



BUSINESS AND INTELLECTUAL
PROPERTY AUTHORITY
Protecting Entrepreneurship and Innovation

PUBLIC NOTICE

LOGGING OF ANNUAL RETURNS AND PAYMENT OF ANNUAL DUTIES

The Business and Intellectual Property Authority (BIPA) hereby wish to bring to the attention of business owners of Close Corporations, Companies with share capital (PTY) and Companies incorporated under Section 21, that BIPA is commencing with a public awareness campaign on the submission of annual returns and payment of annual duties for the period 2012-2018.

In terms of Section 181 of the Companies Act, 2004 (Act No. 28 of 2004) the lodging of annual returns is compulsory for all **Companies with a share capital**, and a lodging fee of N\$100.00 must accompany the annual return (CM23). The calculation of Annual duties is prescribed in Regulation 40 of the Regulations made under the Companies Act, 2004 (Act 28 of 2004).

Failure to lodge annual returns and the non-payment of annual duties as prescribed by the Companies Act renders businesses non-compliant with the following legislative requirements.

1. In terms of Section 181 (6) of the Companies Act, 2004 a company that has failed to lodge an annual return and pay its annual duty commits an offence and is liable to a fine of N\$40 per day during the period of such a transgression; and
2. Pay an additional fee in respect of each failure as prescribed in Regulation 41 (2) of the Companies Act, 2004;
3. Have their registration of memorandum and articles cancelled (deregistered) as outlined in Section 74 (1) and (2) of the Companies Act, 2004.

Take note that **Section 21 Companies** are obliged to lodge their annual returns, but are not required to pay an annual duty.

Close Corporation (CC) shall not later than one month after the financial year, pay the prescribed annual duty in terms of Section 13 (2) of the Close Corporations Act, 1988 (Act No. 26 of 1988), read together with Regulation 11(1) of the Regulations made thereunder. The Corporation must, on the prescribed form (i.e. form CC7) lodge proof of such payment to the Registrar not later than forty-two days after the end of every financial year.

Failure to pay annual duties as prescribed by the Close Corporations Act renders businesses non-compliant with the following legislative requirements.

1. The annual duty payable by Close Corporations is fixed at N\$ 80.00 as prescribed in terms of Regulation 5 to the Regulations (see Schedule 1 thereto) made under the Close Corporations Act, 1988; and
2. Pay such annual duty subject to the payment of additional fees according to the scales prescribed under Regulation 11(3) of the Regulations made under the Close Corporations Act.

The period for which BIPA is requesting the lodging of annual returns and the payment of annual duties are 2012 – 2018. In order to remain compliant with the relevant legislation and avoid punitive measures, business owners are encouraged to visit the BIPA offices and enquire about outstanding returns and fees.

Businesses that have already paid their annual duties for the period 2012-2018 are requested to assist BIPA in updating its records by submitting proof of payment for the respective years.

For more information please contact +264 61 299 4484/21/25 or send an email to debtors@bipa.na.



Selma T. Ambunda

ACTING REGISTRAR OF BUSINESS AND INTELLECTUAL PROPERTY



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