RE-INSTATEMENT COMPLIANCE ASSURENCE

Companies and Intellectual Property Commission

a member of the dtic group

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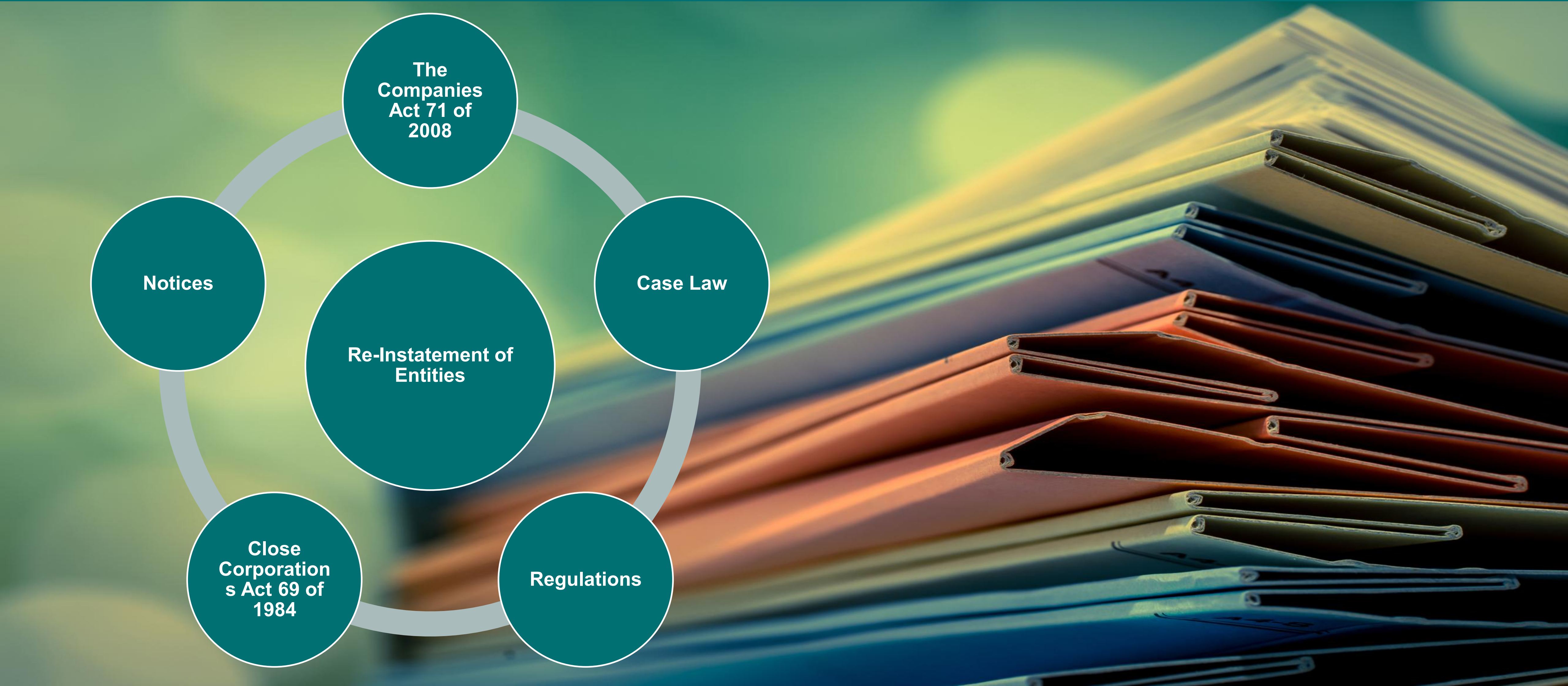
09 June 2026

LEGAL FRAMEWORK



Re-Instatement of Entities

- The Companies Act 71 of 2008
- Case Law
- Regulations
- Close Corporations Act 69 of 1984
- Notices

DEREGISTRATION OF ENTITIES

1. **Section 82 (3)** (i) of the Companies Act, provides that Commission (CIPC) may remove a company from the register if the company has fails to file Annual Retunes in terms of s33 for two or more years in succession.

2. **Section 26 (1) of the Close Corporations Act,** also provides that is the register has reasonable cause to believe that a corporation is not carrying on business or is not in operation, the commission can deregister the entity.

RE-INSTATEMENT OF ENTITIES

1. **Section 82(4)** Further provides that if CIPC deregister a company in terms of s82(3), Any interested person may apply to re-instate the company in the register.

2. **Section 35 (6) the Close Corporations Act** also provides that the Registrar may on application by any interested person, if he is satisfied that a corporation was at the time of its deregistration carrying on business or was in operation, or that it is otherwise just that the registration of the corporation be restored, restore the said registration.

RE-INSTATEMENT OF ENTITIES

- Re-Instatement can be done by way of COR40.5 (Normal re-instatement)
- Regulation 40(7) states that an application to re-instate a deregistered company must be made in Form COR40.5 and must comply with conditions the are determined by the CIPC
- By way of a Court Order

Which Entities can be Re-Instatement?

The Re-Instatement process is applicable only to;

- ✓ Entities that where deregistered due to non-compliance with Annual Returns. (AR Final Deregistered)
- ✓ Entities that had been voluntary deregistered (Final Deregistered)
- ✓ Deregistered Merger

Which Entities cannot be Re-Instatement?

- × Entities that are in Business rescue
- × Entities that are in Liquidation
- × Dissolved entities after Liquidated

COMPLIANCE ASSURANCE

NOTICE 35 OF 2025

“It remains essential for the company or close corporation to have been in business or had economic value at the time of final deregistration. This evidence must be retained by the company or close corporation, and CIPC reserves the right to request it at any time in accordance with Companies Regulation 168.

Failure to provide such evidence may result in the withdrawal of the re-instatement application and subsequent Annual Return filings.”

COMPLIANCE CHECKS

- From time to time CIPC conducts compliance checks on selected entities that filed COR40.5

- At anytime a company maybe be asked to provide proof that the company was active or had economic value at deregistration.

COMPLIANCE TRIGGER

- When compliance assurance is triggered the filer of COR40.5 is sent a link via email, which request the filer to upload evidence.

- The filer is given 10 business days to upload the necessary evidence.

- CIPC further sends a second reminder to the filer to upload the required documents


EVIDENCE

EVIDENCE (NOTICE 12 OF 2026)

CUSTOMER NOTICE 12 OF 2026 Provide more clarity on what constitutes evidence for purposes of re-instatement.

Universal Rules Applicable to All Evidence

1. Every document must be in the name of the company or close corporation (NOT in the name of a director or member).
2. Every document must be dated and must relate to the period at or around the time of final deregistration.
3. Every document must appear on official third-party letterhead.
4. Documents must be independently verifiable.

Requirements to Re-Instate an Entity

- A company or close corporation can only be re-instated by a Form CoR40.5, if it was in business or had other economic value at the time of deregistration.

In business or Economic value?

What does it mean when it is said that the company must be In business or had other economic value at the time of deregistration?

- [In Business] This means that the entity should have sufficient evidence to prove that it was operating at the time of deregistration.

- [Economic Value] this means that the entity has valuable property in its possession (outstanding assets or liabilities in the name of the entity)

COMMON EVIDENCE THAT IS ACCEPTED

1. BANK STATEMENT (6 months before and after deregistration)
2. IMMOVABLE PROPERTY (TITLE DEED OR WINDEED SEARCH)
3. SARS LIABILITY STATEMENT
4. LEASE AGREEMENTS
5. INTELLECTUAL PROPERTY RIGHTS
6. MOVABLE ASSESTS

EVIDENCE THAT IS NOT ACCEPTED

1. **SELF CREATED EVIDENCE BANK CONFIRMATION LETTERS**
2. **AFFIDAVITS**
3. **INVOICES**
4. **EXPIRED LEASE AGREEMENTS**

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Thank You

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