

(13 March 2009 – to date)

## **CLOSE CORPORATIONS ACT 69 OF 1984**

*(Government Notice 1354 in Government Gazette 9285 dated 4 July 1984. Commencement date:  
1 January 1985 [Proc. No. R194, Gazette No. 9503])*

## **CLOSE CORPORATIONS ADMINISTRATIVE REGULATIONS**

*Government Notice R2487 in Government Gazette 9503 dated 16 November 1984. Commencement date:  
1 January 1985.*

### **As amended by:**

*Government Notice 540 in Government Gazette 10157 dated 27 March 1986. Commencement date:  
1 April 1986.*

*Government Notice R1447 in Government Gazette 10807 dated 3 July 1987 and corrected by Government  
Notice R1730 in Government Gazette 10861 dated 14 August 1987. Commencement date: 3 July 1987.*

*Government Notice 2098 in Government Gazette 11547 dated 21 October 1988. Commencement date:  
1 November 1988.*

*Government Notice R417 in Government Gazette 11739 dated 10 March 1989 and Government Notice  
R602 in Government Gazette 11792 dated 31 March 1989 and again by Government Notice R1392 in  
Government Gazette 11979 dated 30 June 1989. Commencement date: 1 April 1989.*

*Government Notice R1664 in Government Gazette 14050 dated 19 June 1992. Commencement date:  
1 July 1992.*

*Government Notice R978 in Government Gazette 18146 dated 18 July 1997. Commencement date:  
18 July 1997.*

*Government Notice R607 in Government Gazette 27713 dated 1 July 2005. Commencement date:  
1 July 2005.*

*Government Notice R1121 in Government Gazette 29353 dated 10 November 2006. Commencement date:  
1 April 2007.*

*Government Notice R292 in Government Gazette 32002 dated 13 March 2009. Commencement date:  
13 March 2009.*

Prepared by:

I, Kent Diederich Skelton Durr, Deputy Minister of Trade and Industry, hereby, on behalf of the Minister of Trade and Industry, by virtue of the powers vested in him by section 10 of the Close Corporations Act, 1984 (Act 69 of 1984), make the regulations contained in the Schedule.

**K. D. S. DURR**

**Deputy Minister of Trade and Industry**

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Prepared by:

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## 1. Definitions

1. In these regulations, unless the context otherwise indicates-

**'access code'** means the unique identification particulars, whether alphanumeric, biometric or otherwise, enabling the CIPRO system to identify a person;

**'Act'** means the Close Corporations Act, 1984 (Act 69 of 1984);

**'CIPRO'** means the Companies and Intellectual Property Registration Office that constitutes a combined administrative office for the various registration offices established or deemed to be established under the Act, the Companies Act, 1973 (Act 61 of 1973), the Trademarks Act, 1993 (Act 194 of 1993), the Designs Act, 1993 (Act 195 of 1993), and the Patents Act, 1978 (Act 57 of 1978);

**'CIPRO customer'** means any person making use of electronic services and includes any person who has been allowed by the Registrar to use electronic services, who is legally entitled to act on behalf of a corporation and who has thus been allowed to use or provide electronic services or to act as an intermediary in respect of electronic services;

**'CIPRO portal'** means the Internet website or other electronic portal forming part of the CIPRO system;

**'CIPRO record retention system'** means the system used by CIPRO to store records for subsequent access, whether in paper, microfilm, electronic or other form;

**'CIPRO system'** means the computer system, including the CIPRO portal, through which CIPRO provides electronic services, irrespective of the medium or form of technology underlying or forming part of such services;

**'electronic services'** means the services provided or made available by CIPRO through the CIPRO system in terms of regulation 1A;

**'forms'** means the prescribed forms contemplated in Schedule 4;

**'inspect'** includes obtaining access to a record via the CIPRO system;

**'lodge'** includes the creation of a record on the CIPRO system;

**'operational requirements'** means the requirements provided for in regulation 1A(2);

**'record'** in relation to a close corporation, includes a document and vice versa, accounting records, books and papers as contemplated in section 56 of the Act.

*(Regulation 1 substituted by regulation 2 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

#### **1A. Electronic Services**

- (1) The Registrar may direct by notice in the Gazette that any requirement under the Act or these regulations, including requirements in respect of information, records and payment, may or must be satisfied in electronic form, subject to the provisions of the operational requirements.
- (2) The Registrar must publish operational requirements on the CIPRO portal setting out the requirements, processes and procedures in respect of all or certain electronic services, including -
  - (a) registration procedures;
  - (b) identification, authentication and verification;
  - (c) form and format of records;
  - (d) manner and form of payment;
  - (d) information security requirements; and  
*(Publisher's Note – Incorrect numbering as published in the Government Gazette)*
  - (e) record retention requirements.
- (3) The operational requirements may be published in different forms over different parts of the CIPRO portal.
- (4) Unless another form of electronic signature is specified in the operating requirements, any signature requirement under the Act or these regulations in respect of a record to be accessed from or lodged with CIPRO is satisfied by the CIPRO customer entering his access code on the CIPRO system and any record lodged after the CIPRO customer having entered the access code shall be deemed to have been duly signed by the person whose signature is required under the Act or these regulations for purposes of such record.

- (5) Where any form under the Act or regulations makes provision for a signature and such form is deemed to be signed as provided for in sub-regulation (4), it shall not be necessary to have recorded on such form that it had been signed.
- (6) Unless CIPRO receives prior written notification from the holder of an access code to disable such access code. CIPRO shall be entitled to accept that the person using electronic services is the person to whom the access code was issued or such person's duly authorized representative acting within the scope of such person's authority.
- (7) CIPRO may suspend or terminate electronic services at any time without incurring any liability for doing so: Provided that proper notice of such suspension or termination shall be given and that such suspension or termination will not affect existing rights of any person who has been using such electronic services.

*(Regulation 1A inserted by regulation 3 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

## **2. Documents**

- (1) All documents lodged with the Registration Office shall, unless the Registrar otherwise directs, be written in block capitals or be typewritten, lithographed or printed in legible characters, with deep permanent black ink on one side only of strong white paper approximately 298 millimeters by 207 millimeters in size (international paper size A4): Provided that the requirements of this regulation are met if documents have been lodged in accordance with the operational requirements and proof of payment of the prescribed fee (if any), has been provided.

*(Regulation 2(1) substituted by regulation 4(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) Documents or copies of documents to be transmitted or returned to any corporation or person may, unless the Registrar otherwise directs in any particular case, be copies of originals.

*(Regulation 2(2) substituted by regulation 4(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (3) The Registrar may reject any document which in his opinion is unsuitable for record keeping purposes or which does not satisfy the operational requirements.

*(Regulation 2(3) substituted by regulation 4(c) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (4) All documents to be lodged with the Registration Office shall be in one of the official languages of the Republic.

- (5) A copy of any document in the Registration Office reproduced from the CIPRO record retention system, purporting to be certified by the Registrar or an officer or employee contemplated in section 4 (3) of the Act, shall without proof or production of the original, upon the mere production thereof in proceedings, whether in a court of law or otherwise, be admissible as evidence in respect of the contents of such document.

*(Regulation 2(5) substituted by regulation 4(d) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (6) All forms to be lodged with the Registration Office shall comply with the printing specifications determined by the Registrar from time to time.

## **2A. Notices under the Act**

Whenever a notice must be given under section 13, 26 or 27 of the Act, it shall be given by the publication of a notice on the CIPRO portal.

*(Regulation 2A inserted by regulation 2 of Government Notice R292 in Government Gazette 32002 dated 13 March 2009)*

3. All communications to the Registrar may be made, or any document required to be sent or lodged with the Registrar may be transmitted by post or by a member or authorized agent of a corporation in such electronic form and by such electronic means as authorized by the Registrar for electronic services: Provided that Forms CK 1, CK 2 and CK 2A if not lodged personally or electronically with the Registration Office shall be transmitted by registered post.

*(Regulation 3 amended by regulation 1(a) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

*(Regulation 3 substituted by regulation 5 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

4. Any document lodged with the Registration Office or created on the CIPRO system in terms of regulation 2(1) may be stored into such form and format as the Registrar may approve from time to time for the CIPRO record retention system.

*(Regulation 4 substituted by regulation 6 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

## **5. Office hours**

The Registration Office shall be open to the public from 08:00 to 15:00 from Mondays to Fridays except on the following days:

*(Words preceding regulation 5(a) substituted by regulation 7 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (a) All days that are public holidays in terms of section 1 of the Public Holidays Act, 1952 (Act 5 of 1952), or that have been proclaimed public holidays in terms of section 2 of that Act; and
- (b) days of which notice may from time to time be given by means of a placard posted in a conspicuous place at the Registration Office or in such other manner as the Registrar may think fit.

## **6. Forms and fees**

- (1) The forms contained in Schedule 4 to these regulations shall be used in all cases to which they apply and shall be modified as directed by the Registrar to meet other cases or as circumstances may require.
- (2) The fees to be paid in terms of the Act and these regulations shall be those set out in Schedule 1 to these regulations.

## **7. Manner of payment of fees (section 6)**

- (1) The payment of all fees and other moneys payable to the Registrar in terms of the Act, these regulations or in relation to any form prescribed in these regulations must be effected in such manner as the Registrar may direct.

*(Regulation 7(1) substituted by regulation 8(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) Proof of payment of such fees, additional fees or other moneys shall be furnished in accordance with the Registrar's requirements for such payment or, if such payment is electronically effected through the CIPRO system, in accordance with the operational requirements.

*(Regulation 7(2) substituted by regulation 8(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (3) The date of the payment of fees, additional fees or other moneys referred to in sub-regulation (1), shall be the date on which a payment was made in a manner contemplated in section 6 of the Act or sub-regulation (1).

*(Regulation 7(3) substituted by regulation 8(c) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- 8.** Fees and other moneys payable to the Registrar in terms of the Act, these regulations or in relation to any form prescribed in these regulations may be paid on an account, subject to such conditions as the Registrar may direct.

*(Regulation 8 substituted by regulation 9 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

## 9. Inspection and copies of documents (section 5)

- (1) Any person who applies personally to inspect any document or to obtain a copy of any document kept by the Registrar under the Act shall complete a form provided by the Registration Office: Provided that the Registrar may waive such requirement for certain electronic services.

*(Regulation 9(1) substituted by regulation 10(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) ...

*(Regulation 9(2) deleted by regulation 10(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

## 10.

- (1) Any person who does not personally, at the Registration Office, inspect a document kept by the Registrar under the Act, or collect a copy or extract thereof, may apply in writing to the Registrar for any information relating to the document or for a copy of or extract from such document and the Registrar must provide the information requested, in such format as he or she is able to provide.
- (2) The additional prescribed fee shall be paid in respect of inspection of documents relating to any one corporation in the manner contemplated in regulation 7.
- (3) In respect of copies of documents or extracts thereof, relating to any one corporation, the additional fee shall be paid in respect of each document and the provisions of subregulation (2) shall apply *mutatis mutandis*.

*(Regulation 10 substituted by regulation 11 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

11. Any person who, whilst inspecting any document at the Registration Office, knowingly and without the consent of the Registrar –
- (a) removes any document from the custody of the Registrar or from the Registration Office;
  - (b) makes or causes to be made any entry on such document;
  - (c) destroys or damages any such document; or
  - (d) alters or causes to be altered any entry on such document,

shall be guilty of an offence and liable on conviction to a fine not exceeding R300 or to imprisonment for a period not exceeding six months or to both such fine and such imprisonment.



**12.**

- (1) No person shall have in his possession any writing instrument other than a black lead pencil and a sheet of paper when making an inspection of any document at the Registration Office.
- (2) Any person making an inspection of documents at the Registration Office who is knowingly in possession of a writing instrument in contravention of subregulation (1) shall be guilty of an offence and liable on conviction to a fine not exceeding R150 or to imprisonment for a period not exceeding three months or to both such fine and such imprisonment.

**13. Preservation of records**

- (1) Any document lodged with the Registration Office or any record in the CIPRO record retention system may, subject to the provisions of any law, be moved to other locations, stored in another form or be destroyed, as the case may be.

*(Regulation 13(1) substituted by regulation 12 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) A corporation may reproduce or cause to be reproduced any record to be kept by it under the Act on microfilm: Provided that any record that may be reproduced on microfilm shall be reproduced in accordance with the code of practice of the South African Bureau of Standards for the processing, testing and preservation of silver gelatin microfilm for archival purposes.
- (3) A reproduction of any original record of a corporation on microfilm shall be certified by a member or officer of the corporation to be a true and accurate reproduction of the original of such record and such certificate shall be substantially in the form contained in Schedule 2 to these regulations.
- (4) Any reproduction referred to in subregulations (2) and (3) shall for all purposes be deemed to be the original record of the corporation concerned, and a copy obtained by means of such reproduction and certified by a member or officer of that corporation as a true copy of such reproduction shall be admissible as evidence and shall therefore be as effective in law as if it were the original of the record concerned.
- (5) A corporation shall, in accordance with the code of practice of the South African Bureau of Standards referred to in subregulation (2), take the necessary steps to ensure the safe preservation of any microfilm on which any record of the corporation has been reproduced.

**14. Retention of records**

- (1) The minimum period of retention of any record that has to be kept by a corporation under the Act shall be the period specified in Schedule 3 to these regulations and such period shall, where applicable, run

from the date of a particular record or the date of the last entry in a particular record referred to in the said Schedule.

- (2) Notwithstanding the provisions of subregulation (1), the original of any record of a corporation that has been reproduced on microfilm and duly certified in terms of regulation 13(3) may be destroyed after a period of three years from the date on which the record concerned was so reproduced.

**14A. ...**

*(Regulation 14A inserted by regulation 1(a) of Government Notice 2098 in Government Gazette 11547 dated 21 October 1988)*

*(Regulation 14A repealed by regulation (a) of Government Notice R978 in Government Gazette 18146 dated 18 July 1997)*

**15. Registration of founding statement (sections 12 and 13)**

- (1) The founding statement of a corporation shall consist of Form CK 1.

- (2) An original Form CK 1 shall be lodged for registration and incorporation of a corporation.

*(Regulation 15(2) substituted by regulation 13(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (3) Proof of payment of the prescribed fee in terms of section 13 of the Act shall be provided in accordance with regulation 7(1).

*(Regulation 15(3) substituted by regulation 13(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (4) The written consent of the accounting officer to his appointment in that capacity shall be attached to Form CK 1.

*(Regulation 15(4) added by regulation 1(a) of Government Notice R1447 in Government Gazette 10807 dated 3 July 1987)*

- (5) Form CK 7 containing particulars of the name reserved for the corporation, as approved by the Registrar, together with such other Forms CK 7, if any, containing particulars of the translated name and of the shortened form of the name or translated name, for the corporation, as approved by the Registrar, shall be attached to Form CK 1.

*(Regulation 15(5) added by regulation 1(b) of Government Notice 2098 in Government Gazette 11547 dated 21 October 1988)*

*(Regulation 15(5) substituted by regulation (b) of Government Notice R978 in Government Gazette 18146 dated 18 July 1997)*

**16. Registration of amended founding statement (section 15)**

- (1) An amended founding statement to be lodged in accordance with section 15 of the Act shall consist of Forms CK 2 and CK 2A.

*(Regulation 16(1) amended by regulation 1(b) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

- (2) Original Forms CK 2 and CK 2A shall be lodged for registration.

*(Regulation 16(2) amended by regulation 1(b) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

*(Regulation 16(2) substituted by regulation 14(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (3) The provisions of regulation 15(3) shall apply *mutatis mutandis* to the proof of payment of the appropriate prescribed fee in respect of Form CK 2.

- (4) An amended founding statement shall be completed in full, even in respect of particulars which have not or are not going to be changed.

- (5) If a new accounting officer is appointed his written consent to such appointment shall be attached to Form CK 2A.

*(Regulation 16(5) added by regulation 1(b) of Government Notice R1447 in Government Gazette 10807 dated 3 July 1987)*

*(Regulation 16(5) substituted by regulation 14(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (6) If the name or translated name of a corporation or the shortened form of a corporation's name or translated name is to be changed, the Form CK 7 containing the new name of the corporation, as approved by the Registrar, together with such other Forms CK 7, as the case may be, containing the new translated name or the shortened form of the corporation's name or translated name as approved by the Registrar, shall be attached to Form CK 2.

*(Regulation 16(6) added by regulation 1(c) of Government Notice 2098 in Government Gazette 11547 dated 21 October 1988)*

*(Regulation 16(6) substituted by regulation (c) of Government Notice R978 in Government Gazette 18146 dated 18 July 1997)*

#### **16A. Annual Return**

- (1) The annual return contemplated in section 15A of the Act must be lodged electronically with the Registrar in the format as made available for electronic completion and lodgement on the CIPRO portal, and must contain particulars in respect of at least the following matters:

- (a) The registered name, registered translated and shortened form of the name, if any, and trading name, if any, of the corporation;

- (b) registration number of the corporation;
  - (c) the main business of the corporation;
  - (d) date of incorporation of the corporation;
  - (e) the end of the financial year of the corporation;
  - (f) the end of the period of the latest annual financial statements which has been approved by members and for which the accounting officer has issued his/her report;
  - (g) the registered or postal addresses of the corporation;
  - (h) the amount of the turnover as contained in the latest annual financial statements which has been approved by members and for which the accounting officer has issued his/her report;
  - (i) telephone and other contact numbers and addresses of the corporation;
  - (j) the following information of the accounting officer of the corporation -
    - (i) the name of the accounting officer;
    - (ii) the registration number of the accounting officer if it is either a firm as defined in section 1 of the Public Accountants' and Auditors Act, 1991 (Act No. 80 of 1991) or a corporation;
    - (iii) the postal address of the accounting officer;
    - (iv) the profession of the accounting officer; and
    - (v) the practice or membership number of the accounting officer;
  - (k) the members of the corporation;
  - (l) managers of the corporation (if any);
  - (m) the aggregate of the contributions made by members in terms of section 24 of the Act;
  - (n) such other information relating to information to be disclosed in terms of the Act and these Regulations as may be required in the annual return.
- (2) The prescribed fees for lodgement of annual return are contained in Schedule 1.

- (3) The information required under sub-regulation (1) must be furnished as required irrespective of whether the same information was previously furnished in any CK form or not.

*(Regulation 16A inserted by regulation 2 of Government Notice R1121 in Government Gazette 29353 dated 10 November 2006)*

**16B. Additional fee in respect of late lodgment of annual return**

The additional fee set out in item 14 of Schedule 1 shall be payable in respect of late lodgment of an annual return.

*(Regulation 16B inserted by regulation 3 of Government Notice R292 in Government Gazette 32002 dated 13 March 2009)*

**17. Conversion of companies into corporations (section 27)**

- (1) The following documents shall be lodged for the conversion of a company into a corporation:

(a) The original Form CK 4;

*(Regulation 17(1)(a) substituted by regulation 15(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

(b) the written statement by the auditor of the company contemplated in section 27(2)(b) of the Act; and

(c) the original Form CK 1.

*(Regulation 17(1)(c) substituted by regulation 15(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) The provisions of regulation 15(3) shall apply *mutatis mutandis* to the proof of payment of the appropriate prescribed fee in respect of Form CK 1.

**18. Restoration of the registration of a corporation (section 26(6))**

- (1) An application for the restoration of the registration of a corporation shall consist of Form CK 3.

- (2) The following documents shall be lodged by an interested person applying for the restoration of the registration of a corporation:

(a) The original Form CK 3; and

*(Regulation 18(2)(a) substituted by regulation 16(a) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (b) the original Forms CK 2 and CK 2A, if a change in respect of the matters particulars of which were stated in the founding statement in force at the time of the deregistration of the corporation has taken place or is going to take place with the restoration of the registration of the corporation.

*(Regulation 18(2)(b) amended by regulation 1(b) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

*(Regulation 18(2)(b) substituted by regulation 16(b) of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (3) The provisions of regulation 15(3) shall apply *mutatis mutandis* to the proof of payment of the appropriate prescribed fee in respect of Forms CK 2 and CK 3.

#### **19. Order of court for the alteration of or addition to a founding statement [section 49(4)]**

- (1) The following documents shall be lodged with the Registrar for registration if, in terms of section 49(4) of the Act an order of court alters or adds to a founding statement:

- (a) A copy of the order of court under cover of Form CK 5; and
- (b) the original Forms CK 2 and CK 2A.

*(Regulation 19(1)(b) amended by regulation 1(b) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

*(Regulation 19(1)(b) substituted by regulation 17 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) The provisions of regulation 15(3) shall apply *mutatis mutandis* to the proof of payment of the appropriate prescribed fee in respect of Forms CK 2 and CK 5.

#### **20. Voluntary winding-up (section 67)**

- (1) An original Form CK 6 shall be lodged for registration if a corporation resolves in terms of section 67 of the Act that the corporation should be wound up voluntarily by members or creditors.

*(Regulation 20(1) substituted by regulation 18 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

- (2) The provisions of regulation 15(3) shall apply *mutatis mutandis* to the proof of payment of the appropriate prescribed fee in respect of Form CK 6.

#### **21. Accounting officer**

Prepared by:

Any person who is a member of a profession whose members are qualified to perform the duties of an accounting officer in terms of section 60 of the Act and who signs any documents of or in respect of a corporation in his capacity as accounting officer of such corporation, shall state the name of the said profession of which he or she is a member and his or her registration number with such profession, beneath his or her signature.

*(Regulation 21 substituted by regulation 19 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

#### **21A. Reporting by accounting officer**

If an accounting officer has in terms of section 62(3)(ii) or (iii) of the Act reported to the Registrar that the annual financial statements of the corporation concerned indicate that as at the end of the financial year concerned the corporation's liabilities exceed its assets or that the annual financial statements incorrectly indicate that as at the end of the financial year concerned the assets of the corporation exceed its liabilities, or that he has reason to believe that such an incorrect indication is given, and he finds that any subsequent financial statements indicate that the situation has changed or has been rectified and that the assets concerned then exceed the liabilities or that they no longer incorrectly indicate that the assets exceed the liabilities or that he no longer has reason to believe that such an incorrect indication is given, as the case may be, he may report accordingly to the Registrar.

*(Regulation 21A inserted by regulation 1(c) of Government Notice R1447 in Government Gazette 10807 dated 3 July 1987)*

#### **22. Lodging of additional copy of certain prescribed forms**

- (1) The Registrar may from time to time by written notice sent to a corporation or an officer thereof at the registered office or postal address of the corporation require the corporation or the officer thereof to lodge with him within a period stated in the notice, which shall not be less than 30 days, a copy of the prescribed Form CK 1, CK 2 or CK 2A by which the corporation gave notice in terms of section 12(c) of the Act of the situation of the corporation's registered office and of its postal address in force at the time of the lodging of that form.

*(Regulation 22(1) amended by regulation 1(c) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

- (2) No fee shall be payable to the Registrar on the lodging of the copy referred to in subregulation (1).
- (3) A corporation or the officer thereof to whom a notice referred to in subregulation (1) was sent and who failed to lodge or remained in default of lodging the copy required in that notice within the period stated in the notice shall be guilty of an offence and upon conviction liable to a fine.

*(Regulation 22(3) substituted by regulation 20 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*

**23. Standing advisory committee (section 11)**

Where recommendations or submissions are made for the consideration of the standing advisory committee on company law contemplated in section 11 of the Act, 25 copies of each letter or memorandum shall be lodged with the Registrar of Close Corporations, P.O. Box 429, Pretoria, 0001.

**24. Commencement**

These regulations shall come into operation on 1 January 1985.

**SCHEDULE 1**

The following fees are payable in terms of the Act and these regulations in the manner prescribed in regulations 7 and 8:

<b>Item</b>	<b>Service</b>	<b>Fees payable (R)</b>	<b>Corresponding form (if any)</b>
1.	Inspection of a corporation file in the Registration Office-		
	(a) personally by applicant	5,00	H191
	(b) on the written request of an applicant (*includes up to 12 photocopies of documents, thereafter R0,50c per copy-certification excluded)	10,00*	H191
2.	(a) Photocopy of a document, approximately 298 mm by 210 mm in size or smaller (per copy)	0,50	H191
	(b) Photocopy on paper reproduced from microfilm (per copy)	0,50	H191
	(c) Photocopy on diazo reproduced from microfilm (per copy)	1,00	H191
3.	Certification of a document or part of a document (per document)	5,00	H191
4.	Issuing of a typed certificate in respect of the contents of a form or other document or part thereof.	20,00	H191
5.	Consideration of an objection to a name	300,00	-
6.	Registration of a founding statement	100,00	CK 1
7.	Registration of an amended founding statement	30,00	CK 2
8.	Restoration of the registration of a corporation	150,00	CK 3
9.	Registration of an order of the Court	30,00	CK 5
10.	Registration of a resolution to wind up voluntarily	40,00	CK 6
11.	Reservation of name or a translated name or an abbreviated name, per application	50,00	CK 7



Item	Service	Fees payable (R)	Corresponding form (if any)
12.	Lodgement of annual return by a corporation with an annual turnover of less than R 50 000 000.00	100,00	Electronic format
13.	Lodgement of annual return by a corporation with an annual turnover of R 50 000 000.00 or more	4 000,00	Electronic format
14.	Additional fee in respect of late lodgment of annual return	150,00	-

*(Schedule 1 substituted by Government Notice 540 in Government Gazette 10157 dated 27 March 1986)*

*(Item 7 substituted by regulation 1(d) of Government Notice R1447 in Government Gazette 10807 dated 3 July 1987)*

*(Item 11 added by regulation 1(d) of Government Notice 2098 in Government Gazette 11547 dated 21 October 1988)*

*(Schedule 1 substituted by Government Notice R417 in Government Gazette 11739 dated 10 March 1989)*

*(Schedule 1 amended by regulation 3 of Government Notice R1121 in Government Gazette 29353 dated 10 November 2006)*

*(Schedule 1 amended by regulation 4 of Government Notice R292 in Government Gazette 32002 dated 13 March 2009)*

**SCHEDULE 2**

REPUBLIC OF SOUTH AFRICA

CLOSE CORPORATIONS ADMINISTRATIVE REGULATIONS

CERTIFICATE OF AUTHENTICITY BY MEMBER OR OFFICER OF CLOSE CORPORATION

[Regulation 13 (3)]

Microfilm Record No .....

Name of close corporation .....

.....

Date .....

This is to certify that the microfilm record identified above is a true and accurate reproduction of the following category of original records of the above close corporation:

(List category of records)

.....

*Signature; Member/Officer*

**SCHEDULE 3**  
RETENTION PERIODS OF CORPORATION RECORDS

Item	Records	Retention Period
1	Founding statement (Form CK 1)	Indefinite
2	Amended founding statement (Forms CK 2 and CK 2A)	Indefinite
3	Minutes book as well as resolutions passed at meetings	Indefinite
4	Annual financial statements, including annual accounts and the report of the accounting officer	15 years
5	Accounting records, including supporting schedules to accounting records and ancillary accounting records	15 years
6	The microfilm image of any original record reproduced directly by the camera - the "camera master"	Indefinite

*(Item 2 amended by regulation 1(d) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

**SCHEDULE 4**  
**FORMS**

***(Please note that copies of the forms will be provided upon request. Kindly refer to our website for our contact details.)***

FORM	DESCRIPTION
CK 1	Founding Statement
CK 2	Amended Founding Statement
CK 2A	Amended Founding Statement in respect of accounting officer and addresses
CK 3	Application for the Restoration of the Registration of the Corporation
CK 4	Application for Conversion
CK 5	Lodging of Order of Court for the Alteration of / Replacement of / Addition to a Founding Statement (To be lodged in duplicate)
CK 6	Resolution: Voluntary Liquidation
CK 7	Application for Reservation of Name or Translated Form or Shortened Form

*(Form CK 1 and CK 2 substituted by regulation 1(e) of Government Notice R1447 in Government Gazette 10807 dated 3 July 1987 – with effect from 1 August 1988)*

*(From CK 1 and CK 2 amended by Government Notice R1730 (correction) in Government Gazette 10861 dated 14 August 1987)*

*(Form CK 7 added by regulation 1(e) of Government Notice 2098 in Government Gazette 11547 dated 21 October 1988)*

*(Forms CK 1, CK 2, CK 3, CK 5, CK 6, and CK 7 amended by Government Notice R602 in Government Gazette 11792 dated 31 March 1989)*

*(Form CK 2 amended by Government Notice R1392 in Government Gazette 11979 dated 30 June 1989)*

Prepared by:

*(Forms CK 1 and CK 2 substituted and Form CK 2A inserted by regulation 1(e) and (f) of Government Notice R1664 in Government Gazette 14050 dated 19 June 1992)*

*(Forms CK 1, CK 2, CK 3, CK 5, CK 6 and CK 7 amended by regulation 21 of Government Notice R607 in Government Gazette 27713 dated 1 July 2005)*