

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 15.2

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 submitted 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 R 250. See item 3 of Table CR2B. 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: 086 100 2472

www.cipc.co.za

Notice of Amendment of Memorandum of Incorporation

Date: _____

Concerning:

(Name and Registration Number of Company)

<i>Name:</i> _____ <i>Registration number:</i> _____

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 -

- | | | |
|--------------------------|--|-----|
| <input type="checkbox"/> | The date that this Notice is filed in the Companies Registry. | (1) |
| <input type="checkbox"/> | The date of the amended registration certificate to be issued by the Commission. | |
| <input type="checkbox"/> | _____. | |
- (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 authorising the amendment and - | (2) |
| <input type="checkbox"/> | A copy of the amendment to the Memorandum; or | |
| <input type="checkbox"/> | A copy of the Memorandum of Incorporation, as amended. | |

- | | | |
|--------------------------|--|-----|
| | As a result of this amendment, the Memorandum of Incorporation: | (3) |
| <input type="checkbox"/> | Has no provision of the type contemplated in section 15 (2) (b) or (c). | |
| <input type="checkbox"/> | Has provision 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; | (4) |
| <input type="checkbox"/> | 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:

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EXPLANATORY NOTES NOTICE OF AMENDMENT OF MEMORANDUM OF INCORPORATION – CoR15.2

The explanatory notes is not a complete guide on how to complete the indicated documents but to provide guidance as to what must done and filed. Further, these explanatory notes are based on draft forms and regulations that may be changed with prior notification. Therefore, the CIPC is not liable for any error or misrepresentation made in these explanatory notes and subsequent loss or damage suffered by any party.

(1) Effective date of amendment

This section of the form relates to the date on which the amendment will take effect. Great care needs to be taken in completing this information, as this is the date that will be captured on the CIPC database as the effective date. The following choices can be made:-

- Filing date of COR 15.2;
- Registration date of COR 15.2; or
- Any other specified date. (provided that it is a future date)

(2) Supporting documents

When adopting a new Memorandum of Incorporation or amending an existing MOI, a prior decision is required as well as supporting documentation in the form of a:-

- Court order;
- Board resolution; or
- Special resolution (decision made by 10% of voting shareholders)

Further to that it must be indicated on the form itself whether a copy of the amendment only is attached, or the whole amended Memorandum of Incorporation.

If a company's amendment to its MOI includes a change of the company's name, further documentation is required to be lodged in the form of an approved COR 9.4 Confirmation notice.

NB - The COR 15.2 can be used for various amendments. The only indication of which type of amendment will be from the supporting documents, and therefore the court orders and minutes of meetings where special resolutions were passed need to be very clear in indicating what type of amendment is required.

(3) Ring fencing provisions

Section 15(2)(b)&(c) makes provisions for certain special conditions applicable to a company which must form part of the Memorandum of Incorporation, if applicable. These amendments are referred to as ring fencing provisions.

On the MOI it must be indicated whether any ring fencing provisions is applicable to the company as a result of the amendment or not, whichever is applicable.

If ring fencing (special conditions) is applicable, it needs to be indicated on form COR 15.2 Annexure A, exactly what the ring fencing provisions are.

(4) Personal liability companies only

The last field on the form for completion is only applicable to personal liability companies. In cases where an amendment

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changes the type of company then that needs to be indicated clearly on the form.

Compiled by L Steenkamp

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