

# CHANGE OF COMPANY DIRECTORS AND CC MEMBERS

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Companies and Intellectual  
Property Commission

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# Change of company directors

- Customers may choose to transact either ***manually or through e-services***
- Step by step guide of electronic transactions available on website by clicking on Access/How to – step by step guides

## Manual Transaction

- Complete manual CoR39 application
- Attach supporting documents
- Scan the documents and e-mail them to [manualcor39@cipc.co.za](mailto:manualcor39@cipc.co.za)
- Once the process has been completed, CIPC will send the certificate or query to the e-mail address linked to the customer code used for the application

# Change of company directors

## Transaction via E-Services

- Visit the CIPC website, [www.cipc.co.za](http://www.cipc.co.za), and click on “On-line transacting”
- Click on company director changes (CoR39)
- Click on customer login and insert login details
- Select amend company director details

# Change of company directors



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You are here: CIPC eServices » Home

Logged in as: Not logged in

 eServices Home

 Customer Login

 Password Reset

 Customer Registration

## Welcome to CIPC eServices system

Select a service below. For all other services click on "customer login".



### To transact with CIPC you must:

- Have a valid CIPC customer code
- Have a valid cellphone number and email address

### To register as a CIPC customer

- Click on Customer Registration on the left menu and complete required details
- Your username and password will be emailed and SMSed to you
- Log in by clicking on Customer Login and provide your customer code and password each time you transact

### To login into the Self-help system

- Click on Customer Login on the left menu
- If you have forgotten your username, click on Customer Login and type in your ID number
- If you have forgotten your password, click on Password Reset and type in your ID number

### Please note:

- This process only caters for the registration of private companies with the standard Memorandum of Incorporation



# Change of company directors

- Complete the registration number of the company, and all the required fields and click on Submit.
- CIPC will send an electronic CoR39 to your e-mail address (the e-mail address registered on the customer code). Print the document and at least one director must sign
- The signed form and the supporting documents must be scanned and e-mailed to [eservicescor39@cipc.co.za](mailto:eservicescor39@cipc.co.za)
- Important: application must be in **pdf** or **tiff** format and only scanned as one attachment

# Supporting documents required: Change of company directors

Required for both manual and e-services transactions

- Notice of the meeting
- Round robin resolution or minutes of the meeting
- Certified ID copies (death certificate)

Once the process has been completed, CIPC will send the certificate or query document to the e-mail address linked to customer code used for that transaction

# Removal of directors

There is a difference between resignation of a director and the removal of a director.

1. In terms of section 71 (1), a director may be removed by an ordinary resolution adopted at a shareholders meeting by persons entitled to vote in an election of directors
2. The director concerned must be given a notice of the meeting and the resolution
3. Affected director must be afforded a reasonable opportunity to make a presentation in person, or through representative, to the meeting, before the resolution is put to a vote

# Removal of directors

## **CIPC requires the following supporting documents**

- Proof that a notice was sent to the director concerned
- Attendance register of the meeting
- Certified copy of the share register

4. The company must have more than 2 directors if the board wants to remove a director on the grounds of being eligible or disqualified, or due to incapacity or neglect



# Removal of directors

5. Point 4 above is not applicable if the company has fewer than 3 directors, and sec 71(8) applies whereby any director or shareholder of the company may apply to the Companies Tribunal to make a determination

A court order is required for disqualification and rehabilitation of a director

# Disqualification of a director

1. A court must make an order declaring a person to be a disqualified director
2. A person may be disqualified on the grounds of misconduct involving dishonesty, or has been convicted in any court of law for theft or fraud
3. A disqualified person must not be appointed or elected as a director of a company, or consent to be appointed or elected as a director

# Disqualification of a director

4. The company must not knowingly permit ineligible or a disqualified person to serve or act as a director
5. Disqualification is valid for not less than 5 years after the date of removal from the office, and the court may lift that disqualification if the person is fully rehabilitated, or even extend disqualification by not more than 5 years, if the court is satisfied that an extension is necessary to protect the public

# Change of CC members (CK2)

Customers may chose to transact either *manually or through e-services*

**By manual transaction the customer must:**

- Complete a manual CK2 application (Form available on website)
- Attach supporting documents
- Scan the documents and e-mail them to [manualck2@cipc.co.za](mailto:manualck2@cipc.co.za)
- Once the process has been completed, CIPC will send the certificate or query to the e-mail address linked to the customer code used for the application

# Change of CC members (CK2)

- When transacting through e-services, the customer must
- Visit CIPC website, [www.cipc.co.za](http://www.cipc.co.za), and click on “On-line transacting”
- Click on CC member changes (CK2)
- Click on customer login and insert login details
- If details are correct, select continue

# Change of CC members (CK2)

- Complete registration number of the CC, complete the required fields and click on Submit
- CIPC will send an electronic CK2 to your e-mail address that must be printed and signed by **all members**
- The signed form and the supporting documents must be scanned and e-mailed to [eservicesck2@cipc.co.za](mailto:eservicesck2@cipc.co.za)
- Application must be in **pdf** or **tiff** format and scanned as one attachment

# Supporting documents for Change of CC members (CK2)

## **Both manual and e-services transactions**

- Notice of the meeting
- Round robin resolution or minutes of the meeting signed by all members
- Certified ID copies

Once the process has been completed, CIPC will send the certificate or query document to the e-mail address linked to customer code used for that transaction

# Change of deceased member

- Customer must submit CK2 application
- Executorship letter from the Master of the High Court
- Certified ID copy of the executor
- The Executor must sign on behalf of the deceased



# Appointment of a trust as a member of a CC

- When a Trust is appointed as a member of the CC, the CK2 application has to be completed **manually**
- Supporting documents required:
  - **Letter by a trustee stating the following:**
    - The name, registration number and address of the trust
    - The names of all the trustees of the trust
    - The number of beneficiaries of the trust, and particulars of all the beneficiaries named in the trust deed

# Appointment of a trust as a member of a CC

- A certified copy of the letter of authority issued to the trustee/s of the trust by the Master of the High Court
- In case of multiple trustees, an originally signed power of attorney by each of the trustees appointing one of them as representative of the trustee
- A certified copy of the section in the trust deed identifying the beneficiaries of the trust (***beneficiaries may not exceed 10***)

# CoR39 & CK2 processing times

## **☐ Manual applications**

30 business days for both CoR39 and CK2

## **☐ E-services applications – no urgent processing**

5 business days for both CoR39 and CK2

**Customers are encouraged to transact via e-services since this is a much quicker and convenient process**

**THANK YOU**

**QUESTIONS...?**