



Companies and Intellectual
Property Commission

a member of the dti group

PRACTICE NOTE 2 OF 2016

MERGER AND AMALGAMATION FILING PROCEDURE (COR89)

This practice note is issued in terms of Regulation 4 of the Companies Regulation, 2011 and is applicable to profit companies only. This practice note replaces Practice Note 4 of 2014 in its entirety.

- The following forms and supporting documents are required and must be submitted to CoR89@cipc.co.za in PDF or TIFF:CoR89 (Notice of Amalgamation or Merger);
- Certified ID copy of applicant and directors;
- Letter authoring deregistration of company;
- Signed agreement(s) for the merging companies (confirming that all assets, and securities have been transferred to the remaining company);
- Special resolution or minutes of the meeting in terms of which it was resolved to amalgamate or merge the companies;
- Statement declaring that the company is solvent

Depending on the content of the amalgamation or merger:

- If changing the MOI:
 - CoR15.2
- If registering a new company:
 - CoR15.1A, 15.1B or Own MOI,
 - CoR14.1
 - CoR14.1 Annexure A
 - CoR9.4 (if registering a name)

The following should be noted:

1. Once the application is submitted the application cannot be withdrawn or placed on hold.
2. Once the company has been deregistered via an amalgamation or merger, it cannot be re-instated via a CoR40.5. A court order re-instating the company must be obtained and submitted to re-instatements@cipc.co.za.
3. It is advisable that the content of the amalgamation or merger be implemented before submitting the CoR89 to the CIPC. In the instance of property, proof that CIPC has processed the CoR89 is sufficient evidence for the relevant property register to affect the transfer of such property. Refer to Circular 28 of 2013 of the Registrar of Deeds for the requirements of the Registrar of Deeds to affect the amalgamation or merger on its registry.

For any enquiries relating to this practice note or any submitted CoR89, kindly log a ticket via the CIPC website www.cipc.co.za / enquiries.

Yours sincerely,

Adv. Rory Voller
Acting Commissioner: CIPC

30 May 2016