



Companies and Intellectual
Property Commission

a member of **the dtic** group

CUSTOMER NOTICE 53 OF 2025

CIPC CALLS ON COMPANIES TO COMPLETE THE COMPLIANCE CHECKLIST ACCURATELY

The Companies and Intellectual Property Commission (CIPC) notes with concern the trend of false and misleading submissions on the Compliance Checklist and reiterates that knowingly providing false information to the CIPC constitutes an offence under Section 215 of the Companies Act, 71 of 2008 (“the Act”).

The CIPC has a statutory responsibility in terms of section 187(2)(b) of the Act to monitor proper compliance with the Act. Towards achieving this mandate, the CIPC developed, tested and formally implemented in 2020 an Electronic Compliance Checklist Service on its E – Services.

The Compliance Checklist is a vital governance tool that enhances oversight and accountability in corporate South Africa. Further, it functions as a declaration by company directors and officers of the company’s compliance status and accuracy of information submitted to the CIPC.

Through the Compliance Checklist, the Corporate Governance, Surveillance and Enforcement Unit (CGSE) has been monitoring the compliance of various entities and initiating complaints (Proactive cases) in terms of Section 168(2) of the Act, which empowers the Commission to act on its own initiative in instances of suspected non-compliance.

The compliance checklist comprises 24 questions, each requiring a considered response of “Yes,” “No,” or “Not Applicable,” along with supporting comments. These questions cover key compliance requirements under the Companies Act and relevant regulations.

To illustrate:

Question 9 asks the filer whether the company has complied with Section 33 (which requires, among others, that the company must file annual returns within 30 business days of anniversary of business) when filing the Annual Returns for that Compliance Year. Most companies (filers) indicated compliance (“Yes”), yet the CIPC’s records show that annual returns for previous compliance year(s) were filed significantly later than the statutory deadline of 30 days post the company’s anniversary.

Question 17 asks the company if they complied with Section 71 which relates to Removal of Directors. The checklist reflects “Yes” for compliance with director removals. However, CIPC records reveal that there was no director removals occurred during the compliance period.

Schedule 1 deals with provisions that are concerning Non-Profit Companies. In question 24, the different companies again would select “Yes”, despite being a State-Owned Company (SOC), Private Companies, or Personal Liabilities to which Schedule 1 does not apply.

These are but a few examples demonstrating a broader trend of inaccurate or careless reporting. Such conduct undermines the integrity of the compliance monitoring process. The CIPC wishes to underscore the critical role that company secretaries and directors play in ensuring compliance with the Companies Act.

The accuracy of compliance submissions is not a mere formality but a statutory duty that contributes to corporate transparency and good governance. All company officers are reminded of their responsibilities and the legal consequences of failing to uphold them.

The CIPC will continue to exercise its mandate in monitoring and enforcing compliance and will not hesitate to act where there is evidence of misconduct or non-compliance.

The CIPC is available to support companies in areas that require intervention and to engage with external stakeholders, as part of strengthening compliance. The Compliance Checklist can be accessed by logging on to the CIPC’s e-Services, Clicking on the Other/More Services icon, Business Maintenance and then on the Compliance Checklist Link.

Yours sincerely,

Adv. Rory Voller

Commissioner

Companies and Intellectual Property Commission

Date: