



PRACTICE NOTE 6 OF 2012

REQUIREMENTS FOR RE-INSTATEMENT IN TERMS OF THE COMPANIES ACT, 2008 (ACT 71 OF 2008)

This practice note is issued in terms of Regulation 4 of the Regulations under the Companies Act, 2008, and is applicable to the re-instatement of companies and close corporations in terms of Regulation 40.

In order to re-instate a company or close corporation from **1 November 2012**, the re-instatement application on an original signed form CoR40.5 must comply with the following requirements **regardless** of the cause or date of deregistration:-

- (1) Certified ID copy of the applicant (director/member);
- (2) Certified ID copy of the customer filing the application;
- (3) Deed search (reflecting ownership of immovable property or not);
- (4) Letters from National Treasury and the Department of Public Works, indicating that such departments have no objection to the re-instatement, if it has immovable property;
- (5) Advertisement in a local newspaper giving 21 days notice of proposed application for re-instatement;
- (6) Affidavit indicating the reasons for the non filing of annual returns, if deregistration was due to non compliance in relation to annual returns;
- (7) Affidavit indicating the reason for the original request for deregistration, if the company or close corporation itself applied for deregistration; and
- (8) Sufficient **documentary** proof indicating that the company or close corporation was in business or that it had any outstanding assets or liabilities (e.g. property, intellectual property rights) **at the time of deregistration**.

Upon the successful processing of the re-instatement application, all outstanding annual returns must be filed in order to complete the process. If the close corporation or company fails to file all outstanding annual returns within 30 business days from date of the re-instatement, the company or close corporation will be finally deregistered, without any further notification.

It should be noted that the CIPC will no longer re-instate a company or close corporation solely based on a statement that the company or close corporation is in business, or will be in business in the near future. The re-instatement process is reserved for companies and close corporations that can prove that it was in business at the time of deregistration, have outstanding assets and/or liabilities which must be transferred or liquidated.

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For purposes of determining whether a company or close corporation is in business, it is sufficient to prove that the company or close corporation has been conducting business related activities at the time of deregistration, e.g. selling and buying of goods and services, leasing or renting property or equipment, marketing of goods and services, and/or an active bank account.

Yours sincerely,



MS ASTRID LUDIN
COMMISSIONER: CIPC

23 / 10 / 2012