

CIPC WEBINAR



Companies and Intellectual
Property Commission

a member of the **dtic** group

ACCOUNTING OFFICERS & AUDITORS

26 NOVEMBER 2020

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(SNR MANAGER: DMP)
&
MS VERONICA VAN DYK



AGENDA:

1. ACCOUNTING OFFICERS

2. AUDITORS



MANDATE OF CIPC

Amongst others, the Commission's objective is according to Sect 186(1)(a)(b)

a) The efficient and effective registration of –

- i. Companies, and external companies, in terms of this Act;
- ii. Other juristic persons, in terms of any applicable legislation referred to in Schedule 4;
- iii. Intellectual property rights, in terms of any relevant legislation;

b) The maintenance of accurate, up-to-date and relevant information concerning companies, foreign companies and other juristic persons contemplated in subsection (1)(a)(ii), and concerning intellectual property rights, and the provision of that information to the public and to other organs of state.

In doing that we as part of our Functions according to Section 187 (4)(a) (i) (b-c)

The Commission must –

a) Establish and maintain in the prescribed manner and form –

- i. A companies register;

b) Receive and deposit in the registry any documents required to be filed in terms of this Act; and

c) Make the information in those registers efficiently and effectively available to the public, and to other organs of state.

LEGISLATIVE FRAMEWORK

Close Corporation Act, 69 of 1984 as amended Sections 56-62

Our focus will be based on who qualifies to be an accounting officer and how are the accounting officers appointed by the close corporations.

- Only a member of a recognized profession
- A firm i.t.o Public Accountants and Auditors Act, 1991 provided each partner is qualified to be so appointed.

PS: Recognized professions are found on the link below

<http://www.cipc.co.za/index.php/manage-your-business/manage-your-close-corporation/compliance-obligations/appointment-accounting-officers/>

LEGISLATIVE FRAMEWORK CONTINUE

- Companies Act, 71 of 2008 as amended sections 84-94, read together with Regulations 40
- Every company contemplated in subsection (1)(a) or (b) must appoint a person to serve as auditor, as set out in Part C.
- A person disqualified in terms of section 69(8) to serve as a director may not be appointed or continue to serve as auditor.
- If the board fails to make an appointment the Commission may issue a notice in that regard.
- Rotation of auditors after 5 consecutive financial years.
- Audit committee members are not required to be recorded with the Commission.



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ACCOUNTING OFFICERS PROCESS



APPOINTMENT OF ACCOUNTING OFFICERS

- Every close corporation shall appoint an accounting officer in accordance with the provisions of the Act.
- When a vacancy occurs – ie. Removal, resignation or otherwise, the corporation **must** within 28 days appoint another accounting officer.
- The accounting officer must inform every member in writing of his removal / resignation, from office and send a copy to the last known address of the registered office of the corporation and inform the Registrar by registered post.

PROCESS: APPOINTMENT OF ACCOUNTING OFFICER (CK2A)

Appointment of accounting officer:

- Submit a duly completed and signed CK2A including the Customer Code;
- All members must sign the CK2A document in the space provided and the consent letter of the accounting officer must be attached and not be older than 3 months;
- Changes in postal and or registered office address, one member or the accounting officer can sign the CK2A;
- Name change of accounting officer to “.....**Incorporated**”, will be seen as a new accounting officer, and all members must sign the CK2A and the accounting officers consent letter must be attached;
- Certified and dated ID copies of applicant, all active members and Accounting Officer must be submitted; and
- Email form and supporting documents to manualck2@cipc.co.za

CK2A APPLICATION FORM (PAGE 1)

Page 1 of 2 pages

Client Ref: _____

WET OP BESLOTE KORPORASIES, 1984
CLOSE CORPORATIONS ACT, 1984
(Artikels 13, 15 en 60 / Sections 13, 15 and 60)
(Regulasies 2 en 16 / Regulations 2 and 16)

CK2A

GEWYSIGDE STIGTINGSVERKLARING TEN OPSIGTE VAN REKENINGKUNDIGE BEAMPTTE EN ADRESSE
AMENDED FOUNDING STATEMENT IN RESPECT OF ACCOUNTING OFFICER AND ADDRESSES

Kennisgewing van aanstelling en verandering van naam en adres van rekeningkundige beampte en besonderhede van posadres en geregistreerde kantoor van korporasie / Notice of appointment and change of name and address of accounting officer and particulars of postal address and registered office of corporation

(Moet in drievoud ingedien word / To be lodged in triplicate)

Voor voltooiing van die vorm, let op notas op keerse / Before completing the form, take note of notes on reverse side

REGISTRASIENOMMER VAN KORPORASIE
REGISTRATION NUMBER OF CORPORATION

/

/

Volle naam van korporasie
Full name of corporation

DEEL 1 / PART 1 (Moet voltooi word / To be completed)

REKENINGKUNDIGE BEAMPTTE / ACCOUNTING OFFICER

1. Naam en posadres van rekeningkundige beampte / nuwe rekeningkundige beampte*
Name and postal address of accounting officer / new accounting officer* _____

(Hegsbrieffelike toestemming tot aanstelling aan / Attach written consent to appointment)

Volle naam van erkende professie van rekeningkundige beampte
Full name of recognised profession of accounting officer

Lidpraktysnr.

Membership/practise No.

2. Die rekeningkundige beampte het met ingang van
The accounting officer has with effect from _____

sy adres verander na
changed his address to _____

3. Die rekeningkundige beampte,
The accounting officer, _____

het met ingang van
has with effect from _____

sy naam verander en sal voortaan
changed his name and will in _____

bekend staan as
future be known as _____

*Skrap wat nie van toepassing is nie / Delete which is not applicable

Geteken deur of namens elke lid (in die geval van die aanstelling van nuwe rekeningkundige beampte)
Signed by or on behalf of every member (in the case of the appointment of a new accounting officer)

Geteken deur rekeningkundige beampte (in die geval van 2 en 3 hierbo)
Signed by accounting officer (in the case of 2 and 3 above)

CK2A APPLICATION FORM (PAGE 2)

CK2A

NAAM VAN KORPORASIE
NAME OF CORPORATION

REGISTRASIENOMMER VAN KORPORASIE
REGISTRATION NUMBER OF CORPORATION

/

/

DEEL 2 / PART 2 (Moet voltooi word / To be completed)

ADRESSE / ADDRESSES

Die posadres en die ligging van die geregistreerde kantoor van die korporasie het/gaan verander*
The postal address and the situation of the registered office of the corporation have/will be changed*

(i) Posadres:

Postal address:

(ii) Adres van geregistreerde kantoor (nie posbus nie):

Address of registered office (not post office box):

Datum van verandering

Date of change

Getekendeur of namens elke lid

Signed by or on behalf of each member

Datum

Date

OF / OR

Deur die rekeningkundige beampte wat soos volg sertifiseer:

By the accounting officer who certifies as follows:

Eek

I

die behoorlik aangestelde rekeningkundige beampte van die korporasie
the duly appointed accounting officer of the corporation

sertifiseer dat die korporasie die wysigings in hierdie Deel aangevul,
certify that the corporation has approved the amendments indicated in this Part

goedgekeur het en dat ek gemagtig is om namens die korporasie kennis van die wysigings te gee,
and that I am authorised to give notice of the amendments on behalf of the corporation.

Handtekening van rekeningkundige beampte

Signature of accounting officer

Datum

Date

*Skrap wat nie van toepassing is nie / Delete which is not applicable

Alle veranderinge geregistreer op

All changes registered on

REGISTRATEUR VAN BESLOTE KORPORASIES
REGISTRAR OF CLOSE CORPORATIONS

DATUM
DATE

PROCESS: RESIGNATION OF ACCOUNTING OFFICER

Resignation of accounting officer

- Resigning accounting officer must send a resignation letter on his / her Companies letter head including the Customer Code;
- Resignation date of accounting officer must reflect on the letter;
- Close Corporation Name and number must reflect on the letter;
- Accounting officer profession and practice number must reflect on the letter;
- Letter must be signed by the accounting officer; and
- Certified ID copy of the resigning accounting officer must be attached.
- Email the resignation letter with supporting documents to manualck2@cipc.co.za

DUTIES OF ACCOUNTING OFFICERS

SEC 62 (1 To 4)

- Within 3 months after completion of annual financial statements
 - Determine if in agreement with the accounting records
 - Review appropriateness of accounting policies
 - Report iro accounting records to the corporation
- If any contravention, he shall describe the nature in his / her report
- If he/she is a member or employee, or is a firm of which a partner or employee is a member or employee of the corporation, his report shall state that fact.
- If he become aware that the corporation is not carrying on business or is not in operation and has no intention to resume operation in the foreseeable future,
 - He shall forthwith by registered post report to the Registrar.
- Anny other relating to the corporation, such as, assets exceed the liabilities, to report it to the Registrar accordingly.

IMPORTANT NOTICES

- Notice to customers date 23 October 2014 – Lodgement of CK2's & CK2A's (separate from one another)
- Notice 12 of 2017 – Important notice to all Recognised Accounting Professions for Close Corporations.
- Notice 4 of 2018 – Guideline for the appointment of Accounting Officers (CK2A) in line with Section 15 of the Close Corporation Act.
- Notice 6 of 2018 – Close Corporations without Accounting Officers (Act 69 of 1984)
- Notice 12 of 2018 – Important notice to Accounting Officers (verification option to Accounting Officers listing Close Corporations on their names).



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AUDITORS PROCESS



MAIN CONDITIONS FOR APPOINTMENT OF AUDITOR/ CO SECRETARY OR AUDIT COMMITTEE

- Auditor must be a registered auditor of IRBA;
- Not be a director or prescribed officer of the company
- Not an employee or consultant of the company who was or has been engaged for more than one year in the maintenance of any of the company's financial records or the preparation of any of its financial statements
- Not a director, officer or employee of a person appointed as company secretary
- Not a person who, alone or with a partner or employees, habitually or regularly performs the duties of accountant or bookkeeper, or related secretarial work
- Not a person who, at any time during the 5 financial years immediately preceding the date of appointment, was a person contemplated above or a person related to a person contemplated above.
- Only an Auditor can be recorded on CoR44 form and not an Accounting Officer; (Independent Reviews are not provided for filing with CIPC)
- An auditor must be acceptable to the company's audit committee as being independent of the company
- If a company appoints a firm as an auditor, the individual determined (designated auditor) must satisfy the above requirements

PROCESS: TWO WAYS

Appointment or Resignation of Auditors:

Can be done in two ways: -

1. Manual via e-mail - all changes, by completing the form and submit it with supporting documentation to cor44@cipc.co.za for processing.
2. eService – by logging in with the customer code and password, and go to Auditor changes. Only Auditors can be change online and no documents are submitted, a confirmation letter will be emailed to the applicant's e-mail address who logged in with their customer code.

PROCESS (MANUAL): APPOINTMENT / RESIGNATION FOR AUDITOR / DESIGNATED AUDITOR (COR44)

Companies that wants to appoint or resign an Auditor

- Submit a duly completed and signed CoR44, including the Customer Code;
- Certified and dated ID copies of applicant and active Director must be attached; (not older than 3 months)
- Appendix reflecting the address of the Auditor / Designated Auditor (no address attached, then the addresses of the enterprise will be used)
- Only an active Director or Authorised person can sign the form; (or by Power of Attorney give permission)
- In the event when clients file manually they must e-mail the form and supporting documents to cor44@cipc.co.za

PROCESS (ESERVICES): APPOINTMENT / RESIGNATION OF AUDITOR

Companies that wants to appoint or resign an Auditor:

- Log in online with their customer code and password
- Go to Transactions/Auditors & Acc Officers / Auditor changes
- No forms required for this online function
- Only Resignations and Appointments can be done

FORM COR44 (WITH EXPLANATORY NOTES)

CoR44_Explanatory note_version_0.1.pdf - Adobe Reader

File Edit View Window Help

Open 1 / 2 81% Tools Fill & Sign Comment

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

Form CoR 44

About this Form

- This form is issued in terms of section 85 (3) of the Companies Act, 2008, and Regulation 44 of the Companies Regulations, 2011.
- This form must be filed within 10 business days after any change in the appointments of company secretary, auditor or member of the audit committee.
- The fee for filing this Notice is R0.

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 Change of Auditor or Company Secretary

Date: (1) 28 June 2016

Customer Code: (2) XXXXXX

Concerning:

(Name and Registration Number of Company)

Name: (3) ABC (Pty) Ltd

Registration number: (3) 1888/012345/07

The above named company gives notice of the following change in the persons it has appointed to serve as secretary, auditor or member of the audit committee of the company. In the case of new appointments, each person named has consented to that appointment:

(For each person listed, show the person's name and identity or registration number, and the office to which they have been appointed, or in which they have ceased to serve.)

Name: (4) ABC Auditor Inc Office: (5) Auditor / Co Secretary

Designated Auditor (if applicable): (6) (Individual Name and Surname)

ID/Reg/Practice No: (7) ID 7201234567890 / Reg No: 1888/012345/07 / Practice No: 12345 (Information required depending on (4) / (5) and (6))

Date of appointment/Resignation: (8) Appointment date or Resignation date to be reflected.

Name: _____ Office: _____

Designated Auditor (if applicable): _____

ID/Reg/Practice No: _____

Date of appointment/Resignation: _____

Name: _____ Office: _____

Designated Auditor (if applicable): _____

ID/Reg/Practice No: _____

Date of appointment/Resignation: _____

Name and Title of person signing on behalf of the Company:

(9) Title (Mr / Ms / Adv. / Prof) Full Name and Surname of person signing on behalf of company

Authorised Signature:

(10) Signature of person signing on behalf of the company

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

EXPLANATORY NOTES CONTINUES

CoR44_Explanatory note_version_0.1.pdf - Adobe Reader

File Edit View Window Help

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Companies and Intellectual Property Commission Republic of South Africa

- (1) Date must be provided on form.
- (2) Valid and active customer code. If no customer code, such must be registered via the CIPC website www.cipc.co.za / Register your business / Register as a customer.
- (3) Both the entity name and registration number must be provided. The entity name and number must match as per the CIPC records.
- (4) State the full names of the appointed Auditor, this may be a person (individual) or a Firm or Audit Committee Member. This also will be the name of the Company Secretary (Firm) or Secretary (person).
- (5) State the category of the appointment, such as Auditor if the company appoints an Auditor or Audit Committee Member, Company Secretary (Firm) or Secretary (person).
- (6) State the full names of the Designated Auditor, this is required when the appointment is a Firm. If the appointment is that of a Company Secretary (Firm) or Secretary then this field must not be completed.
- (7) State the ID number if :
 - a. An Audit Committee Member is appointed;
 - b. The Secretary is a person.
- (7) State the Reg number if :
 - a. A Company Secretary is appointed (Firm).
- (7) State the Practice number if:
 - b. The Auditor is a Firm;
 - c. The Designated Auditor is a person, (this should always be supplied when the Auditor is a Firm).
- (8) State what the change is, either appointment or resignation, include the date of the change.
- (9) Title and Full name and surname of person signing on behalf of the company.
- (10) Signature of person signing on behalf of the company.

NB: Supporting documents required:

(Certification of Copies see Notice 54 of 2016)

- a. Certified ID copy of the person signing on behalf of the company;
- b. Certified ID copy of the Audit Committee Members; and
- c. Auditor's letter or annexure for postal and physical addresses.

IMPORTANT NOTICES

- Practice Note 2 of 2014 – Requirements for Appointing and Resignation of Auditors and or Company Secretaries
- Notice to customers (Dated 17/12/2015) – Rotation of Auditors in Terms of Section 92 of the Companies Act.



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THANK YOU

Webinar hosted by Corporate Education and Compliance
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