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24 August 2012



Companies and Intellectual
Property Commission
a member of the dti group

27 July 2011

GUIDANCE NOTE 6 OF 2011

**CONVERSION OF PRE-EXISTING COMPANIES LIMITED BY GUARANTEE IN TERMS OF
COMPANIES ACT 71 OF 2008
(SCHEDULE 5, ITEM 4(d)(i) and (ii))**

With the inception of the new Companies Act, 71 of 2008, certain transitional arrangements were provided for in the Act, to make the transition from the previous to the current applicable Act as smooth as possible. Part of these transitional arrangements focuses on pre-existing companies limited by guarantee.

Schedule 5, Item 4(d) provides for all pre-existing Companies Limited by Guarantee, other than in terms of Sect 21 of the previous Act, to file a notice with the Commission, electing to become a profit company, within 20 (twenty) business days from the effective date, and to change its name in so far as its required to comply with Sect 11(3)(b).

Since the 20 (twenty) business day period has lapsed, Companies Limited by Guarantee will be afforded a further **30 (thirty) business days** in terms of Regulation 166, from date hereof within which to file a notice with the Commission under cover of form COR 15.2 (with supporting documentation), electing to become a profit company as allowed by the Act, and to amend its Memorandum of Incorporation accordingly.

If a company however fails to file a notice within the extended period, such a company will be deemed to have amended its Memorandum of Incorporation as of the effective date to expressly state that it is a non-profit company as described in the Act, and has changed its name in so far as required to comply with Sect 11(3)(b).

Yours sincerely

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COMMISSIONER

3 August 2011

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