



# GOVERNMENT GAZETTE

OF THE

## REPUBLIC OF NAMIBIA

NS\$3,70

WINDHOEK — 30 March 1994

No. 829

### CONTENTS

*Page*

#### GOVERNMENT NOTICE

No. 43 Regulations under the Close Corporations Act, 1988 (Act 26 of 1988) ..... 1

### Government Notice

#### MINISTRY OF TRADE AND INDUSTRY

No. 43

1994

#### REGULATIONS UNDER THE CLOSE CORPORATIONS ACT, 1988 (ACT 26 OF 1988)

The Minister has under section 10 of the Close Corporations Act, 1988 (Act 26 of 1988) read with section 12(3) of The Interpretation of Laws Proclamation, 1920 (Proclamation 37 of 1920) made the regulations set out in the Schedule.

## SCHEDULE

### *Definitions*

1. In these regulations, unless the context otherwise indicates, any expression to which a meaning has been assigned in the Close Corporations Act, 1988, bears that meaning, and -

“Schedule” means the appropriate schedule to these regulations;

“the Act” means the Close Corporations Act, 1988 (Act 26 of 1988).

### *Office Hours*

2. The Registration Office shall be open to the public from 08h30 to 12h30 and from 14h00 to 16h00 from Mondays to Fridays except -

(a) on a public holiday specified by or declared under the Public Holidays Act, 1990 (Act 26 of 1990); or

(b) on any day of which prior notification is given by means of a notice displayed at a conspicuous place at the Registration Office or in such other manner as the Registrar thinks fit.

### *Documents*

3. (1) Any document lodged with the Registration Office -

(a) shall, unless the Registrar otherwise directs, be written in block capitals or be typewritten, lithographed or printed in legible characters with deep permanent black ink on one side only of strong white paper being of international paper size A4: Provided that the Registrar may determine paper of a different size or different colour in respect of any form to be lodged with him or her; and

(b) shall be in the official language of Namibia.

(2) Any document lodged with the Registration Office may be reproduced by the Registrar by microfilm.

(3) Documents or copies of documents to be transmitted or returned to any corporation or person may, unless the Registrar otherwise directs in any particular case, be carbon copies of originals.

(4) The Registrar may reject any document which in his or her opinion is unsuitable for record-keeping purposes.

(5) A copy of any document lodged with the Registration Office or a copy of any such document reproduced by microfilm, and purporting to be certified by the Registrar or an officer or employee referred to in section 4(3) of the Act, shall, without proof or production of the original, upon the mere production thereof in proceedings, whether in a court of law or otherwise, be admissible as evidence in respect of the contents of such document.

(6) All forms to be lodged with the Registration Office shall comply with the printing specifications determined by the Registrar from time to time.

4. A document required to be sent or lodged with the Registrar may be transmitted by post except Forms CC1 and CC2, which shall, if not lodged personally with the Registration Office, be transmitted by registered or certified post.

#### *Forms and Fees*

5. (1) The forms contained in Schedule 5 shall be used in the appropriate instances but the Registrar may direct any modification to be made to such forms in order to meet the circumstances in a particular instance.

(2) The fees payable in terms of the Act and these regulations shall be those set out in Schedule 1.

(3) Subject to the provisions of section 6(1) of the Act, any fee, additional fee or other money payable to the Registrar may, except where otherwise provided in these regulations, be paid at any office of the Receiver of Revenue.

#### *Inspection into and copies of documents*

6. (1) Any person requiring to inspect any document or to obtain a copy of any document kept in the Registration Office shall -

- (a) if he or she calls at the Registration Office in person, complete a form provided for that purpose;
- (b) pay the appropriate fee.

7. Any person who, knowingly and without the consent of the Registrar -

- (a) removes from the custody of the Registrar or from the Registration Office any document kept by the Registrar or in that Office;
- (b) makes or causes to be made any entry on such document;
- (c) destroys or damages such document; or
- (d) alters or causes to be altered any entry on such document,

shall be guilty of an offence and liable on conviction to a fine not exceeding N\$2 000 or to imprisonment for a period not exceeding six months or to both such fine and such imprisonment.

*Certification of reproduction of records of corporation on microfilm.*

8. (1) A corporation may reproduce or cause to be reproduced on microfilm any records required to be kept by it in terms of section 56 of the Act.

(2) Any copy of a record of a corporation made from a reproduction of such record on microfilm shall be certified by a member or officer of such corporation to be a true and accurate reproduction of the original of such record, and such certificate shall be in the form contained in Schedule 2.

(3) Any reproduction referred to in subregulation (1) shall for all purposes be deemed to be the original record of the corporation concerned, and a copy obtained by means of such reproduction and certified by a member or officer of such corporation as a true and accurate copy of such reproduction shall upon the mere production thereof in proceedings, whether in a court of law or otherwise, be admissible as evidence, in respect of the contents of such record.

(4) A corporation shall take the necessary steps to ensure the safe preservation of any microfilm on which any record of such corporation has been reproduced.

*Retention of records*

9. (1) Subject to the provisions of subregulation (2), the minimum period of retention of the documents and records of a corporation which it is required to keep in terms of this Act shall be the period specified in Schedule 4 and such period shall, where applicable, run from the date of a particular document or record or the date of the last entry in a particular document or record referred to in the said Schedule.

(2) Notwithstanding the provisions of subregulation (1), the original of any record required to be kept by a corporation in terms of section 56 of the Act that has been reproduced on microfilm and duly certified in terms of regulation 8(2) may be destroyed after a period of three years from the date on which the record concerned was so reproduced.

*Registration of founding statement*

10. (1) The founding statement of a corporation shall be in the form as set out in Form CC1.

(2) The original and two copies of Form CC1 shall be lodged with the Registrar for registration and incorporation of the corporation.

(3) The fee payable for the registration of a founding statement shall be as prescribed in Schedule 1.

(4) The written consent of the accounting officer of a corporation to his or her appointment in that capacity shall be attached to Form CC1.

*Annual duty*

11. (1) A corporation shall -

- (a) not later than one month after the end of every financial year pay the annual duty as prescribed in Schedule 1; and
- (b) lodge proof of such payment not later than forty-two days after the end of every financial year on Form CC7 with the Registrar.

(2) If a corporation changes its financial year as contemplated in section 57(2), the amount of annual duty payable for the additional period shall be half of the annual duty payable for a full financial year as prescribed in Schedule 1.

(3) A corporation which fails to pay the annual duty within the time referred to in subregulation (1)(a), may thereafter pay such annual duty subject to the payment of additional fees according to the following scale:

Where, after the last date on which the annual duty was required to be paid, payment is made within -

Additional fee.

- |                                 |  |
|---------------------------------|--|
| (a) one month .....             | half the prescribed annual duty unpaid.        |
| (b) two months .....            | the prescribed annual duty unpaid.             |
| (c) three months .....          | twice the prescribed annual duty unpaid.       |
| (d) four months .....           | three times the prescribed annual duty unpaid. |
| (e) exceeding four months ..... | five times the prescribed annual duty unpaid.  |

*Registration of amended founding statement*

12. (1) An amended founding statement referred to in section 15 of the Act shall be in the form as set out in Form CC2.

(2) An amended founding statement shall be completed in full, even in respect of particulars which have not or will not be changed.

(3) The original and two copies of Form CC2 shall be lodged with the Registrar for registration.

(4) The fee payable for the registration of an amended founding statement shall be as prescribed in Schedule 1.

(5) If a new accounting officer is appointed by a corporation his or her written consent to such appointment shall be attached to Form CC2.

*Conversion of companies into corporation*

13. (1) An application for the conversion of a company into a corporation shall be in the form as set out in Form CC4.

(2) The original and one copy of Form CC4 and the original and two copies of Form CC1 shall be lodged with the Registrar.

(3) The fee payable for the conversion of a company into a corporation shall be as prescribed in Schedule 1.

*Restoration of the registration of a corporation*

14. (1) An application for the restoration of the registration of a corporation shall be in the form as set out in Form CC3.

(2) The original and one copy of Form CC3 shall be lodged with the Registrar and, if a change has occurred or will occur in respect of any matter particulars of which were stated in the founding statement of the corporation at the time of its deregistration, be accompanied by the original and two copies of Form CC2.

(3) The fee payable for the restoration of the registration of a corporation shall be as prescribed in Schedule 1.

*Order of court for the alteration of or addition to a founding statement*

15. (1) If by order of the court in terms of section 49 of the Act any alteration or addition is made to a founding statement there shall be lodged with the Registrar for registration -

(a) a copy of such order of court under cover of Form CC5; and

(b) the original and two copies of Form CC2.

(2) The fee payable for the registration of an order of the court referred to in subregulation (1) shall be as prescribed in Schedule 1.

*Voluntary winding-up*

16. (1) If, in terms of section 67 of the Act, a corporation resolves that the corporation should be wound-up voluntarily by its members or creditors the original and one copy of Form CC6 containing such resolution shall be lodged with the Registrar for registration.

(2) The fee payable for the registration of the voluntary winding-up of a corporation shall be as prescribed in Schedule 1.

*Accounting officer*

17. (1) For the purposes of section 60(1) of the Act, any person who is a member of any of the following associations or bodies shall be qualified to be appointed as an accounting officer of a corporation:

Subst by  
GWN 97/06

- (a) ~~The Institute of Chartered Accountants of Namibia;~~
- (b) ~~the Chartered Institute of Management Accountants;~~
- (c) ~~the Association of Commercial and Financial Accountants of Southern Africa; and~~
- (d) ~~the Southern African Institute of Chartered Secretaries and Administrators.~~

(2) An accounting officer who signs any documents for or in respect of a corporation in his or her capacity as accounting officer of such corporation, shall state the name of the said profession of which he or she is a member beneath his or her signature.

*Lodging of additional copy of certain prescribed forms*

18. (1) The Registrar may from time to time by written notice sent to a corporation or an officer thereof at the registered office or postal address of the corporation, require such corporation or officer to lodge with the Registrar, within a period stated in the notice, which shall not be less than thirty days, a copy of any record required to be kept by the corporation under the Act, and he or she may further require a member or officer or such corporation to certify that copy, in the form set out in Schedule 3, to be a true and accurate reproduction of such record.

(2) A corporation or an officer thereof to whom a notice referred to in subregulation (1) was sent, and who fails to comply with a requirement stated in such notice within the specified period, shall be guilty of an offence and liable on conviction to a fine not exceeding N\$100.

*Standing advisory committee*

19. Any recommendation or submission made to a standing advisory committee on company law referred to in section 11 of the Act in relation to its functions, shall be in writing and three copies of such recommendation or submission shall be lodged with the Registrar of Close Corporations, P.O. Box 21214, Windhoek.

## SCHEDULE 1

The following fees are payable in terms of the Act and these regulations in the manner prescribed in regulation 5:

Item	Service	Fees payable N\$	Corresponding form (if any)
1.	Inspection into a corporation file in the Registration Office -		
	(a) personally by applicant .....	5.00	See note.
	(b) on the written request of an applicant (*includes up to 20 photocopies of documents, thereafter 0.50 c per copy) .....	10.00*	See note.
2.	(a) Photocopy of a document, ap- proximately 298 mm by 210 mm in size or smaller (per copy) .....	0.50	See note.
	(b) Photocopy on paper reproduced from microfilm (per copy) .....	0.50	See note.
	(c) Photocopy on diazo reproduced from microfilm (per copy) .....	1.00	See note.
3.	Certification of a document or part of a document (per document) .....	5.00	See note.
4.	Issuing of a typed certificate in respect of the contents of a form or other document or part thereof .....	20.00	See note.

5.	Consideration of an objection to a name .....	300.00	
6.	Registration of a founding statement .....	100.00	CC 1
7.	Registration of an amended founding statement in respect of particulars in Part A thereof .....	30.00	CC 2
8.	Restoration of the registration of a corporation .....	150.00	CC 3
9.	Registration of an order of the Court .....	30.00	CC 5
10.	Registration of a resolution to wind-up voluntarily .....	40.00	CC 6
11.	Annual duty .....	80.00	CC 7
12.	Application for reservation of a name .....	50.00	CC 8
13.	Change of the end of the current financial year .....	40.00	CC 9

(Note: Corresponding form to be provided by the Registration Office).

## SCHEDULE 2

REPUBLIC OF NAMIBIA

CLOSE CORPORATIONS ACT, 1988

CERTIFICATE OF AUTHENTICITY BY MEMBER OR OFFICER OF CLOSE CORPORATION

(Regulation 8(2))

Microfilm Record No. ....

Name of corporation .....  
.....

Date .....

This is to certify that the microfilm record identified above is a true  
and accurate reproduction of the following category of original records  
of the above corporation:

List category of records

.....  
.....  
.....  
..........  
Signature: Member/Officer

## SCHEDULE 3

## REPUBLIC OF NAMIBIA

## CLOSE CORPORATIONS ACT, 1988

## CERTIFICATE OF AUTHENTICITY BY MEMBER OR OFFICER OF CLOSE CORPORATION

(Regulation 18(1))

Name of Corporation .....

Date .....

This is to certify that the attached copy is a true and accurate copy of the following category of records of the corporation and which it is required to keep under the Close Corporations Act, 1988:

List category of records

.....  
.....  
.....  
.....

.....  
Signature: Member/Officer

## SCHEDULE 4

## RETENTION PERIODS OF CORPORATION DOCUMENTS AND RECORDS

ITEM	DOCUMENTS AND RECORDS	RETENTION PERIOD
1.	Founding statement (Form CC 1).....	Indefinite.
2.	Amended founding statement (Form CC 2) and statement referred to in section 15(2) .....	Indefinite.
3.	Minutes book as well as resolutions passed at meetings.....	Indefinite.
4.	Annual financial statements, including annual accounts and the report of the accounting officer .....	15 years.
5.	Accounting records, including supporting schedules to accounting records and ancillary accounting records .....	15 years.
6.	The microfilm image of any original record reproduced directly by the camera - the "camera master" .....	Indefinite.

## SCHEDULE 5

## FORMS

(Regulation 5(1))

CC 1

## REPUBLIC OF NAMIBIA

## CLOSE CORPORATIONS ACT, 1988

(Sections 12, 13, 14, 24, 27, 29, 47 and 60)  
(Regulations 2, 3 and 13)

## FOUNDING STATEMENT

Before filling in the form, first see notes on page 2.

REGISTRATION NUMBER OF CORPORATION	DATE OF RECEIPT
------------------------------------	-----------------

Full name of corporation \_\_\_\_\_

Literal translation of name (if applicable) \_\_\_\_\_

Shortened form of name (if applicable) \_\_\_\_\_

Description of principal business \_\_\_\_\_

Date of end of financial year \_\_\_\_\_

Postal address \_\_\_\_\_

Address of registered office (not post office box) \_\_\_\_\_

Name and address of accounting officer \_\_\_\_\_

(Attach written consent to appointment)

Full name of association or body of which accounting officer is a member \_\_\_\_\_

## NOTES

1. Form CC 1 must be written in block capitals or be typewritten, lithographed or printed in legible characters with deep permanent black ink, and lodged in triplicate.
2. Where a person signs on behalf of a member, a power of attorney must be attached.
3. Minor children and other persons under legal disability must be assisted by their parents, guardians or representatives, as the case may be, and the capacity must be stated.
4. If no identity document has been issued, a written statement to this effect must be attached.
5. Form CC 1 which does not comply with the requirements of the Act, regulations or these notes, will be rejected.
6. Particulars to be furnished under the heading "MEMBERS":
  - (a) Full names and surname. (If juristic person, mention name and capacity and if trustee, also mention name and particulars of testamentary trust).
  - (b) Identity number ((i) if no identity document has been issued, state date of birth and see par. 4 above). ((ii)) If juristic person, mention registration number).
  - (c) Size of interest expressed as a percentage.
  - (d) Particulars of interest and fair value thereof.
  - (e) Residential address.
  - (f) Postal address.
  - (g) Signature of member or representative (where applicable).

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness: \_\_\_\_\_

Signature: \_\_\_\_\_

Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day
Identity number or date of birth (i)			
Registration number (ii)			

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day
Identity number or date of birth (i)			
Registration number (ii)			

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness: \_\_\_\_\_

Signature: \_\_\_\_\_

Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER \_\_\_\_\_

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Registration number (ii)

Year	Month	Day

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Registration number (ii)

Year	Month	Day

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness: \_\_\_\_\_

Signature: \_\_\_\_\_

Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day												
Identity number or date of birth (i)															
Registration number (ii)															

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness: \_\_\_\_\_

Signature: \_\_\_\_\_ Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC 1

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

MEMBERS \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day																
Identity number or date of birth (i)																			
Registration number (ii)																			

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

	Year	Month	Day																
Identity number or date of birth (i)																			
Registration number (ii)																			

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

\*Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_ Date of signature: \_\_\_\_\_

Full names \_\_\_\_\_

Residential address \_\_\_\_\_

Business address \_\_\_\_\_

Postal address \_\_\_\_\_

CC1

## REPUBLIC OF NAMIBIA

## CLOSE CORPORATIONS ACT, 1988

(Sections 13,14,27 and 60)  
(Regulations 3, 10 and 13)

(To be lodged in triplicate together with the Founding Statement)

## Certificate of Incorporation

REGISTRATION NUMBER OF CORPORATION  
CC /

This is to certify that the Founding Statement (CC 1) of

has been registered and the above-named close corporation was this day incorporated in terms of the Close Corporations Act, 1988.

\*The above-named corporation has been converted from a company:

(Reg No. )

Signed at Windhoek this \_\_\_\_\_  
day of \_\_\_\_\_ One Thousand Nine Hundred and Ninety \_\_\_\_\_

REGISTRAR OF CLOSE CORPORATIONS

\* (Delete if not applicable)

CC 1

NAME OF CORPORATION \_\_\_\_\_  
\_\_\_\_\_

REGISTRATION NUMBER	
---------------------	--

The above-named corporation has been converted from company:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ (Reg. No. \_\_\_\_\_)  
\_\_\_\_\_

FOR OFFICE USE
Founding Statement registered
Registrar of Close Corporations
Date
Data Processing
Classification
Recorded
Initials and date

Paste revenue receipt or affix revenue stamp or impress revenue franking machine impression here
N\$ 100

CC 2

## REPUBLIC OF NAMIBIA

## CLOSE CORPORATIONS ACT, 1988

(Sections 13, 15, 24, 27, 29, 47 and 60)  
(Regulations 3 and 12)

## AMENDED FOUNDING STATEMENT

Before filling in the form, first see notes on page 2:

REGISTRATION NUMBER OF CORPORATION	DATE OF RECEIPT
------------------------------------	-----------------

## PART A

	Dates of commencement of change
Full name of corporation *	*
Previous name of corporation (if applicable) *	*
Literal translation of name (if applicable) *	*
Shortened form of name (if applicable) *	*
Description of principal business *	*
Date of end of financial year *	*

## PART B

Postal address *	*
Address of registered office (not post office box) *	*
Name and address of accounting officer *	*

(Attach written consent to appointment)

Full name of association or body of which accounting officer is a member \_\_\_\_\_

\* See note 2 on page 2.

## NOTES

1. Form CC 2 must be written in block capitals or be typewritten, lithographed or printed in legible characters with deep permanent black ink, and lodged in triplicate.
2. Change(s) effective from date of registration or upon a later date mentioned.
3. Where a person signs on behalf of a member, a power of attorney must be attached.
4. Minor children and other persons under legal disability must be assisted by their parents, guardians or representatives, as the case may be, and the capacity must be stated.
5. If no identity document has been issued, a written statement to this effect must be attached.
6. Particulars which do not change should also be furnished.
7. No fee is payable in respect of any changes in particulars under Part B and C.
8. New members must personally sign the form.
9. Form CC 2 which does not comply with the requirements of the Act, regulations or these notes, will be rejected.
10. Particulars to be furnished under PART C:
  - (a) Full names and surname. (If juristic person, mention name and capacity and if trustee, also mention name and particulars of testamentary trust).
  - (b) Identity number. ((i) If no identity document has been issued, state date of birth and see par. 4 above). ((ii) If juristic person, mention registration number).
  - (c) Size of interest expressed as a percentage.
  - (d) Particulars of interest and fair value thereof.
  - (e) Residential address.
  - (f) Postal address.
  - (g) Signature of member or representative (where applicable).

CC 2

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER \_\_\_\_\_

PART C

Date of  
change

## MEMBERS

Full names and surname \_\_\_\_\_

Year	Month	Day

Identity number or date of birth (i) \_\_\_\_\_

Registration number (ii) \_\_\_\_\_

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Year	Month	Day

Identity number or date of birth (i) \_\_\_\_\_

Registration number (ii) \_\_\_\_\_

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: .....

Full names .....

Residential address .....

Business address .....

Postal address .....

CC 2

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER \_\_\_\_\_

PART C

Date of  
change

## MEMBERS

Full names and surname \_\_\_\_\_

Year	Month	Day

Identity number or date of birth (i) \_\_\_\_\_

Registration number (ii) \_\_\_\_\_

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Year	Month	Day

Identity number or date of birth (i) \_\_\_\_\_

Registration number (ii) \_\_\_\_\_

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: .....

Full names .....

Residential address .....

Business address .....

Postal address .....

CC 2

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER \_\_\_\_\_

PART C

Date of  
change

## MEMBERS

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Year Month Day

Registration number (ii)

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Year Month Day

Registration number (ii)

Percentage of interest \_\_\_\_\_

Particulars of contribution \_\_\_\_\_

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: .....

Full names .....

Residential address .....

Business address .....

Postal address .....

CC 2

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

PART C

Date of  
change

## MEMBERS

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Registration number (ii)

Percentage of interest

Particulars of contribution

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Registration number (ii)

Percentage of interest

Particulars of contribution

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: .....

Full names

Residential address

Business address

Postal address

CC 2

NAME OF CORPORATION \_\_\_\_\_

REGISTRATION NUMBER

PART C

Date of  
change

## MEMBERS

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Year Month Day

Registration number (ii)

Percentage of interest

Particulars of contribution

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Full names and surname \_\_\_\_\_

Identity number or date of birth (i)

Year Month Day

Registration number (ii)

Percentage of interest

Particulars of contribution

Residential address \_\_\_\_\_

Postal address \_\_\_\_\_

Signature of member or representative \_\_\_\_\_

Witness:

Signature: \_\_\_\_\_

Date of signature: .....

Full names

Residential address

Business address

Postal address

NAME OF CORPORATION

MEMBERS WHO CEASE TO BE MEMBERS

Membership ceases on the date of registration of the Amended Founding Statement.

Signature

Date of signature:

Full names

Residential address

Business addresss

Postal address

Paste revenue receipt  
or affix revenue stamp  
or impress revenue franking  
machine impression here  
N\$ 30.00

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988(Section 26(6))  
(Regulation 14)

Application for the Restoration of the Registration of the Corporation

(To be lodged in duplicate)

REGISTRATION NUMBER	Paste revenue receipt or affix revenue stamp or impress revenue franking machine impression here  N\$ 150
---------------------	---

Full name of corporation \_\_\_\_\_

I/we \_\_\_\_\_

in my/our capacity as \_\_\_\_\_

apply in terms of section 26(6) of the above-named Act for the restoration of the registration of the corporation which was deregistered

on \_\_\_\_\_ and of which notice was given in the Gazette  
of \_\_\_\_\_ for the following reasons:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

An amended founding statement, if necessary, is attached

SIGNED \_\_\_\_\_ DATE \_\_\_\_\_

The registration of the corporation has been restored with effect from:

as published in the Gazette \_\_\_\_\_ of \_\_\_\_\_

REGISTRAR OF CLOSE CORPORATIONS \_\_\_\_\_ DATE \_\_\_\_\_

(To be completed by corporation)

NAME \_\_\_\_\_

POSTAL ADDRESS  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Office use

- Data Processing  
1) Recorded  
Date and initials \_\_\_\_\_  
2) Corrections  
Date and initials \_\_\_\_\_

CC4

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988(Section 27)  
(Regulation 13)  
APPLICATION FOR CONVERSION

(To be lodged in duplicate)

REGISTRATION NUMBER OF COMPANY

Name of company \_\_\_\_\_

I/We, the undersigned, being all the members of the above-named company,  
apply for the conversion of this company into a corporation.

I/We state that:

- (a) every member of the company will become a member of the corporation: and
- (b) upon conversion the assests of the corporation, fairly valued, will exceed its liabilities, and that after conversion the corporation will be able to pay its debts as they become due in the ordinary course of its business.

The following documents are lodged herewith:

- (a) A statement in writing by the auditor as required by section 27(2)(b) of the Act; and
- (b) a founding statement in terms of section 12 of the Act.

SIGNATURE(S)DATE(S)

---

---

---

---

---

---

---

---

---

---

---

---

NEW REGISTRATION NUMBER

CC5

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988

(Section 49(4))

Lodging of Order of Court for the Alteration of \*/Replacement of\*/  
Addition to\* a Founding Statement

(To be lodged in duplicate)

REGISTRATION NUMBER	Paste revenue receipt or affix revenue stamp or impress revenue franking machine impression here  N\$ 30,00
---------------------	--

Full name of corporation \_\_\_\_\_

Order of Court for the alteration of \*/replacement of \*/addition to \*a  
founding statement

dated \_\_\_\_\_ is lodged herewith

An amended founding statement is attached.

SIGNED \_\_\_\_\_ DATE \_\_\_\_\_

\*Delete that which is not applicable

The order was registered on \_\_\_\_\_

REGISTRAR OF CLOSE CORPORATIONS \_\_\_\_\_ DATE \_\_\_\_\_

(To be completed by corporation) \_\_\_\_\_

NAME \_\_\_\_\_

POSTAL ADDRESS  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CC6

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988

(Section 67)  
(Regulation 16)  
Resolution : Voluntary Winding-up

(To be lodged in duplicate)

REGISTRATION NUMBER	Paste revenue receipt or affix revenue stamp or impress revenue franking machine impression here  N\$ 40,00
---------------------	--

Full name of corporation \_\_\_\_\_

I/We, the undersigned, being all the members of the above-named,  
corporation, resolved at a meeting held on \_\_\_\_\_  
that the corporation be wound-up voluntarily  
by members \* / creditors\*

SIGNATURES

DATES

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\* Delete that which is not applicable

The above-mentioned resolution was registered on: \_\_\_\_\_

REGISTRAR OF CLOSE CORPORATIONS \_\_\_\_\_

DATE \_\_\_\_\_

(To be completed by corporation)

NAME \_\_\_\_\_

POSTAL ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Office use

Data Processing  
1) Recorded  
Date and initials \_\_\_\_\_  
2) Corrections  
Date and initials \_\_\_\_\_

CC 7

## REPUBLIC OF NAMIBIA

Close Corporations Act, 1988  
Annual duty  
(Sections 13(2))  
(Regulation 11)

Name and postal address

REGISTRATION NUMBER

A. END OF FINANCIAL YEAR

DAY	MONTH	YEAR

B. DATE INCORPORATED  
OR CONVERSION DATE

--	--	--

C.

Name/names of member/members and percentage interest of each member  
in the corporation at the end of the current financial year

- |         |   |          |   |
|---------|---|----------|---|
| 1. .... | % | 6. ....  | % |
| 2. .... | % | 7. ....  | % |
| 3. .... | % | 8. ....  | % |
| 4. .... | % | 9. ....  | % |
| 5. .... | % | 10. .... | % |

For Office use

1. Recorded  
Date and initials  
.....2. Corrections and  
enquiries  
Date and initials  
.....

D. PROOF OF PAYMENT OF ANNUAL DUTY AND/OR ADDITIONAL FEE

Paste revenue receipt or affix revenue stamp or impress  
revenue franking machine impression here  
N\$ 80.00

E.

SIGNED  
Perforate

DATE

CC 7

(To be completed by the corporation)

ANNUAL DUTY FOR FINANCIAL YEAR 19 .....

Name of corporation  
.....

Postal address .....

Return received

Date of Close Corporations  
Registration Office

Invalid unless stamped by Registrar of Close Corporations.

CC 8

## REPUBLIC OF NAMIBIA

CLOSE CORPORATIONS ACT, 1988  
(Section 19(2))APPLICATION FOR RESERVATION OF A NAME OR TRANSLATED FORM OR SHORTENED FORM  
(To be lodged in duplicate)Close Corporations Registration Office  
P O Box 21214, WINDHOEK, 9000.Paste revenue receipt or affix revenue  
stamp or impress revenue franking  
machine impression here  
N\$ 50.00A. Proposed Name ☐ or Translated Form ☐ or Shortened Form ☐  
(Indicate with a cross)

In order of preference	For Office Use	Initials & Date
1.	approved/not approved	
2.	approved/not approved	
3.	approved/not approved	
4.	approved/not approved	
5.	approved/not approved	
6.	approved/not approved	
	Reservation is valid for	
	sixty days	

B. Comparative names (For Office Use) \_\_\_\_\_

C. Is the proposed name associated with a person, corporation or company? If so, what is the name and number (if a corporation or company) and the nature of the association (e.g. holding/subsidiary/director etc). If not, reason(s) for, or origin of name \_\_\_\_\_

D. Principal business of the corporation/proposed corporation \_\_\_\_\_

Name of Applicant (print)

\_\_\_\_\_

Signature of applicant/agent

Address to which form must be returned

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date \_\_\_\_\_

CC 9

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988  
(Section 57(2))

## CHANGE OF THE END OF THE CURRENT FINANCIAL YEAR

Close Corporations Registration Office  
P O Box 21214, WINDHOEK 9000

REGISTRATION NUMBER

Paste revenue receipt of  
affix revenue stamp or  
impress revenue franking  
machine impression here

N\$ 40.00

Name of corporation \_\_\_\_\_

The end of the current financial year is \_\_\_\_\_

A. The end of the current financial year has been brought forward to \_\_\_\_\_

B. The end of the current financial year has been brought forward to \_\_\_\_\_

Reasons for extension \_\_\_\_\_

C. Affix proof of payment of half or annual duty here in respect of extension.

Date: \_\_\_\_\_

Signature: Member/Officer

Not exceeding six months

- Approved/Refused: Registrar of Close Corporations \_\_\_\_\_

Perforate

(To be completed by the corporation)

CC 9

ADVICE OF CHANGE OF THE END OF THE CURRENT FINANCIAL YEAR DATED \_\_\_\_\_

Name of corporation .....

Postal address .....

Approved/Refused

Date stamp of Close Corporation  
Registration Office

Invalid unless stamped by Registrar of Close  
Corporations

---

## Government Notices

---

### MINISTRY OF TRADE AND INDUSTRY

No. 83

1994

#### AMENDMENT OF REGULATIONS UNDER THE CLOSE CORPORATIONS ACT, 1988

The Minister has under section 10 of the Close Corporations Act, 1988 (Act 26 of 1988) amended the regulations promulgated under Government Notice 43 of 1994 by the substitution in regulation 17(1) for the words preceding paragraph (a) of the following words:

“For the purposes of section 60(1) of the Act, any person who is resident in Namibia and is a member of any of the following associations or bodies shall be qualified to be appointed as an accounting officer of a corporation:”

---

### MINISTRY OF LANDS, RESETTLEMENT AND REHABILITATION

No. 84

1994

#### COMMENCEMENT OF THE LAND SURVEY ACT, 1993

Under section 47 of the Land Survey Act, 1993 (Act 33 of 1993), I hereby determine that the said Act shall come into operation on 1 June 1994.

RICHARD KAPELWA KABAJANI  
MINISTER OF LANDS,  
RESETTLEMENT AND  
REHABILITATION

Windhoek, 10 May 1994

---

- (a) on the date on which affirmative action plan expires; or
- (b) if an affirmative action plan has not been submitted, on the date on which the affirmative action plan would have expired, if such a plan were submitted, as provided by the Act referred to in paragraph 1.

---

## MINISTRY OF TRADE AND INDUSTRY

No. 96

2006

### NOTIFICATION OF NAMES OF PROFESSIONS IN TERMS OF SECTION 60(2) OF THE CLOSE CORPORATIONS ACT, 1988

In terms of section 60(2) of the Close Corporations Act, 1988 (Act No. 26 of 1988), I give notice, in the Schedule below, of the names of the professions whose members are qualified to perform the duties of an accounting officer.

**I. NGATJIZEKO**  
**MINISTER OF TRADE**  
**AND INDUSTRY**

Windhoek, 13 June 2006

#### SCHEDULE

The Institute of Chartered Accountants of Namibia  
The Chartered Institute for Management Accountants  
The Institute of Administration and Commerce of Southern Africa  
The Southern African Institute of Chartered Secretaries and Administrators  
The Chartered Association of Certified Accountants  
The Southern African Institute of Business Accountants  
The Institute of Certified Public Accountants of Southern Africa  
The Institute of Certified Financial Accountants of Namibia

---

## MINISTRY OF TRADE AND INDUSTRY

No. 97

2006

### AMENDMENT OF THE REGULATIONS PROMULGATED UNDER GOVERNMENT NOTICE NO. 43 OF 30 MARCH 1994: CLOSE CORPORATIONS ACT, 1988

In terms of section 10 of the Close Corporations Act, 1988 (Act No. 26 of 1988), I amend subregulation (1) of regulation 17 of the Regulations promulgated under Government Notice No. 43 of 30 March 1994 by the substitution of paragraphs (a) to (d) of that subregulation for the following paragraphs:

- "(a) The Institute of Chartered Accountants of Namibia;
- (b) The Chartered Institute for Management Accountants;
- (c) The Institute of Administration and Commerce of Southern Africa;
- (d) The Southern African Institute of Chartered Secretaries and Administrators;

- (e) The Chartered Association of Certified Accountants;
- (f) The Southern African Institute of Business Accountants;
- (g) The Institute of Certified Public Accountants of Southern Africa;
- (h) The Institute of Certified Financial Accountants of Namibia."

**I. NGATJIZEKO**  
**MINISTER OF TRADE**  
**AND INDUSTRY**

Windhoek, 13 June 2006

---

**MINISTRY OF MINES AND ENERGY**

2006

No. 98

**CALLING FOR REPRESENTATIONS IN OPPOSITION TO APPLICATIONS  
MADE TO THE MINERALS ANCILLARY RIGHTS COMMISSION**

In terms of section 109(3) of the Minerals (Prospecting and Mining) Act, 1992 (Act No. 33 of 1992), it is hereby made known that -

- (a) the person, whose name is set out in the first column of the Table below and who is a holder of the licence specified opposite that name in the second column, has in terms of subsection (1) of that section applied to the Minerals Ancillary Rights Commission for the granting of the rights mentioned in the third column in respect of the land described opposite those rights in the fourth column of that Table;
- (b) any interested person who wishes to oppose an application referred to in paragraph (a) must deliver original written representations and three copies of those representations to the Secretary of the Minerals Ancillary Rights Commission: 2nd Floor, Room 221, Ministry of Mines and Energy, 1 Aviation Road, Windhoek, or must send such written representations and such copies by registered mail for the attention of the Secretary of the Minerals Ancillary Rights Commission to Private Bag 13297, Windhoek, so as to reach the Secretary on or before 15 July 2006;
- (c) the Commission shall hear representations submitted to it under paragraph (b) in the Boardroom of the Ministry of Mines and Energy Building, 2nd Floor, 1 Aviation Road, Windhoek, during the period commencing on 31 July 2006 and ending on 8 August 2006 from 9:00 to 17:00; and
- (d) any person whose interests may be prejudicially affected by the granting of the rights mentioned in the Table below may appear before the Minerals Ancillary Rights Commission personally or through a legal representative during the period referred to in paragraph (c).