Company Information, BizPortal Services & Compliance

Companies and Intellectual Property Commission
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Agenda

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- Introduction to CIPC
- What a company is, including advantages and disadvantages
- Important considerations before registering a business
- Name reservation, company categories and registration platforms
- BizPortal services
- Registration Pack
- Compliance: Annual Returns, FAS/AFS, XBRL and Beneficial Ownership
- Accurate information
- Stay in the know
- Learn-i-Biz

Introduction to CIPC

Role, mandate and core service areas

Introduction to CIPC

Companies and Intellectual Property Commission

CIPC was brought into existence by the Companies Act, 2008. In terms of section 185(1) of the Companies Act, the Commission is established as a juristic person. CIPC functions as an organ of state within the public administration, but as an institution outside the public service. The Commission is an independent regulatory body within the public administration.

CIPC Service Areas

Business Registration & Corporate Regulation

- Companies
- Co-operatives
- Close Corporations (CCs)

Intellectual Property

- Patents
- Designs
- Trade Marks
- Copyright

Company Basics

Legal identity, ownership, management and key features

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What is a Company?

Core legal features

- A company is recognised as a separate legal entity from its owners.
- It has the capacity to enter into contracts, own property, and initiate or defend legal proceedings in its own name.
- It has limited liability: shareholders are typically not personally liable for company debts beyond the amount they have invested.
- It enjoys perpetual succession, which means it continues to exist despite ownership changes or the death of a shareholder.
- Ownership and management are separate: shareholders own the company while directors manage it.
- A director may or may not be a shareholder, and a shareholder may or may not be a director.

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Company Structure: Advantages and Disadvantages

Advantages

- Limited liability protects personal assets because liability is limited to the amount invested.
- Capital raising is easier because companies can issue shares to private investors for expansion, though private companies are legally prohibited from offering shares to the general public.
- Continuity and perpetual succession mean the company continues despite director, shareholder or ownership changes.

Disadvantages

- Regulatory requirements include governance frameworks, compliance duties and reporting obligations.
- Administration can be time-consuming and demanding.
- Complexity and cost are higher than sole proprietorships or partnerships because of legal formalities and ongoing administration.

Before You Register

Economic opportunity, compliance costs and dormant company risks

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Considerations Before Registering a Company

Before You Register

- Register only when there is a genuine economic reason, business opportunity, or clear economic justification.
- If you register without purpose, you are still required to comply with statutory obligations and ongoing reporting duties.
- Compliance takes time and money, so plan and be prepared for it before registering.
- If the business is not ready, it may be better to start as a sole proprietorship and formalise as the business grows.
- Timing matters: waiting until a real opportunity exists can be the smarter and safer option.

Why It Matters

- Once registered, you are legally bound to follow the applicable company regulations and compliance requirements.
- CIPC automatically notifies SARS, and SARS issues a tax number.
- SARS will know about the business and may contact or follow up on tax obligations.
- You cannot close your tax profile with SARS until the company has been formally deregistered with CIPC and the official confirmation letter is available.
- A company can provide protection, but registration without a real opportunity can create unnecessary duties, costs and risks.

What happens if I register before securing a business opportunity?

- You will still be required to comply with various statutory obligations even if the company is not trading.
- CIPC notifies SARS, SARS issues a tax number, and tax obligations still apply.
- Dormant companies are at risk of being used for fraud, money laundering and other criminal activities.
- Your name is associated with the dormant company as a director, which creates personal risk.

Registration Pathways

Name reservation, company categories, registration platforms and BizPortal

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Name Reservation

Basics

- Name reservation is optional, but advisable.
- Fee: R50
- It can be done before applying for company registration or during the registration process on BizPortal or New eServices.
- If the name is not reserved beforehand and the chosen name is unavailable, the company registration number will become the company name.
- A name change application may be done later.
- No fee applies for a name change from a registration number to an approved name.

Rules

- A proposed name must not be the same as an existing business name or so similar that it may be misleading and not be undesirable, prohibited, deceptive or misleading.
- Every application may contain four different names in order of preference.
- If the first name is not available, the second name will be considered, and so on.
- Name reservations done on one platform cannot be used on another platform.
- For example, if a name reservation is done on eServices, it cannot be used on BizPortal.

Company Categories and Types

Two main categories of companies

- **Profit Companies**
- **Non-Profit Companies** (NPC)

Profit Companies

- **Private Companies** (Pty. Ltd.)
- **Public Companies** (Ltd.)
- **State-Owned Companies** (SOC. Ltd.)
- **Personal Liability Companies** (Inc.)

Common registration fees

- Private Company (Pty Ltd): R175 including name reservation.
- Non-Profit Company (NPC) without members and with a standardised MOI: R175 including name reservation.

NPC may be registered without members using a standardised MOI.

New Company Registration Platforms

- The registration platforms depends on the type of company being registered.
- Private Companies and NPCs without members can be registered through BizPortal, eServices, Self-Service Terminals and the CIPC Mobile App. BizPortal is the easiest option.
- eServices requires documents to be uploaded, and one may use card payments or a declining balance linked (customer code as deposit reference).
- Self-Service Centres and Partner Sites are available for selected services.
- Other types, for example external company registration, are done via email.

BizPortal Services

A paperless, integrated platform for SMMEs

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BizPortal as a go-to platform for SMMEs (www.bizportal.gov.za)

Platform Overview

- It is paperless, with no forms or document submissions required for the available services.
- Services are completed within 24 hours, provided payment is made on time and all.
- Only accessible by South Africans.

Who should use BizPortal?

- Entrepreneurs registering new companies.
- Start-ups needing quick access to registration and tax credentials.
- Existing companies needing selected maintenance and related services.
- Accountants, compliance officers and legal advisors assisting clients.
- BizPortal is positioned as a quick, easy, integrated channel for SMMEs.

BizPortal Services

Integrated Services Available

- CIPC services: BizProfile, company registration, BEE certificates for Exempted Micro Enterprises and company maintenance.
- SARS tax number allocation.
- Department of Labour: UIF registration and Compensation Fund registration.
- Information Regulator services, including Information Officer Registration and filing of PAIA Annual Reports.
- Proudly South African membership.
- .ZADNA service to register a website address.
- Open a business bank account.
- National Small Business Chamber member benefits.
- Google Business Services to help increase business visibility on Google.

Step-by-Step: Registering a Company on BizPortal

Simple registration pathway

1. Go to www.bizportal.gov.za
2. Register and verify your identity, for example via e-ID or cellphone verification.
3. Choose the company type.
4. Submit the company name reservation.
5. Provide the director information.
6. Pay the registration fee.
7. Receive the company registration pack.

Company Registration Pack

What is included?

- Welcome letter
- Registration certificate
- Memorandum of Incorporation (MOI)
- Disclosure certificate
- CIPC registration number
- SARS tax number allocation where applicable through the registration process

Keep these documents safe and confidential. They are important for compliance, bank account opening, B-BBEE certification processes, and future company maintenance.

Keep your documents safe

Compliance

Annual Returns, financial reporting and beneficial ownership

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Annual Returns (ARs)

Annual Returns: Key Points

- Submitting Annual Returns to CIPC is compulsory.
- If Annual Returns are not submitted, CIPC will initiate a deregistration process.
- Annual Returns are not the same as SARS tax returns.
- Companies file their Annual Returns in their anniversary month.
- Annual Returns must be diarised as part of the company's annual compliance obligations.

Calculation and Payment Options

- eServices on the CIPC website.
- BizPortal: www.bizportal.gov.za
- CIPC Self-Service Centre or Partner Site.
- CIPC Mobile App.
- Payment can be made directly after calculation on eServices and BizPortal using a debit or credit card facilities.

Annual Return Fees

COMPANIES Filed within 30 business days after the anniversary date

Turnover less than R1 million
Fee
R100
Late penalty
R150

Turnover R1 million – R10 million
Fee
R450
Late penalty
R600

Turnover R10 million – R25 million
Fee
R2,000
Late penalty
R2 500

Turnover R25 million or more
Fee
R3,000
Late penalty
R4 000

CLOSED CORPORATIONS Filed within two months from the beginning of the anniversary month

Turnover R0 – R50 million
Fee
R100
Late penalty
R150

Turnover R50 million or more
Fee
R4,000
Late penalty
R150

FAS: Financial Accountability Supplement

- Before paying Annual Returns, the following has to be filed:
  - ✓ A Financial Accountability Supplement (FAS) or Audited Financial Statement (AFS) and
  - ✓ Beneficial Ownership declaration
- It can be filed as part of the Annual Returns process or on its own.
- FAS (CoR30.2) is a a simple questionnaire about the company's record keeping and the maintenance of its financial records.
- AFS is filed through iXBRL. XBRL filing is generally mandatory for
  - ✓ Public Companies
  - ✓ State-Owned Companies
  - ✓ Qualifying Private Companies. That is companies with a Public Interest Score over 100 or those required by their MOI to have audited financials.

AFS

- Companies that must file Audited Financial Statements in terms of Regulation 28 of the Companies Act must do so through XBRL.
- XBRL means eXtensible Business Reporting Language for the electronic communication of business information.
- A computer programme is required to transfer the audited AFS to eServices.
- For more FAS and AFS information, consult the CIPC website FAQs under the XBRL programme.
- Email queries: **XBRL@cipc.co.za**

What is Beneficial Ownership

Beneficial ownership are the people who truly control the business and benefit from its profits.

Beneficial Ownership: Mandate and Purpose

- CIPC is mandated by law to monitor and enforce compliance with Beneficial Ownership declarations.
- It is mandatory for all companies, external companies and close corporations.
- The purpose is to ensure that the ultimate beneficial owners of entities on the register are known. This helps reduce and mitigate the abuse of corporate vehicles for money laundering and the financing of terrorism.

Beneficial Ownership Checklist

Mandate	Affected / Not Affected	Identification of filer and the declarer	Upload limitation is 5 MB	OTPs
CIPC must confirm filer was mandated by the company in writing on the Company letterhead	Filing requirements differ			Correct contact details are critical

Beneficial Ownership – Optimized functionality

The CIPC launched its enhanced Optimized Beneficial Ownership Declaration Functionality on 22 August 2025, aimed at simplifying the process of BO-filing, making it more efficient.

The Optimized Beneficial Ownership Declaration process is ONLY applicable to “non-affected entities WITHOUT additional beneficial ownership to declare. ONLY applicable to entities where the directors (less than 10) are also the shareholders / members.

It is important to highlight the fact that the new system does not entail any changes to the legislative or CIPC internal requirements – the differences lie in the simplification of the process and elevating the ease of doing business in South Africa-concept.

Optimized functionality

Beneficial ownership information by corporate vehicles (companies, external companies and close corporations) registered with the CIPC must be submitted to the Commission annually, or as and when the information changes.

The optimized system allows **non-affected entities <u>WITHOUT</u>** beneficial ownership to declare to comply with the legislative requirement of submitting a securities / members register as easily and quickly as possible and to reduce the burden of red tape for small profit companies, NPC's and CC's with zero additional ownership, influence or control.

What has changed

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What you need to know

No upload of a mandate required. Although entities are still required to ensure that the filer is mandated to submit a beneficial ownership declaration on their behalf, mandates must be retained (and can be requested by the CIPC for filing at any time), but the document does not have to be uploaded – disclaimer confirms mandate in place.

Beneficial Ownership

Declaration Information

Home

Declaration

I hereby declare that I am authorised to file the Beneficial Ownership Information on behalf of the entity. I confirm that the information furnished herein is true and accurate according to my knowledge. I am fully aware that enforcement action may be taken in terms of the Companies Act against the entity and individuals who are involved in deliberately providing false information.

By agreeing below, I confirm that the CIPC terms and conditions have been read and understood and that any false statements, reckless conduct and non-compliance with the Companies Act, 2008 may result in criminal action against me and penalties imposed.

☑ I Agree

CONTINUE

GUIDANCE

Which entity statuses

Statuses allowed are In business, Business Rescue and AR Deregistration

Which entity types

All entity types.

Who can file

Any individual whom identifies as a valid and active CIPC customer

Continue

In order to proceed, indicate to agree with the declaration and select option Continue

What you need to know

Filers **MUST** ensure that the contact details as per the customer profile is correct and valid **PRIOR** to starting the BO-declaration – the system will provide a link for the update of this information, **BUT** it will be 48 hours from update before the OTP will be sent to the amended contact details.

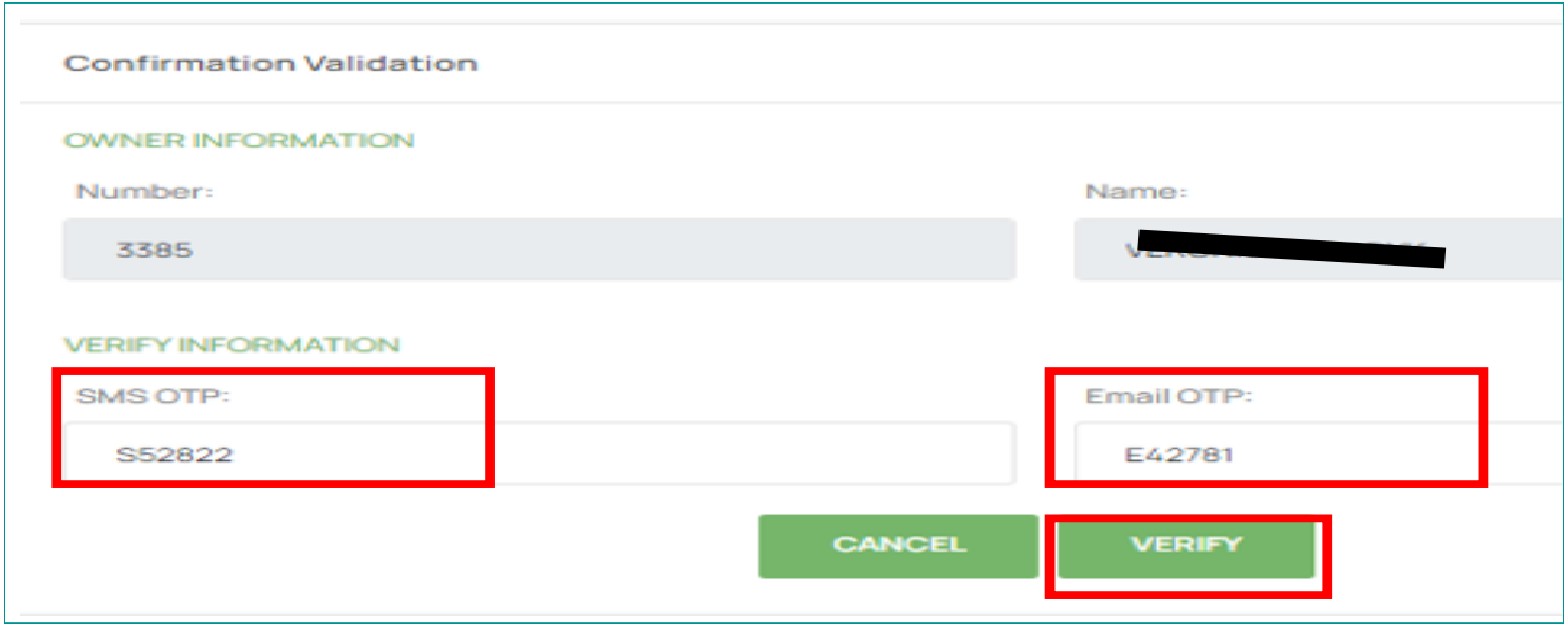
What you need to know

Company type selection has been reduced to 2 types, namely:-

Affected companies (functionality remains unchanged)	Non-affected companies

Once non-affected companies is selected, the posed ownership questions will ascertain whether beneficial ownership is applicable or not in terms of the declaration. Where beneficial ownership exist that must be declared, the system will direct filers to the existing beneficial ownership declaration functionality, which remains unchanged.

Users of the optimized functionality (only non-affected companies **WITHOUT BO**) will be able to submit either the SMS or E-MAIL OTP, or both, in order to proceed.



Non-compliance risks

- Annual Return – penalties for late filing
- Final Deregistration
- Compliance Notices (sect 171)
- Director / member delinquency (sect 162)
- Administrative fines (sect 175)

Key takeaway for the audience

Beneficial Ownership is about transparency, accuracy and accountability.

Beneficial Ownership identifies the natural person behind the company.

Ownership can be direct, indirect or through a trust.

A company must trace ownership until the real person is identified.

BO information must be submitted to CIPC with annual returns and updated at any time when it changes when it changes.

Accurate BO records help prevent fraud, corruption, money laundering and the misuse of corporate vehicles.

Trace. Declare. Update.

Accurate Company Information & Staying in the Know

Register integrity, contact details and director responsibility

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Importance of Accurate Company Contact Details

- When registering, ensure that CIPC has each director’s direct contact details
- Each director must provide their own unique email address and cellphone number.
- Directors can’t share email addresses or cellphone numbers on CIPC records.
- Incorrect contact information may result in missed reminders, legal notices and deregistration notices.
- This can lead to administrative deregistration without the directors being aware of it.
- Compliance is the directors’ responsibility, not the service provider’s responsibility.

Inactive Entities and Register Integrity

- Companies and close corporations that are not doing business should be removed from the register.
- Companies can be reinstated if they had economic value at the time of final deregistration.
- Inactive companies and close corporations that have not been finally deregistered are at risk of being used for fraud, money laundering and terror financing.
- Updated registers support a reputable corporate environment, compliance and a predictable business environment.
- Accurate registers promote investment and strengthen the corporate landscape in South Africa.

How to Stay in the Know

- Keep your Welcome Letter and registration documents
- Use the CIPC website: www.cipc.co.za
- Use BizPortal: www.bizportal.gov.za
- Attend CIPC webinars and training sessions
- Follow CIPC social media platforms
- Submit enquiries through CEMS, the Customer Enquiry Management System.
- Keep contact details updated with CIPC

Learn-i-Biz Courses

- **The Learn-i-Biz platform** is an online education initiative of the CIPC.
- The platform contains two courses:
  - ✓ **Directors' course:** It equips SMME directors and entrepreneurs with essential knowledge of their duties and promotes stronger compliance with the Companies Act of 2008.
  - ✓ **Business Rescue course:** This course introduces the concept of business rescue as a lifeline for financially distressed companies, grounded in the principles of South Africa's Companies Act, Act 71 of 2008.
- The courses are free of charge.
- Any person can enroll. Enrollment can be done at any time that is suitable for you.
- Completing one of these courses will take you approximately 2 hours.

THANK YOU

ANY QUESTIONS?