

External Company Registration



Companies and Intellectual
Property Commission


a member of **the dtic** group

Understanding External company registration process


Objective of Automation




Part of the CIPC strategy to automate services and provide services on more efficient platforms




To improve service turnaround times




Download functionality for the customer who submitted




To improve communication to customers throughout the process



Better data collection and data control in services



Reduce administrative errors and enquiries



Allow for integration with other data sources to improve data quality and access to information

Key changes with automation

- No proof of SA address needed for external company in South Africa - validation will be electronic **via Google Geolocation service**
- Introduction of Autofill function for other addresses
- Industry must be selected via drop down option
- No separate name reservation will be required
- Name and director detail allows special characters
- More data collection on the role players to improve identification and data collection for reporting purposes
- Application can be saved as a draft
- Resubmission is allowed on existing reference number
- Electronic validation of director information via DHA and FAV
- Capturing of director cell phone information

What is a foreign company

- A foreign company is required to register as an “external company” with CIPC if it conducts or intends to conduct business in South Africa. Section 23 of the Companies Act, 2008, lists a series of activities which will be regarded as conducting business.
- This list includes the following:
 - Holding a meeting or meetings of shareholders or board of the foreign company, or otherwise conducting the internal affairs of the company;
 - Establishing or maintaining any bank or other financial account;
 - Establishing or maintaining offices or agencies for the transfer, exchange or registration of the foreign company’s own securities;
 - Creating or acquiring any debts, mortgages, or security interests in any property;
 - Acquiring any interest in intellectual property; and
 - Entering into contracts of employment.

Register External company online

- Registration must be done within 20 business days of starting activities in South Africa with the Companies and Intellectual Property Commission (CIPC).
- The service is only available on the CIPC e-Services platform. No manual or e-mail applications are accepted.

Channels

- From date of release – only electronic submission will be allowed
- E-Services only due to upload of mandatory documents
- Correctness of documents will be assured in the back office.
- Once application is approved by back office – payment can occur via card payments only
 - Important: Registration will only occur upon back-office confirming correctness of information and documents AND payment has occurred



Payment for External Company Registration

- R400
- Payment will only be allowed to pay for the submission of the external company registration after the application has been submitted and approved by the back office. You will get an automatic communication to commence payment with a link to online card payment.
- Only card payments will be accepted.



Documents to be uploaded

- Mandate authorizing the filer to file the application on behalf of the foreign company
- Resolution from the directors to register as an external company in South Africa
- Certified certificate of Incorporation
- Certified copy of the governance or constitution
- Certified translation certificate (if documents are in a foreign language)
- Securities Register (for profit only)



**STRICT CERTIFICATION REQUIREMENTS
APPLY – OVERVIEW TO FOLLOW**

Information Components

- Name and Registration number in foreign jurisdiction – special characters allowed
- Name of jurisdiction
- Physical and Postal in South Africa
- Physical and Postal in country of incorporation
- Industry
- Local Representative
- Natural and/or juristic directors – special characters allowed
- Company secretary
- Auditor

Overview - Practice Note 2 of 2022

PRACTICE NOTE 2 OF 2022

CERTIFICATION REQUIREMENTS FOR DOCUMENTS FILED WITH THE CIPC

In terms of Regulation 4(1)(a) of the Companies Act Regulations, 71 of 2008, a Regulatory Agency may issue a guidance document with respect to a matter within its authority, which provides for recommended procedures, standards or forms advising on best practice.

The Companies and Intellectual Property Commission ("CIPC") has noted an increase in the submission of suspicious and possible fraudulent certified documents to the CIPC and thus, further to Notices 54 and 63 of 2016, hereby advises customers that the CIPC will apply strict verification of such supporting documentation (ID / passport copies) as part of its business processes from 1 April 2022. Failure to adhere to the certification requirements may result in the CIPC rejecting the application for incompleteness.

- Certification of documents (including ID documents) filed with the CIPC may not be older than **3 (three)** calendar months.
- The Commissioner of Oaths, certifying / affirming any documents **MUST** state the date of certification.
- Only one ID/Passport may appear on a single page and in the case of the SA ID Card, both sides have to be scanned in on the same single page.
- Only validly issued passports will be accepted.
- No asylum seeker / temporary resident document will be accepted as valid confirmation of identity.

South African certified documents

The following information of Commissioner of Oaths must appear on documents:

- Full name and Surname
- Business Address
- Signature
- Designation
- Documents certified by police officials also need to indicate the persons rank and rank number.
- Date of certification

The above information is required to ensure that the Commissioner of Oaths is traceable for accountability purposes.

Not older than 3 months

- Stamp or
- Hand written
- Must have a date

Must state copy of original document – or similar phrase/confirmation

- Stamp or
- Hand written

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One document per page

- Not multiple passports or id documents on one page
- All parts of the passport or id document must be on one page

If foreigner with SA ID document – NO FAV to be done since person reflects on the records of DHA

Any person other than a person with SA ID – asylum seeker, temporary resident, foreign national – FAV to be done since information cannot be assured against DHA

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Commissioner of Oath

- Full name and Surname (identification)
- Signature (identification)
- Business Address (traceability)
- Designation (authority to certify)
- Date

Police officials

- All of the Commissioner of Oath requirements
- Additional: rank and rank number
- Can have two stamps – certification stamp and then police station stamp containing station name and address

Overview - Practice Note 2 of 2022

CIPC will only accept documents that have been commissioned by a Commissioner of Oaths in South Africa.

International certified documents

If a person is based in another country and has to submit documents to CIPC, a **certificate of authentication** needs to accompany those documents to confirm authenticity.

A Notary Public is an internationally recognized form of certification or affirmation of documents, and the CIPC will accept both South African and international Notary Public certifications. A Notary Public certified document, must be accompanied by a Notary Public certification seal and/or certificate.

International Certified Documents

- Refer to sections below

Language

- Since CIPC officials need to assure the document, it must be in English. If in any other language, a translation must be provided with the documents

Overview Certification - CIPC

- Commissioner of Oath
 - Wording that “True copy of the original” or similar wording
 - Identifiable (full names and surname and Signature)
 - Traceable (address – physical not postal)
 - Designation (authority)
 - Date (not older than 3 months)
- Common challenges experienced by CIPC
 - Only surname instead of full names and surname
 - Illegible (either poor visibility of stamp or scanning quality)
 - No address
 - Documents not on a single page
 - No date

Overview Notary - CIPC

- Notary
 - Wording that “True copy of the original” or similar wording
 - Identifiable (full names and surname and Signature)
 - Traceable (address – physical and not postal)
 - Notary or Notary Republic (authority)
 - Seal
 - Date (not older than 3 months)
- Common challenges experienced by CIPC
 - Seal is illegible
 - Seal is in another language and therefore cannot confirm what it is

Overview Apostille - CIPC

- Apostille heading and content must confirm that information was issued by the specific country and that it is correct
- Identification (country and person)
 - Country or place of Issue
 - Official's Name that issued the document,
- Traceable (address – physical and not postal)
- Authority
 - Seal, ribbon, holograms, QRS codes, watermarking etc.
 - Signature of the official
 - Statement that the person has the capacity or authority to provide the apostille
- Date – 3 month rule does not apply
- You cannot get an Apostille at a local police station. In South Africa, it must be issued by a designated competent authority, such as Department of International Relations & Cooperation

Support Documents

- Step-by-step guide
- Practice Note 4 of 2025
- Government Gazette Notice – deactivation of manual filing

Verification of Company Address in South Africa

- No longer needed to submit proof of address of the company
- Physical address of the Company in South Africa is electronically verified via Geolocation service.
- Other addresses associated with the external company – e.g. representative, directors' physical and postal address and the postal address of the company is prepopulated only using Autofill Function.
- Alternative – copy in the physical address after going to google maps.

What is Geolocation?

- Geolocation refers to **identifying the real-world geographic location of an address or device** using coordinates such as latitude and longitude.
- Businesses and regulators use geolocation to ensure that a physical address actually exists and can be traced.



How Geolocation Works

- Google uses a combination of technologies to determine and validate location data, including:



What is Geolocation?

- Across industries, geolocation is commonly based on:-

Mapping databases



GPS data



Wi-Fi network positioning

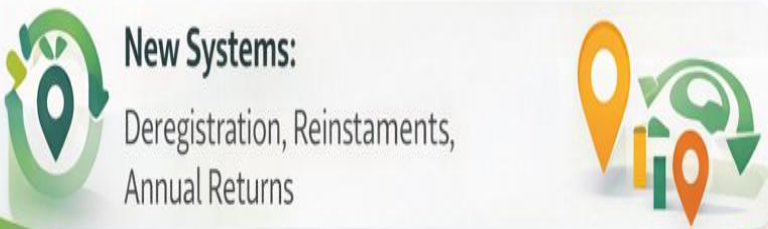


**Geocoding services
(converting an address into coordinates)**



- This forms part of global address-verification systems used for traceability and compliance.

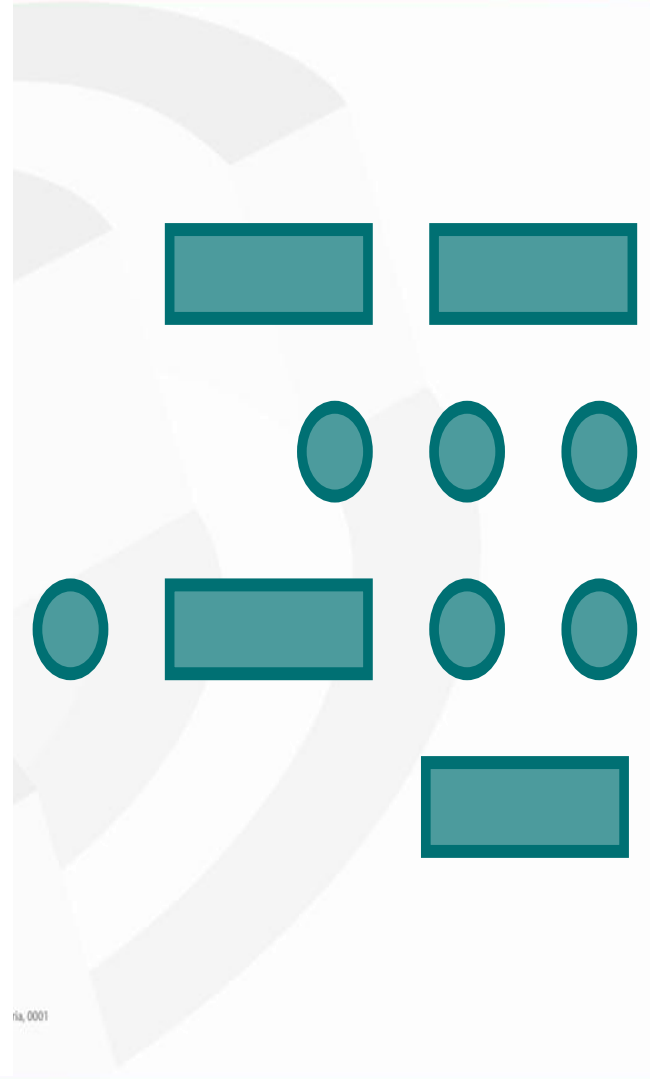
Geolocation in CIPC Context



- CIPC has published multiple notices emphasizing:
 - The requirement for correct and verifiable company physical addresses.
 - A drive to improve traceability and reliability of address information.
 - Enhanced validation of company addresses under Practice Note 1 of 2024, requiring stricter evidence of physical address submission for several company types and transactions.

OTP's

- Valid for 96 hours
- Either SMS or email OTP required



ria_0001

Common Challenges

- Errors may be experienced when the session expired – especially when stepping away from device
- Application can be **resubmitted only twice** whereafter it will be cancelled – once cancelled application have to be restarted
- Application is saved as each page is completed
- When Error is experienced:-
 - Exit the application and restart the application by clicking on the unfinished application in the service dashboard
 - Clear cookies and temporary files

TIP:

Ensure that you have all the information available before you start the application

That all the documentation meets CIPC's certification requirements

External Company Name and Amendments or Changes after registration

- It is not necessary to do a name reservation the Name will be automatically created by the system.
- You can make changes to the registration information, but you'll need to submit an amendment form and pay the applicable fee.
 - Annual Returns
 - Beneficial Ownership Declaration
 - Company Name Change - ??????
 - Company Address Changes – online only
 - Company Financial Year End change – online only
 - Representative Change - ?????
 - Director Change -

Enquiries

Log enquiries via Customer Enquiry Management System

<https://enquiries.cipc.co.za/>



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Questions