorandum of Incorporation in place of the previous one, a copy of the new memorandum must be appended to this Notice.
- The fee for filing this Notice is R250. See Item 3 of Table CR 2B. A transitional amendment of a pre-existing company, filed in terms of Schedule 5, Item 4 (2) is exempt from the fee.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Date: _____

Concerning:

(Name and Registration Number of Company)

Name: _____

Registration number: _____

The Memorandum of Incorporation of the above named company has been amended in accordance with section 16 of the Companies Act, 2008. In terms of section 16 (9), this amendment is to take effect on—

- ☐ The date that this Notice is filed in the Companies Registry.
- ☐ The date of the amended registration certificate to be issued by the Commission.
- ☐ _____
(Later Date as shown on Notice of Incorporation)

In support of this Notice, the company has attached a copy of the court order, board resolution or special resolution authorizing the amendment and—

- ☐ A copy of the amendment to the Memorandum; or
- ☐ A copy of the Memorandum of Incorporation, as amended

As a result of this amendment, the Memorandum of Incorporation:

- ☐ Has no provisions of the type contemplated in section 15 (2) (b) or (c).
- ☐ Has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure A.

(Personal Liability Companies only)

As a result of this amendment, the company—

- ☐ Will remain a personal liability company;
- ☐ Will no longer be a personal liability company, and has complied with the requirements of section 16 (10) by giving advance notice of this filing on _____.

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 15.2 Annexure A

About this Notice

- This notice is issued in terms of Section 16 of the Companies Act, 2008 and Regulation 15 (2) and (3) of the Companies Regulations, 2011.
- This Annexure must be filed with a Notice of Amendment, only if the amendment has changed the ring fencing status of the Memorandum of Incorporation.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice of Amendment of Memorandum of Incorporation Notice of Ring Fencing Provisions

Date: _____

Concerning:

(Name and Registration Number of Company)

Name: _____
Registration number: _____

As a result of amendments made to The Memorandum of Incorporation of the above named company, the Memorandum of Incorporation:

- ☐ No longer has the provisions of the type contemplated in section 15 (2) (b) or (c), as previously reported.

(Show the Article number of each Ring Fencing provision that has been deleted)

- ☐ Has the following provisions of the type contemplated in section 15 (2) (b) or (c):

(For each new Ring Fencing provision, show the Article, its purpose, and the Article of the Memorandum that it protects)

Article	Purpose	Article Protected

Name and Title of person signing on behalf of the Company:

Authorised Signature:

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008)

Republic of South Africa

Form CoR 15.4

Notice of Translation of Memorandum of Incorporation

About this Notice

- This notice is issued in terms of Section 17 of the Companies Act, 2008 and Regulation 15 (6) of the Companies Regulations, 2011.
- A Notice of Translation must be supported by a sworn statement of the translator, and must be filed with a copy of the translated Memorandum of Incorporation.
- The fee for filing this Notice is R250.

Date: _____

Customer code: _____

The Memorandum of Incorporation of the company named hereunder,

Name: _____

Registration No.: _____

has been translated in accordance with section 17 (1) of the Companies Act, 2008, in the following particulars:

(List each official language into which the Memorandum of Incorporation has been translated.)

- 1) _____
- 2) _____
- 3) _____
- 4) _____
- 5) _____

In support of this Notice, the company has attached a copy of the translated Memorandum of Incorporation, and a sworn statement of the translator, as required by section 17 (4).

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384

www.cipc.co.za

Republic of South Africa

Form CoR 15.5

About this Notice

- This notice is issued in terms of Section 17 of the Companies Act, 2008 and Regulation 15 (7) of the Companies Regulations, 2011.
- A Notice of Consolidation must be supported by a sworn statement or other statement as required by section 17 (6), and must be filed with a copy of the consolidated version of the Memorandum of Incorporation.
- The fee for filing this Notice is R250.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Notice of Consolidation of Memorandum of Incorporation

Date: _____

Customer code: _____

(Name and Registration Number of Company)

The Memorandum of Incorporation of the below named company

Name: _____

Registration No.: _____

has been consolidated in accordance with section 17 (5) of the Companies Act, 2008.

In support of this Notice, the company has attached a copy of the consolidated Memorandum of Incorporation, and a sworn statement by a director, or a statement by an attorney or notary public that the consolidation is a true, accurate and complete representation of the Memorandum of Incorporation as previously adopted, amended or altered from time to time, as required by section 17 (6).

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Republic of South Africa

Notice CoR 15.6

About this Notice

- This notice is issued in terms of Section 17 of the Companies Act, 2008 and Regulation 15 (8) of the Companies Regulations, 2011.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Notice to Consolidate the Memorandum of Incorporation

Date: _____

Customer code:

(Name and Registration Number of Company)

The Memorandum of Incorporation of the below named company

Name: _____
Registration No.: _____

has been amended or altered from time to time since being adopted.

In terms of section 17 (5)(b) of the Companies Act, 2008, the Commission requires the company to prepare and file a consolidated version of the Memorandum of Incorporation.

The consolidated version must be filed within 60 business days after the date of this Notice, and must be accompanied by a Notice in Form CoR 15.5, and a sworn statement or other statement required by section 17(6) that the consolidation is a true, accurate and complete representation of the Memorandum of Incorporation as previously adopted, amended or altered from time to time.

Name and Title of person signing on behalf of the Commission:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 16.1

About this Notice

- This notice is issued in terms of Section 15 of the Companies Act, 2008 and Regulation 16 of the Companies Regulations, 2011.
- A Notice of changes to the Rules must be filed within 10 business days after publication of the Rules, or the amendment or repeal of Rules, as the case may be.
- The fee for filing this Notice is R 100.
- Any change in the Rules of a company has interim effect from the date shown on the Notice, until it is put to a vote by the shareholders.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: Po Box 429
Pretoria 0001
Republic of South Africa
Tel: 0861 843 384
www.cipc.co.za

Notice Concerning Company Rules

Date: _____ Customer code: _____

Concerning:

(Name and Registration Number of Company)

Name: _____

Registration No.: _____

The Board of above named company has adopted, amended or repealed rules of the Company, in accordance with section 15 (3) to (5) of the Companies Act, 2008, and published those rules in accordance with the Act and Regulations on _____.

This change is to take effect—

- ☐ 10 business days after the date on which this Notice is filed; or
- ☐ On _____ (enter a later date)

The following new Rules have been published, and are attached to this Notice:

(List any new Rules that have been published. Use an additional sheet if required.)

The following old Rules have been amended or repealed, and if amended, the amendments are attached to this Notice:

(List any previously filed Rules that have been amended or repealed. Use an additional sheet if required.)

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 16.2

About this Notice

- This notice is issued in terms of Section 15 of the Companies Act, 2008 and Regulation 16 of the Companies Regulations, 2011.
- This Notice must be filed within 10 business days after a ratification vote is held to approve any change to the Rules of a company.
- The fee for filing this Notice is R100.
- Any change in the Rules of a company has permanent effect only if it has been approved by an ordinary resolution of the company's shareholders.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Notice of Results of Vote on Company Rules

Date: _____ Customer code: _____

Concerning:

(Name and Registration Number of Company)

Name: _____

Registration No.: _____

The above named company gave Notice of a change to its Rules on _____.

The company conducted a vote of the shareholders on an ordinary resolution to ratify the change referred to above, on _____.

In terms of the Memorandum of incorporation of the company, an ordinary resolution requires at least ____% support to be adopted.

The resolution to ratify the change to the Rules was supported by ____% of the voting interests exercised. Accordingly, the resolution was—

- ☐ adopted, giving permanent effect to the Rules change noted above.
- ☐ rejected, resulting in the annulment of the Rule change noted above.

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 17.1

About this Form

- This form is issued in terms of Section 13 (5) to (10) of the Companies Act, 2008 and Regulation 17 of the Companies Regulations, 2011.
- All documents referred to in the application must be attached to this Notice when filed.
- The fee for filing this Notice is R400.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Application to Transfer Registration of Foreign Company

Date: _____ Customer code: _____

Concerning:

(Name and Foreign Registration Number of Foreign Company)

Name: _____ Registration No.: _____

The above named foreign company, which was incorporated on (insert date) _____ under the law of (insert jurisdiction) _____, and is currently registered under the law of (insert jurisdiction) _____, applies to transfer its registration to the Republic, in terms of section 13 (5) of the Companies Act, 2008, and to be registered as a (insert type of company) _____.

In support of this application, the company declares that:

1. The law of the jurisdiction in which it is registered permits the company to transfer its registration in this manner, and the company has complied with all of the requirements of that law governing such a transfer.
2. The company's shareholders have approved this application, as evidenced by the attached copy of a shareholders resolution.
3. The whole or greater part of the company's assets and undertaking are in the Republic, other than the assets or undertaking of any foreign subsidiary, as evidenced by the attached copy of the company's latest annual financial statements.
4. The majority of the company's shareholders are resident in the Republic.
5. The majority of the company's directors are or will be resident within the Republic, as evidenced by the attached list of directors.
6. The company is not in liquidation or subject to an application therefore, is not engaged in proceedings comparable to business rescue proceedings, is not subject to an approved plan or court order comparable to a business rescue plan, is not subject to a compromise or similar arrangement with any creditor and, immediately following the transfer of registration, the company will satisfy the solvency and liquidity test set out in s. 4 of the Act.
7. The company has no bearer shares that remain issued, and is not permitted to issue any such shares.

In further support of this Notice, the company has attached a copy of its Memorandum of Incorporation to be registered, its Certificate of Incorporation, its current Registration Certificate, if different, and other relevant evidence of the facts declared above.

Name and Title of person signing on behalf of the Company:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 17.2

About this Notice

- This notice is issued in terms of Section 13 (5) to (10) of the Companies Act, 2008 and Regulation 17 of the Companies Regulations, 2011.
- The foreign company may apply in Form CTR 142 to the Companies Tribunal to review this Notice.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Notice Requiring Further Particulars

Date: _____ Customer code: _____

Concerning:

(Name and Foreign Registration Number of Foreign Company)

Name: _____ Registration No.: _____

The above named foreign company, which was incorporated on *(insert date)* _____ under the law of *(insert jurisdiction)* _____, and is currently registered under the law of *(insert jurisdiction)* _____, applied to transfer its registration to the Republic, in terms of section 13 (5) of the Companies Act, 2008, and to be registered as a *(insert type of company)* _____.

In order to complete its consideration of the application, the Commission requires the applicant to provide the following additional information. In particular—

(insert particulars)

Name and Title of person signing on behalf of the Commission:

Authorised Signature:

R e p u b l i c o f S o u t h A f r i c a

Form CoR 17.3

About this Certificate

- This Certificate is issued in terms of Section 13 (5) to (10) of the Companies Act, 2008 and Regulation 17 of the Companies Regulations, 2011.
- If the Commission has issued a Compliance Notice in conjunction with this Certificate:
 - (a) the company may apply to the Companies Tribunal in Form CTR 142, to review the conditions imposed by the Commission; and
 - (b) subject to any order of the Tribunal, the company must file an amendment to its Memorandum of Incorporation within the time specified in that Notice.
- If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that notice on each person identified in the Notice, and any such person has the right to challenge the use of the name by the company.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 479
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Registration Certificate

Date: _____

Concerning:

(Name and South African Registration Number of Company)

Name: _____
Registration No.: _____

The registration of the above named company has been transferred to the Republic in terms of section 13 (5) to (10) and 14 of the Companies Act, 2008, with effect from the date of this Certificate.

The Company's name, as shown above, has been altered by the Commission to comply with the requirements of section 14 (3), and other wise appears to be acceptable in terms of the Act.

In conjunction with this Certificate, the Commission:

- ☐ Has issued a Notice of a Potentially Contested Name.
☐ Has issued a Notice of a Potentially Offensive Name.

Name and Title of person signing on behalf of the Commission:

Authorised Signature:

Commission seal

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 18.1

About this Form

- This form is issued in terms of Schedule 2 of the Companies Act, 2008 and Regulation 18 of the Companies Regulations, 2011.
- All documents referred to in the application must be attached to this form when filed.
- The fee for filing this Notice is equivalent to the fee for filing a Notice of Incorporation. See Item 3 of Table CR 2B. However, the fee is waived if the conversion application is filed within 3 years after the effective date.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address: PO Box 429
Pretoria 0001
Republic of South Africa
tel: 0861 843 384
www.cipc.co.za

Application to Convert a Close Corporation

Date: _____ Customer code: _____

Concerning:

(Name and Registration Number of Close Corporation)

Name: _____ Registration No.: _____

The above named Close Corporation, which was incorporated in terms of the Close Corporations Act, 1984 on (insert date) _____ applies to convert to a company, in terms of Schedule 2 of the Companies Act, 2008, and to be registered as a (insert type of company) _____.

In support of this application, the Close Corporation declares that:

1. The corporation's members have consented to this application, as evidenced by the written statements of consents, attached.
2. The members who have consented to this application hold, in aggregate, at least 75% of the members' interest in the Close Corporation, as evidenced by the attached statement of members' interest.
3. The initial Directors of the company will be as set out on the attached list.
4. The Close Corporation is not in liquidation or subject to an application therefore, is not engaged in business rescue proceedings, is not subject to an approved plan or court order comparable to a business rescue plan, is not subject to a compromise or similar arrangement with any creditor and, immediately following the conversion, the company will satisfy the solvency and liquidity test set out in s. 4 of the Act.

In further support of this Notice, the corporation has attached a copy of its Memorandum of Incorporation, and other relevant evidence of the facts declared above.

Name and Title of person signing on behalf of the Corporation:

Authorised Signature:

Republic of South Africa

Form CoR 18.3

About this Certificate

- This Certificate is issued in terms of Schedule 2 of the Companies Act, 2008 and Regulation 18 of the Companies Regulations, 2011.
- If the Commission has issued a Notice of a Potentially Contested Name in conjunction with the Certificate, the company must serve that notice on each person identified in the Notice, and any such person has the right to challenge the use of the name, by the company.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa
Postal Address: POB ox 429
Pretoria 0001
Tel: 0861 843 384
www.cipc.co.za

Registration Certificate

Date: _____

Concerning:

(Name and Registration Number of Company)

Name: _____
Registration No.: _____

The above named company has been converted from a Close Corporation in terms of Schedule 2 of the Companies Act, 2008, with effect from the date of this Certificate.

The Company's name, as shown above, has been altered by the Commission to comply with the requirements of section 14 (3), and otherwise appears to be acceptable in terms of the Act.

In conjunction with this Certificate, the Companies Commission:

- ☐ Has not issued another Notice contemplated in section 12 (3).
- ☐ Has issued a Notice of a Potentially Contested Name.
- ☐ Has issued a Notice of a Potentially Offensive Name.

Name and Title of person signing on behalf of the Commission:

Authorised Signature:

Companies and Intellectual Property Commission Republic of South Africa

Form CoR 19.1

About this Notice

- This notice is issued in terms of Section 22 (2) of the Companies Act, 2008 and Regulation 19 of the Companies Regulations, 2011.
- The company to whom this Notice is addressed—
 - (a) may apply to the Companies Tribunal in Form CTR 142, to review the Notice only on the grounds that it does not clearly set out the reasons for the Commission forming the stated belief; and
 - (b) subject to any order of the Tribunal, must provide the required information to the Commission within 20 business days after the date of this Notice.
- If the company fails within the specified time to respond to this Notice, or to satisfy the Commission that it is not engaging in conduct prohibited by s 22(1) of the Companies Act, 2008, or is able to pay its debts as they become due in the ordinary course of business, the Commission may issue a Compliance Notice requiring the company to cease carrying on business.

Contacting the Commission

Companies and Intellectual
Property Commission of South Africa
Postal Address: PO Box 429
Pretoria 0001 RSA
Tel: 0861 843
www.cipc.co.za

Notice to Show Cause Regarding Reckless Trading or trading under insolvent circumstances

Date: _____

Concerning:

(Name and Registration Number of Company)

Name: _____

Registration no.: _____

The Commission has grounds to believe that the above named company may be carrying on its business recklessly, with gross negligence, with intent to defraud a person, or for a fraudulent purpose, or that it is unable to pay its debts as they become due in the ordinary course of business.

(Insert particulars of the grounds on which the Commission has formed the belief stated above)

In terms of section 22 (2) of the Companies Act, 2008, and Regulation 19 of the Companies Regulations, 2011, the Commission requires the company named above to show cause why the company should be permitted to carry on business or to trade.

Name and Title of person signing on behalf of the Commission:

Authorised Signature: