

# Republic of Namibia Annotated Statutes

# REGULATIONS

**REGULATIONS MADE IN TERMS OF** 

# **Close Corporations Act 26 of 1988**

section 10 read with section 12(3) of the Interpretation of Laws Proclamation 37 of 1920

# **General Regulations**

Government Notice 43 of 1994 (GG 829) came into force on date of publication: 30 March 1994

# as amended by

Government Notice 83 of 1994 (GG 863) came into force on date of publication: 1 June 1994 Government Notice 97 of 2006 (GG 3658) came into force on date of publication: 1 July 2006 Government Notice 20 of 2015 (GG 5668) came into force on date of publication: 13 February 2015 Government Notice 310 of 2019 (GG 7032) came into force on date of publication: 31 October 2019 Government Notice 27 of 2021 (GG 7062) came into force on date of publication: 18 February 2021

The regulations were also amended by Government Notice 294 of 2012 (GG 5094), which came into force on its date of publication (14 December 2012), but this Government Notice was withdrawn by GN 20/2015 (which substitutes the only subregulation amended by GN 294/2012). All of the amendments prior to 2015 affect regulation 17(1), which is substituted by GN 20/2015. GN 20/2015 withdraws one of the previous amendments to that subregulation. None of the other amendents to that regulation have been withdrawn or repealed, even though they are now irrelevant.

# **ARRANGEMENT OF REGULATIONS**

1. Definitions

2. Office Hours

#### REGULATIONS

#### Close Corporations Act 26 of 1988

#### General Regulations

- 3. Documents
- 4. [There is no heading for regulation 4.]
- 5. Forms and Fees
- 6. Inspection into and copies of documents
- 7. [There is no heading for regulation 7.]
- 8. Certification of reproduction of records of corporation on microfilm.
- 9. Retention of records
- 10. Registration of founding statement
- 11. Annual duty
- 12. Registration of amended founding statement
- 13. Conversion of companies into corporation
- 14. Restoration of the registration of a corporation
- 15. Order of court for the alteration of or addition to a founding statement
- 16. Voluntary winding-up
- 17. Accounting officer
- 18. Lodging of additional copy of certain prescribed forms
- 19. Standing advisory committee

### SCHEDULE 1

#### Fees

### [Schedule 1 substituted by GN 310/2019]

### SCHEDULE 2

Certificate of authenticity by member or officer of close corporation

#### **SCHEDULE 3**

Certificate of authenticity by member or officer of close corporation

# SCHEDULE 4

Retention periods of corporation documents and records

### SCHEDULE 5 Forms CC1-CC9 [Schedule 5 substituted by GN 27/2021]

# [The capitalisation of the regulation headings is reproduced here as it appears in the *Government Gazette*.]

### Definitions

1. In these regulations, unless the context otherwise indicates, any expression to which a meaning has been assigned in the Close Corporations Act, 1988, bears that meaning, and -

"Schedule" means the appropriate schedule to these regulations;

"the Act" means the Close Corporations Act, 1988 (Act 26 of 1988).

### **Office Hours**

2. The Registration Office shall be open to the public from 08h30 to 12h30 and from 14h00 to 16h00 from Mondays to Fridays except -

- (a) on a public holiday specified by or declared under the Public Holidays Act, 1990 (Act 26 of 1990); or
- (b) on any day of which prior notification is given by means of a notice displayed at a conspicuous place at the Registration Office or in such other manner as the Registrar thinks fit.

### Documents

- 3. (1) Any document lodged with the Registration Office -
- (a) 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 being of international paper size A4: Provided that the Registrar may determine paper of a different size or different colour in respect of any form to be lodged with him or her; and
- (b) shall be in the official language of Namibia.

(2) Any document lodged with the Registration Office may be reproduced by the Registrar by microfilm.

(3) 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 carbon copies of originals.

(4) The Registrar may reject any document which in his or her opinion is unsuitable for record-keeping purposes.

(5) A copy of any document lodged with the Registration Office or a copy of any such document reproduced by microfilm, and purporting to be certified by the Registrar or an officer or employee referred to 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.

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

### [There is no heading for regulation 4.]

4. A document required to be sent or lodged with the Registrar may be transmitted by post except Forms CCI and CC2, which shall, if not lodged personally with the Registration Office, be transmitted by registered or certified post.

### **Forms and Fees**

5. (1) The forms contained in Schedule 5 shall be used in the appropriate instances but the Registrar may direct any modification to be made to such forms in order to meet the circumstances in a particular instance.

(2) The fees payable in terms of the Act and these regulations shall be those set out in Schedule 1.

(3) Subject to the provisions of section 6(1) of the Act, any fee, additional fee or other money payable to the Registrar may, except where otherwise provided in these regulations, be paid at any office of the Receiver of Revenue.

### Inspection into and copies of documents

6. (1) Any person requiring to inspect any document or to obtain a copy of any document kept in the Registration Office shall -

- (a) if he or she calls at the Registration Office in person, complete a form provided for that purpose;
- (b) pay the appropriate fee.

### [There is no heading for regulation 7.]

- 7. Any person who, knowingly and without the consent of the Registrar -
- (a) removes from the custody of the Registrar or from the Registration Office any document kept by the Registrar or in that Office;
- (b) makes or causes to be made any entry on such document;
- (c) destroys or damages 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 N\$2 000 or to imprisonment for a period not exceeding six months or to both such fine and such imprisonment.

### Certification of reproduction of records of corporation on microfilm

**8.** (1) A corporation may reproduce or cause to be reproduced on microfilm any records required to be kept by it in terms of section 56 of the Act.

(2) Any copy of a record of a corporation made from a reproduction of such record on microfilm shall be certified by a member or officer of such corporation to be a true and accurate reproduction of the original of such record, and such certificate shall be in the form contained in Schedule 2.

(3) Any reproduction referred to in subregulation (1) 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 such corporation as a true and accurate copy of such reproduction shall 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 record.

(4) A corporation shall take the necessary steps to ensure the safe preservation of any microfilm on which any record of such corporation has been reproduced.

### **Retention of records**

9. (1) Subject to the provisions of subregulation (2), the minimum period of retention of the documents and records of a corporation which it is required to keep in terms of

this Act shall be the period specified in Schedule 4 and such period shall, where applicable, run from the date of a particular document or record or the date of the last entry in a particular document or record referred to in the said Schedule.

(2) Notwithstanding the provisions of subregulation (1), the original of any record required to be kept by a corporation in terms of section 56 of the Act that has been reproduced on microfilm and duly certified in terms of regulation 8(2) may be destroyed after a period of three years from the date on which the record concerned was so reproduced.

### **Registration of founding statement**

**10.** (1) The founding statement of a corporation shall be in the form as set out in Form CCI.

(2) The original and two copies of Form CCI shall be lodged with the Registrar for registration and incorporation of the corporation.

(3) The fee payable for the registration of a founding statement shall be as prescribed in Schedule 1.

(4) The written consent of the accounting officer of a corporation to his or her appointment in that capacity shall be attached to Form CCI.

### Annual duty

**11.** (1) A corporation shall -

- (a) not later than one month after the end of every financial year pay the annual duty as prescribed in Schedule I; and
- (b) lodge proof of such payment not later than forty-two days after the end of every financial year on Form CC7 with the Registrar.

(2) If a corporation changes its financial year as contemplated in section 57(2), the amount of annual duty payable for the additional period shall be half of the annual duty payable for a full financial year as prescribed in Schedule I.

(3) A corporation which fails to pay the annual duty within the time referred to in subregulation (1)(a), may thereafter pay such annual duty subject to the payment of additional fees according to the following scale:

Where, after the last date on which the annual duty was required to be paid, payment is made within -

	Additional fee.
(a) one month	half the prescribed annual duty unpaid.
(b) two months	the prescribed annual duty unpaid.
(c) three months	twice the prescribed annual

# Close Corporations Act 26 of 1988

### General Regulations

duty unpaid.

(d) four months	three times the prescribed annual duty unpaid.
(e) exceeding four months	five times the prescribed annual duty unpaid.

### **Registration of amended founding statement**

**12.** (1) An amended founding statement referred to in section 15 of the Act shall be in the form as set out in Form CC2.

(2) An amended founding statement shall be completed in full, even in respect of particulars which have not or will not be changed.

(3) The original and two copies of Form CC2 shall be lodged with the Registrar for registration.

(4) The fee payable for the registration of an amended founding statement shall be as prescribed in Schedule 1.

(5) If a new accounting officer is appointed by a corporation his or her written consent to such appointment shall be attached to Form CC2.

### **Conversion of companies into corporation**

**13.** (1) An application for the conversion of a company into a corporation shall be in the form as set out in Form CC4.

(2) The original and one copy of Form CC4 and the original and two copies of Form CCI shall be lodged with the Registrar.

(3) The fee payable for the conversion of a company into a corporation shall be as prescribed in Schedule 1.

### **Restoration of the registration of a corporation**

14. (1) An application for the restoration of the registration of a corporation shall be in the form as set out in Form CC3.

(2) The original and one copy of Form CC3 shall be lodged with the Registrar and, if a change has occurred or will occur in respect of any matter particulars of which were stated in the founding statement of the corporation at the time of its deregistration, be accompanied by the original and two copies of Form CC2.

(3) The fee payable for the restoration of the registration of a corporation shall be as prescribed in Schedule 1.

### Order of court for the alteration of or addition to a founding statement

**15.** (1) If by order of the court in terms of section 49 of the Act any alteration or addition is made to a founding statement there shall be lodged with the Registrar for registration -

(a) a copy of such order of court under cover of Form CC5; and

(b) the original and two copies of Form CC2.

(2) The fee payable for the registration of an order of the court referred to in subregulation (1) shall be as prescribed in Schedule 1.

### Voluntary winding-up

16. (1) If, in terms of section 67 of the Act, a corporation resolves that the corporation should be wound-up voluntarily by its members or creditors the original and one copy of Form CC6 containing such resolution shall be lodged with the Registrar for registration.

(2) The fee payable for the registration of the voluntary winding-up of a corporation shall be as prescribed in Schedule 1.

# Accounting officer

17. (1) For the purposes of section 60(1) of the Act, any person who is a resident in Namibia and is a member of any of the following associations or bodies is qualified to be appointed as an accounting officer of a corporation:

- (a) Chartered Institute of Business Management;
- (b) South African Institute of Professional Accountants;
- (c) The Association of Chartered Certified Accounts;
- (d) The Chartered Institute of Management Accountants;
- (e) The Institute of Administration and Commerce of South Africa;
- (f) The Institute of Chartered Accountants of Namibia;
- (g) The Namibian Institute of Professional Accountants;
- (h) The Southern African Institute of Business Accountants;
- (i) The Southern African Institute of Chartered Accountants; and
- (j) The Southern African Institute of Chartered Secretaries and Administrators.

### [Subregulation (1) is amended by GN 83/1994, GN 97/2006

# and GN 294/2012 (which was withdrawn by GN 20/2015), and substituted by GN 20/2015.]

(2) An accounting officer who signs any documents for or in respect of a corporation in his or her capacity as accounting officer of such corporation, shall state the name of the said profession of which he or she is a member beneath his or her signature.

### Lodging of additional copy of certain prescribed forms

18. (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 such corporation or officer to lodge with the Registrar, within a period stated in the notice, which shall not be less than thirty days, a copy of any record required to be kept by the corporation under the Act, and he or she may further require a member or officer or such corporation to certify that copy, in the form set out in Schedule 3, to be a true and accurate reproduction of such record.

(2) A corporation or an officer thereof to whom a notice referred to in subregulation (1) was sent, and who fails to comply with a requirement stated in such notice within the specified period, shall be guilty of an offence and liable on conviction to a fine not exceeding N\$100.

### Standing advisory committee

**19.** Any recommendation or submission made to a standing advisory committee on company law referred to in section II of the Act in relation to its functions, shall be in writing and three copies of such recommendation or submission shall be lodged with the Registrar of Close Corporations, P.O. Box 21214, Windhoek.

### Schedule 1

# [Schedule 1 is substituted by GN 310/2019. Capitalisation and bold type are reproduced here as they appear in the *Government Gazette*.]

The following fees are payable in terms of the Act and these regulations in the manner prescribed in regulation 5.

Item	Services	Fees Payable (N\$)	Corresponding CC Form (if any)
1	Registration of a Founding Statement	150.00	CC1
2	Registration of an Amended Founding Statement in respect of particulars in Part A thereof	60.00	CC2
3	Restoration of the registration of a Corporation	225.00	CC3
4	Registration of an order of the Court	60.00	CC5
5	Registration of a resolution to wind-up voluntarily	60.00	CC6
6	Annual Duty	120.00	CC7
7	Application for reservation of a name	75.00	CC8
8	Change of the end of the current financial year	60.00	CC9
9	Consideration of an objection to a name	450.00	See note
10	Inspection into a corporation file in the Registration Office		See note
	(a) Personally by applicant	10.00	See note
	(b) On the written request of an applicant (*includes up to 20 photocopies of documents thereafter 0.50c per copy)	20.00	See note
11	Photocopies		
	(a) Photocopy of a document, approximately 298mm by 210mm in size or smaller (per copy)	1.00	See note
	(b) Photocopy on paper reproduced on micro film (per copy)	1.00	See note
	(c) Photocopy on diazo reproduced from micro film (per copy)	2.00	See note
12	Certification of a document or part of a document (per document)	10.00	See note
13	Issuing of a typed certificate in respect of the contents of a form or other document or part thereof	40.00	See note

(Note: Corresponding form to be provided by the Registration Office)

General Regulations

### **SCHEDULES 2-5**

To view content without printing, scroll down.

To print at full scale (A4), double-click the icon below.



[Schedule 5 substituted by GN 27/2021]

#### General Regulations

#### SCHEDULE 2

#### REPUBLIC OF NAMIBIA

#### CLOSE CORPORATIONS ACT, 1988

### CERTIFICATE OF AUTHENTICITY BY MEMBER OR OFFICER OF CLOSE CORPORATION

(Regulation 8(2))

Microfilm Record No. .....

Name of	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 corporation:

List category of records

••••••••••		
••••••	•••••••••••••••••	•••••
•••••	•••••••••••••••••••••••	

Signature: Member/Officer

### General Regulations

#### SCHEDULE 3

#### REPUBLIC OF NAMIBIA

#### CLOSE CORPORATIONS ACT, 1988

#### CERTIFICATE OF AUTHENTICITY BY MEMBER OR OFFICER OF CLOSE CORPORATION

(Regulation 18(1))

Name of Corporation

Date .....

This is to certify that the attached copy is a true and accurate copy of the following category of records of the corporation and which it is required to keep under the Close Corporations Act, 1988:

List category of records

•	•	•	• •		•	•	• •	• •	•	•	•	•	•	•	•	•	•	•	•	•	•		• •			•				•	•	•	•	•	• •	• •	•	•	•	•	•	•	•	• •		•	•	•	-	•	• •					•	•	•		•••		•	•	•
•	•	•	• •	• •	•	•	•	• •	•	•	•	•	•	•	•	•	•	•	•	•	•	•	• •	• •	•	•		•	•	•	•	•	•	•	•	• •	•	•	•	•	•	•	•	• •		•	•	•	•	•	• •		• •	•	•	•	•	•	•	• •	•	•	•	•
•	•	•	•	• •	•	•	•	• •	•••	٠	•	٠	•	٠	٠	•	•	•	•	٠	•	•	•	• •	•	• •	•	•	•	•	•	•	•	•	• •	•	•	•	•	•	٠	•	•		•	•	•	•	-	•	• •	• •	• •	•	•		•	•	•	• •	• •	•	•	•
•	•	•	•	• •	• •	•	•	• •	• •	•	•	•	•	•	•	•	•	•	•	•	•	•	•	• •	• •	• •		•	•	•	•	•	•	•	• •	• •	•	•	•	•	•	•	•		•	•	•	•	•	•	• •		• •	•	•	•	•	•	•	• •	•	•	•	•

Signature: Member/Officer

#### General Regulations

#### SCHEDULE 4

### RETENTION PERIODS OF CORPORATION DOCUMENTS AND RECORDS

ITEM	DOCUMENTS AND RECORDS	RETENTION PERIOD
1.	Founding statement (Form CC 1)	Indefinite.
2.	Amended founding statement (Form CC 2) . and statement referred to in section 15(2)	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.
5.	The microfilm image of any original record reproduced directly by the camera - the "camera master"	Indefinite.

General Regulations

### [Schedule 5 substituted by GN 27/2021]

BUSINESS AND INTELLECTUAL PROPERT	Y AUTHO	RITY - BIPA
CLOSE CORPORATIONS AC (Sections 12, 13, 14, 24, 27, 29, 4 (Regulations 2, 3 and 13)	T, 1988 7 and 60)	
Founding Statement		
Before filling in the form, first see notes on page 2.		
REGISTRATION NUMBER OF CORPORATION	DATE	E OF RECEIPT
Full name of corporation		
Literal translation of name (if applicable)		
Shortened form of name (if applicable)		
Description of principal business		
Date of end of financial year		
Postal address		
Address of registered office (not post office box)		
Email address:		
Name and address of accounting officer		
(Attach written consent to appoi	ntment)	

Full name of association or body of which accounting officer is a member

Membership/Practice No.

Signature of Accounting Officer \_

#### General Regulations

#### NOTES

- 1. Form CC 1 must be written in block capitals or be typewritten, lithographed or printed in legible characters with deep permanent black ink, and lodged in triplicate.
- 2. Where a person signs on behalf of a member, a power of attorney must be attached.
- 3. Minor children and other persons under legal disability must be assisted by their parents, guardians or representatives, as the case may be, and the capacity must be stated.
- 4. If no identity document has been issued, a written statement to this effect must be attached.
- Form CC 1 which does not comply with the requirements of the Act, regulations or these notes, will be rejected.
- 6. Particulars to be furnished under the heading "MEMBERS".
  - (a) Full names and surname. (if juristic person, mention name and capacity and if trustee, also mention name and particulars of testamentary trust).
  - (b) Identity number ((i) if no identity document has been issued, state date of birth and see par. 4 above.) ((ii) If juristic person, mention registration number).
  - (c) Size of interest expressed as a percentage.
  - (d) Particulars of interest and fair value thereof.
  - (e) Residential address.
  - (f) Postal address.
  - (g) Signature of member or representative (where applicable).

#### $\rm CC 1$

Republic of Namibia 15 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

												CCI
NAME OF CORPORATION												
REGISTRATION NUMBER												
REGISTRATION NOWIBER	<u> </u>											
			RT C									
MEMBERS:												 
Full names and surname:												
							,					
		Year	Mont	h	D	ay		-			-	 -
Identity number or date of birth	(i)								-	-		
Registration number	(ii)											
Percentage of interest:				IS	ofco	ontri	butio	on: _				
Residential address:												 
Postal address:												 
Email address:												
Signature of member or representa												
Full names and surname:												
	1	37		1			1					
Identity number or date of birth	(i)	Year	Mont	n	D	ay			1	<b>—</b>	-	
Registration number	(ii)									+		
Percentage of interest:		F	articula	urs	ofco	ontri	L butio	m:				
Residential address:		•	dirit dir				e di di					
Postal address:												
Email address:												
Signature of member or representa	tive:											
Witness Signature:			D	ate	ofs	igna	ture:					
Full names:												
Residential address:												
Business address:												
Postal address:												 
 Email address:												

Republic of Namibia 16 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

														CC 1
NAME OF CORPORATION														
REGISTRATION NUMBER														
			PA	RT (	2									
MEMBERS:														
Full names and surname:														
		Y	ear	M	onth	D	ay	]						
Identity number or date of birth	(i)													
Registration number	(ii)													
Percentage of interest:			_ P	artic	ulars	of co	ontri	butic	m: _					
Residential address:														
Postal address:														
Email address:														
Signature of member or representa Full names and surname:														
r un names and sumane.														
								1						
T.1		Y	ear	M	nth I	D	ay I		1		-	_	-	
Identity number or date of birth Registration number	(i) (ii)			-						+	-			
Percentage of interest:				l artic	ulare	of c	l mtri	L hutia	<u>ا</u>					
Residential address:			_ 1	ance	La ca is	01 0	Jinii	oun	л					
Postal address:														
Email address:														
Signature of member or representa	tive:													
Witness Signature:					Date	ofs	igna	ture:						
Full names:														
Residential address:														
Business address:														
Postal address:														
Email address:														

Republic of Namibia 17 Annotated Statutes

# REGULATIONS

Close Corporations Act 26 of 1988

										CC 1
NAME OF CORPORATION										
REGISTRATION NUMBER	1									
		PA	RT C							
MEMBERS:										
Full names and surname:								 		
		Year	Month	Day			-	 	-	_
Identity number or date of birth	(i)									
Registration number	(ii)			ĻĻ						
Percentage of interest:				of con	nbuti	on: _		 		
Residential address:								 		
Postal address:								 		
Email address:										
Signature of member or representa										
Full names and surname:										
		Year	Month	Day						
Identity number or date of birth	(i)		Intentio		+					
Registration number	(ii)									
Percentage of interest:		F	articulars	ofcom	tributi	on: _				
Residential address:										
Postal address:								 		
Email address: Signature of member or representa										
Witness Signature:										
Full names:										
Residential address:										
Business address:										
Postal address:										
Email address:								 		
Lintal atta 055.										

Republic of Namibia 18 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

									CC 1
NAME OF CORPORATION									
REGISTRATION NUMBER							 	 	
			RT C						
MEMBERS:							 	 	
Full names and surname:							 	 	
					-				
		Year	Month	Day				 _	
Identity number or date of birth	(i)								
Registration number	(ii)								
Percentage of interest:				of contri	butio	n: _	 	 	
Residential address:									
Postal address:									
Email address:									
Signature of member or representa	tive:								
Full names and surname:									
		Year	Month	Day	1				
Identity number or date of birth	(i)	real	MOILII	Day				Т	
Registration number	(ii)								
Percentage of interest:		F	Particulars	of contri	butio	n:	1		
Residential address:						_			
Postal address:									
Email address:							 	 	
Signature of member or representative									
Witness Signature: Full names:				or signa	ture.			 	
r un names.								 	
Residential address:								 	
Business address:								 	
Postal address:									
Email address:									

Republic of Namibia 19 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

													CC 1
NAME OF CORPORATION													
REGISTRATION NUMBER	<u>.</u>												
	-		БА		7								
MEMBERS:				RT (	-								
Full names and surname:													
	1	Ye	ar.	N	onth	Б	<i></i>	1					
Identity number or date of birth	(i)	10	aı	IVIT			ay			T	Т		
Registration number	(ii)									1	+		
Percentage of interest:			Р	artic	ulars	ofc	ontri	butic	on: _		_		
Residential address:													
Postal address:													
Email address:													
Signature of member or representa												 	
Full names and surname:												 	
		Ye	ar	M	onth	D	ay				_	 	
Identity number or date of birth	(i) (ii)									-	+		
Registration number Percentage of interest:	· · /		D	 bartic	ulars		ontri	 butic	<u> </u>				
Residential address:			- r	anne	utats	010	JIIII	ouur	л				
Postal address:													
Email address:												 	
Signature of member or representa													
Witness Signature:					Date	of s	igna	ture:					
Full names:													
Residential address:												 	
Business address:													
Postal address:													
Email address:													

#### **General Regulations**

#### REPUBLIC OF NAMIBIA

#### BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA

CLOSE CORPORATIONS ACT, 1988 (Section 13, 14, 27 and 60) (Regulations 3, 10 and 13)

Certificate of Incorporation

REGISTRATION NUMBER OF CORPORATION

This is to certify that the Founding Statement (CC 1) of

/

Has been registered and the above-named close corporation was this day incorporated in terms of the Close Corporation Act, 1988

\* The above-named corporation has been converted from a company:

	(Reg. No	)
Signed at Windhoek this	Day of	

Two Thousand and \_\_\_\_\_

 $\mathbf{C}\mathbf{C}$ 

#### REGISTRAR OF CLOSE CORPORATIONS

\* (Delete if not applicable)

CC 1

Republic of Namibia 21 Annotated Statutes
REGULATIONS

Close Corporations Act 26 of 1988

General Regulations

NAME OF CORPORATION \_

REGISTRATION NUMBER

The above-named corporation has been converted from company:

\_\_\_ (Reg. No. \_\_\_\_

FOR OFFICE USE

Founding Statement registered

Registrar of Close Corporations

Date

Data Processing Classification

Recorded Signature and date N\$ 150,00 fee payable in terms of the Act and as set out in the regulations

CC 1

)

**General Regulations** 

### MEMBER (S) / WITNESS CONTACT DETAILS

\*\*Please note: in addition to the requirements of the CC Act and Regulations, any additional information requested is requested in terms of Section 4 Financial Intelligence Act (Act 13 of 2012), as well as the Regulations thereunder.

1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
1.	Land-line number of applicant (if available);	
2.	Mobile number (compulsory);	
3.	Fax Number (if available);	
4.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	

#### General Regulations

#### CC 2

CC2

### REPUBLIC OF NAMIBIA

### BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA

CLOSE CORPORATIONS ACT, 1988 (Sections 12, 13, 14, 24, 27, 29, 47 and 60) (Regulations 2, 3 and 13)



Before filling in the form, first see notes on page 2.

REGISTRATION NUMBER OF CORPORATION	DATE OF RECEIPT

#### PART A

	Dates of commencement of change
Full name of corporation	*
Previous name of corporation (if applicable)*	**
Literal translation of name (if applicable)*	*
Shortened form of name (if applicable)*	*
Description of principal business*	*
Date of end of financial year*	*

#### PART B

Postal address*	*
Email address:	
Address of registered office (not post office box)*	*
Name and address of accounting officer*	*
Shortened form of name (if applicable)*	*
Description of principal business*	*

(Attach written consent to appointment)

Full name of association or body of which accounting officer is a member

Membership/Practice No.

Signature of previous accounting officer:

Signature of current accounting officer: \_\_\_\_\_\_ \* See note 2 on page 2

#### General Regulations

#### NOTES

- 1. Form CC 2 must be written in block capitals or be typewritten, lithographed or printed in legible characters with deep permanent black ink, and lodged in triplicate.
- 2. Change(s) effective from date of registration or upon a later date mentioned.
- 3. Where a person signs on behalf of a member, a power of attorney must be attached.
- 4. Minor children and other persons under legal disability must be assisted by their parents, guardians or representatives, as the case may be, and the capacity must be stated.
- 5. If no identity document has been issued, a written statement to this effect must be attached.
- 6. Particulars which do not change should also be furnished.
- 7. No fee is payable in respect of any changes in particulars under Part B and C.
- 8. New members must personally sign the form.
- 9. Form CC 2 which does not comply with the requirements of the Act, regulations or these notes, will be rejected.
- 10. Particulars to be furnished under PART C.
  - (a) Full names and surname. (if juristic person, mention name and capacity and if trustee, also mention name and particulars of testamentary trust).
  - (b) Identity number ((i) if no identity document has been issued, state date of birth and see par. 4 above.) ((ii) If juristic person, mention registration number).
  - (c) Size of interest expressed as a percentage.
  - (d) Particulars of interest and fair value thereof.
  - (e) Residential address.
  - (f) Postal address.
  - (g) Signature of member or representative (where applicable).

#### CC 2

Republic of Namibia 25 Annotated Statutes

# REGULATIONS

Close Corporations Act 26 of 1988

											CC
NAME OF CORPORATION											
REGISTRATION NUMBER	1	CC/									
		РА	RT C								
MEMBERS:			KI C								
Full names and surname:											
	1	Year	Mon	th	D	ay	1				
Identity number or date of birth	(i)		İΤ			Ĺ			Ι		
Registration number	(ii)										
Percentage of interest:		P	articul	ars	ofc	ontri	butio	on: _			
Residential address:									 	 	
Postal address:									 	 	
1 05tal address.											
Email address:											
Signature of member or representa											
Full names and surname:											
	1	Year	Mon	th	D	ay	1				
Identity number or date of birth	(i)					<u></u>			Т	Т	
Registration number	(ii)										
Percentage of interest:		P	articul	ars	ofc	ontri	butio	on: _			
Residential address:											
Postal address:										 	
Email address:											
Signature of member or representa											
Witness Signature:			E	ate	ofs	igna	ture:				
Full names:											
Residential address:										 	
Business address:									 	 	
Postal address:											
Email address:											

Republic of Namibia 26 Annotated Statutes

# REGULATIONS

Close Corporations Act 26 of 1988

													CC 2
	CC	y											
	•	PA	RT C										
	v		Ma	at h	D								
ത	It	ai		.u.11	Da	ay				1	Т		
(ii)													
. /		P	articu	lars	of co	ontril	outic	n:		_			
								_					
tive:													
	Ve	ar	Mo	nth	D	av							
(i)						. y				Γ	Г	Т	
(ii)											-		
		P	articu	lars	of co	ontri	outic	n: _					
tive:													
			Ι	Date	ofsi	ignat	ure:						
	(i) (ii) (ii)	CC (i) (ii) (ii) tive: (i) (ii)	CC/ PA	CC/ PART C	CC/         PART C         Year       Month         (ii)       I       I         Particulars       Particulars         Vear       Month         (ii)       I       I         Year       Month         (iii)       I       I         Year       Month         (ii)       I       I         Particulars       I         Year       Particulars	CC/         PART C         PART C         (i)       I       I       I         (ii)       I       I       I       I         (iii)       I       I       I       I         Vear       Month       Date       I       I         (iii)       I       I       I       I         (iii)       I       I       I       I         Year       Month       Date       I       I         (iii)       I       I       I       I       I         Output       I       I       I       I       I       I         (iii)       I <thi< th=""></thi<>	CC/         PART C         Year       Month       Day         (i)       I       I       I         (ii)       I       I       I         (iii)       I       I       I         Particulars of contril       I       I         (iii)       I       I       I         Vear       Month       Day         (iii)       I       I       I         Image: Ima	CC/         PART C         (i)       I       I       Day         (ii)       I       I       I       I         (iii)       I       I       I       I       I         Particulars of contribution       Particulars of contribution       I       I       I         (ii)       I       I       I       I       I       I         (iii)       I       I       I       I       I       I         (iii)       I       I       I       I       I       I       I         (iii)       I	PART C         Year       Month       Day         (ii)       I       I       I       I         (iii)       I       I       I       I       I         Particulars of contribution:	CC/         PART C         Year       Month       Day         (i)       I       I       I         (ii)       I       I       I       I         (iii)       I       I       I       I         Particulars of contribution:       I       I       I         tive:       I       I       I       I         Year       Month       Day       I       I         Image:	CC/         PART C         (i)       I	CC/         PART C         (i)       I	CC/         PART C         (i)       I

Republic of Namibia 27 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

												cc:
NAME OF CORPORATION												
REGISTRATION NUMBER	L.	CC	y									
			DA	RT (	ч ч							
MEMBERS:					-							
Full names and surname:												
		v		<b>.</b>				1				
Identity number or date of birth	(i)	Ŷ	ear	MC	nth		ay 			1		
Registration number	(ii)											
Percentage of interest:	( /		P	artici	ılars	ofc	ontri	butic	n:	1		
Residential address:			_						_			
Postal address:												
Email address:												
Signature of member or representa	tive:											
Full names and surname:												
		37						1				
Identity number or date of birth	(i)	Ŷ	ear	MC	nth		ay 			<u> </u>		
Registration number	(ii)									$\vdash$		
Percentage of interest:			P	artici	ılars	ofc	ontri	butic	n:	 -		
Residential address:												
Postal address:												
Email address:												
Signature of member or representa	tive:											
Witness Signature:					Date	e of s	igna	ture:				
Full names:												
Residential address:												
Business address:												
Postal address:												
Email address:												
Email address:												

Republic of Namibia 28 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

													CC 2
NAME OF CORPORATION													
REGISTRATION NUMBER		CC	%										
		•	РА	RT (	C								
MEMBERS:													
Full names and surname:													
		Ye	ear	М	onth	D	ay	1					
Identity number or date of birth	(i)				T		<u> </u>			T	1	Τ	
Registration number	(ii)												
Percentage of interest:			_ P	artic	ulars	of co	ontri	butic	m: _				
Residential address:										 			
Postal address:										 			
Email address:													
Signature of member or representa										 			
Full names and surname:										 			
		77			.1			1					
Identity number or date of birth	(i)	Ye	ear	M	onth		ay 					Т	
Registration number	(ii)										1		
Percentage of interest:			P	artic	ulars	of co	ontri	butic	m:	-			
Residential address:													
Postal address:													
Email address:													
Signature of member or representa										 			
Witness Signature:													
Full names:							-0						
Residential address:													
Business address:													
Postal address:													
Email address:										 			

Republic of Namibia 29 Annotated Statutes

### REGULATIONS

Close Corporations Act 26 of 1988

											CC 2
NAME OF CORPORATION											
REGISTRATION NUMBER	,	CC/									
REGISTRATION NUMBER											
MEMDED C.			RT C								
MEMBERS:											
	1			<b>—</b>		1					
Identity number or date of hirth	(3)	Year	Month		Day			T	1	<u> </u>	
Identity number or date of birth Registration number	(i) (ii)			+					-		
Percentage of interest:	\ /	LF	Particular	 sof	contri	L hutic					
Residential address:				.5 01 (	contin	ouur	···· _				 
Postal address:											
Email address:											
Signature of member or representation	tive:										
Full names and surname:											
		Year	Month	ı I	Day	1					
Identity number or date of birth	(i)				Ť					Τ	
Registration number	(ii)										
Percentage of interest:		F	Particular	sof	contri	butic	on: _				
Residential address:											
Postal address:											 
Email address:											 
Signature of member or representa											
Witness Signature:											
Full names:					U						
Residential address:											
Business address:											 
Postal address:											
Email address:											

Republic of Namibia 30 Annotated Statutes

REGULATIONS Close Corporations Act 26 of 1988

**General Regulations** 

NAME OF CORPORATION \_

REGISTRATION NUMBER		СС	9												
MEMBERS WHO CEASE TO BE MEMBERS															
Full name and surname of member		Identity number Signature													

Membership ceases on the date of registration of the Amended Founding Statement.

Witness Signature:	Date of signature:	
Full names:		

Residential address:

Business address:

Postal address:

Email address:

FOR OFFICE USE	
Founding Statement registered	
Registrar of Close Corporations	
Date	N\$60,00 fee terms of the A set out in the
Data Processing Classification	
Recorded Signature and date	

payable in Act and as

e regulations

CC 2

**General Regulations** 

### MEMBER(S) / WITNESS CONTACT DETAILS

\*\*Please note: in addition to the requirements of the CC Act and Regulations, any additional information requested is in terms of Section 4 of the Financial Intelligence Act, 2012 (Act No. 13 of 2012), as well as the Regulations thereunder.

1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
1.	Land-line number of applicant (if available);	
2.	Mobile number (compulsory);	
3.	Fax Number (if available);	
4.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	
1.	Name	
2.	Land-line number of applicant (if available);	
3.	Mobile number (compulsory);	
4.	Fax Number (if available);	
5.	E-mail Address (if available);	

	REPUBLIC	C OF NAMIBIA		CC3
	BUSINESS AND INTELLECTUA	AL PROPERTY	AUTHORITY - BIPA	
	· · · · · · · · · · · · · · · · · · ·	RATIONS ACT, ion 26(6)) ulation 14)		
	Application for the Restoration	of the Registrat	ion of a Corporation	
	(To be lodg	ed in duplicate)		
	REGISTRATION NUMBER OF CO	RPORATION	N\$ 225,00 fee payable in terms of the Act and as set out in the regulations	
Full name o	of Corporation:			
I/We:				
in my/our c				
	and of which noti		ne Gazette	
	An a		g statement, if necessary, is att	
The registra	ation of the Corporation has been res	stored with effect	from:	
as publishe	d in the Gazette		_of	
REGISTR	AR OF CLOSE CORPORATION	I <mark>S</mark>	DATE	

#### General Regulations

### (To be completed by Corporation)

Name: \_\_\_\_

Postal Address:

#### For Office Use

Data Processing

1) Recorded Date and initials

Email address: \_\_\_\_

2) Corrections Date and initials

REPUBLIC OF NAM	MIBIA CC 4
BUSINESS AND INTELLECTUAL PROF	PERTY AUTHORITY - BIPA
CLOSE CORPORATIONS (Sections 27) (Regulations 13	
Application for Con (To be lodged in dup	
REGISTRATION NUMBER	
NAME OF CORPORATION	
I/We, the undersigned, being all the members of the above of this company into a corporation.	e-named company, apply for the conversion
I/We state that:	
<ul> <li>(a) every member of the company will become a me</li> <li>(b) upon conversion the assets of the corporation, fa</li> <li>that after conversion the corporation will be able</li> <li>ordinary course of its business.</li> </ul>	airly valued, will exceed its liabilities, and
The following documents are lodged herewith:	
<ul> <li>(a) A statement in writing by the author as required 1</li> <li>(b) A founding statement in terms of section 12 of the</li> </ul>	
SIGNATURE (S)	DATE (S)
NEW REGISTRATION NUMBER	

	REPUBLIC OF	NAMIBIA		CC 5
	BUSINESS AND INTELLECTUAL F	PROPERTY	AUTHORITY - BIPA	
	CLOSE CORPORAT (Section 4 (Regulation	49(4))	988 <b>                    </b> CC5	
	Lodging of Order of Court for the A Addition to* a Four		-	
	(To be lodged i	n duplicate)		
	REGISTRATION NUMBER OF CORPO	RATION	N\$ 60,00 fee payable in terms of the Act and as set out in the regulations	
Full nar	me of Corporation:			
Order o	of Court for the alteration of */replacement of	f*/ addition to	* a Founding Statement	
dated _			is lodged herewith	
An ame	ended Founding Statement is attached.			
Signed_			Date	
*Delete	e that which is not applicable			
The ord	ler was registered on			
REGIS	TRAR OF CLOSE CORPORATIONS		DATE	
(To be	completed by Corporation)			
Name:				
Postal A	Address:			
Email a	ddress:			

	REPUBLIC O	F NAMIBIA		CC 6
	BUSINESS AND INTELLECTUAL	PROPERTY	AUTHORITY - BIPA	
	CLOSE CORPORA (Section (Regulati	n 67)		
	Application for Volu	ntary Windir	ıg-up	
	(To be lodged i	in duplicate)		
	REGISTRATION NUMBER OF CORPO	DRATION	N\$ 60,00 fee payable in terms of the Act and set out in the regulations	
Full nar	ne of Corporation			
held on	ne undersigned, being all the members of the 		Corporation, resolved at a me	0
SIGNA	TURE (S)		DATE (S)	
*Delete	that which is not applicable			
The abc	ove-mentioned resolution was registered on:			
REGIS	TRAR OF BUSINESS		DATE	

#### **General Regulations**

### (To be completed by Corporation)

Name: \_\_\_\_

Postal Address:

#### For Office Use

#### Data Processing

1) Recorded Date and initials

Email address: \_\_\_\_

2) Corrections Date and initials \_\_\_\_\_

General Regulations

#### REPUBLIC OF NAMIBIA

CC 7

BUSINESS AND INT	BUSINESS AND INTELLECTUAL PROPERTY AUTHORITY - BIPA						
CLOSE CORPORATIONS ACT, 1988 (Sections 13(2)) (Regulations 11) CC7							
	1	Annual Duț	у				
Name and postal address of Corpor	ation		ſ	REGISTRA	TION NUMBER		
	DAY	MONTH	YEAR	_	E OF H		
A. END OF FINANCIAL YEAR					For Office Use		
					1. Recorded		
B. DATE INCORPORATED OR CONVERSION DATE					Date and initials		
C.		2. Corrections and Enquiries					
Name/names of member/members and percentage interest of each member in the Corporation at the end of the current financial year.							
1		6.			%		
2.		7.			%		
3.					%		
4.	<u>%</u>						
510% D. PROOF OF PAYMENT OF ANNUAL DUTY AND/OR ADDITIONAL FEE Payment as prescribed in Terms of Section 32 of the BIPA Act. N\$ 120.00							
E. SIGNED				DATE			
(To be completed by the corporatio					CC7		
ANNUAL DUTY FOR FINANCIA	eturn received						
Name of corporation:					mp of Business		
Postal address: Re					egistration Office		

\*\*Please note: in addition to the requirements of this Act and Regulations, any additional information requested is in terms Section 4 of the Financial Intelligence Act, 2012 (Act No. 13 of 2012), as well as the Regulations thereunder.

**General Regulations** 

### MEMBER(S) / WITNESS CONTACT DETAILS

\*\*Please note: in addition to the requirements of the CC Act and Regulations, any additional information requested isin terms of Section 4 of the Financial Intelligence Act, 2012 (Act No. 13 of 2012), as well as the Regulations thereunder.

<ol> <li>3. Me</li> <li>4. Fa</li> <li>5. E-1</li> <li>1. Na</li> <li>2. La</li> </ol>	and-line number of applicant (if available); obile number (compulsory); ax Number (if available); mail Address (if available); ame	
<ol> <li>Fa</li> <li>E-1</li> <li>Na</li> <li>La</li> </ol>	x Number (if available); mail Address (if available);	
<ol> <li>5. E-1</li> <li>1. Na</li> <li>2. La</li> </ol>	mail Address (if available);	
1. Na 2. La	· ~	
2. La	ame	
3. M	and-line number of applicant (if available);	
	obile number (compulsory);	
4. Fa	ax Number (if available);	
5. E-i	mail Address (if available);	
1. Na	ame	
1. La	and-line number of applicant (if available);	
2. M	obile number (compulsory);	
3. Fa	ux Number (if available);	
<b>4. E</b> -i	mail Address (if available);	
1. Na	ame	
2. La	and-line number of applicant (if available);	
3. M	obile number (compulsory);	
4. Fa	ax Number (if available);	
5. E-i	mail Address (if available);	
1. Na	ame	
2. La	and-line number of applicant (if available);	
3. M	obile number (compulsory);	
4. Fa	ax Number (if available);	
5. E-1	mail Address (if available);	
1. Na	ame	
2. La	and-line number of applicant (if available);	
3. M	obile number (compulsory);	
4. Fa	ax Number (if available);	
5. E-i	mail Address (if available);	

If there are more members for the space provided for, please make a copy/recreate this page.

REGULATIONS Close Corporations Act 26 of 1988 **General Regulations** 

CC 9

REPUBLIC OF NAMIBIA	
BUSINESS AND INTELLECTUAL PROPERTY AUT	HORITY - BIPA
CLOSE CORPORATIONS ACT, 1988 (Sections 57(2))	
Change of the End of the Current Financial	Year
Business and Intellectual Property Authority - BIPA REGISTRAR OF BUSINESS Office PO Box 185 WINDHOEK NAMIBIA Tel: +264 61 2994400 Email: info@bipa.na	
	N\$ 60,00 fee payable in terms of the Act and as set out in the regulations
Name of corporation	
The end of the current financial year is	
A. The end of the current financial year has been brought forward to	
B. The end of the current financial year has been extended to	
Reasons for extension	
C. Affix proof of payment of half or annual duty here in respect of ex	tension
Date: Signature: M	ember/Officer
Not exceeding six months	
Approved/Refused: Registrar of Business	
(To be completed by the corporation) ADVICE OF CHANGE OF THE END OF THE CURRENT FINANC	
Name of corporation:	Approved/Refused
Postal address:	Date stamp of Business
Email address:	Registration Office
Invalid unless stamped by Registrar of Business	