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Government Notices

MINISTRY OF TRADE AND INDUSTRY

No. 172 2010

COMMENCEMENT OF THE COMPANIES ACT, 2004 (ACT NO. 28 OF 2004)

In terms of section 452 of the Companies Act, 2004 (Act No. 28 of 2004), I determine that the said Act comes into operation on 1 November 2010.

H. GEINGOB
MINISTER OF TRADE AND INDUSTRY

MINISTRY OF TRADE AND INDUSTRY

No. 173 2010

COMPANIES ADMINISTRATIVE REGULATIONS: COMPANIES ACT, 2004

Under section 13 of the Companies Act, 2004 (Act No. 28 of 2004), I have made the regulations set out in the Schedule.

H. GEINGOB
MINISTER OF TRADE AND INDUSTRY

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Definitions

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

“legal practitioner” means a legal practitioner as defined in section 1 of the Legal Practitioners Act, 1995 (Act No. 15 of 1995), and includes a candidate legal practitioner as defined in that Act;

“repealed Regulations” means the Companies Administrative Regulations, 1973, repealed by regulation 63;

“the Act” means the Companies Act, 2004 (Act No. 28 of 2004);

“the Office” means the Companies Registration Office referred to in section 4 of the Act; and

“the repealed Act” means the Companies Act, 1973 (Act No. 61 of 1973).

Office hours

2. The Office will be open to the public from Mondays to Fridays from 09:00 to 12:00 and from 14:00 to 16:00, except on -

- (a) public holidays in terms of the Public Holidays Act, 1990 (Act No. 26 of 1990), or days which have been proclaimed to be public holidays in terms of section 3 of that Act; and
- (b) days that may be notified by means of a placard posted in a conspicuous place at the Office, or in another manner as the Registrar determines.

Documents

3. (1) All documents lodged with the Registrar must, unless the Registrar directs otherwise, be written in block capital letters, typewritten, lithographed or printed in legible characters with permanent black ink on one side only of strong white paper of a size approximately 298 millimetres by 207 millimetres (international paper size A4) leaving a margin of at least 20

millimetres on the left-hand side of that paper, except that paper of different size and colour may be specified for the forms to be lodged with the Registrar.

(2) Documents or copies of documents to be transmitted or returned to a company or to any other person may be copies of those original documents, unless the Registrar directs otherwise.

(3) The Registrar may reject any document that in his or her opinion is unsuitable for record purposes.

(4) Subject to sections 160(2), 328(1)(a), 334 and 335(6) of the Act, all documents to be lodged with the Registrar must be in the English language.

(5) A copy of any document in the Office reproduced by microfilm, microcard, or by the miniature photographic process certified by the Registrar or a staff member referred to in section 6(4) of the Act is, without proof of production of a document purporting to be the original, upon the mere production of that copy in proceedings, whether in a court of law or otherwise, admissible as evidence in respect of the contents of that document.

(6) All communications to the Registrar, or any document required to be send to or lodged with the Registrar, may be transmitted -

- (a) through the post or an authorised agent;
- (b) by means of an electronic lodgement system provided and approved by the Registrar;
or
- (c) through any other means approved by the Registrar.

(7) Despite subregulation (6), section 68(2) of the Act applies to the delivery and the uplifting of the memorandum and the articles of a company at the Office.

(8) Any document lodged with the Registrar may be reproduced by microfilm in accordance with the code of practice approved by the Registrar for the processing, testing and preservation of silver gelatine microfilm for archival purposes.

(9) Despite subregulation (8), the microfilm process may be substituted by an electronic archival and imaging system provided and approved by the Registrar.

(10) The printing instructions applicable to the printing of all CM forms are set out in Annexure 4.

Certification of documents and translations

4. (1) Where a certified copy of a document is forwarded to or lodged with the Registrar and that document contains more than one sheet of paper, those sheets must be numbered consecutively and fastened together in the manner determined by the Registrar.

(2) A certified copy referred to in subregulation (1) must be notarially certified as a true copy and the public notary must affix his or her seal to every sheet of paper of that document, but the Registrar may allow a document that is differently certified if the Registrar is satisfied that, in terms of international practice and standards, the document has been properly certified.

(3) Subregulation (2) does not apply in respect of a copy referred to in section 12 of the Act which document is certified by the Registrar of the High Court as a true copy of the original document.

(4) Where the public notary certifies a document in a foreign country, his or her signature must be authenticated to the satisfaction of the Registrar.

(5) When a document which is not in the English language is translated into the English language, and that document is to be forwarded to or lodged with the Registrar, the translation must be certified by a sworn or officially recognised translator or be otherwise verified to the satisfaction of the Registrar.

(6) Subregulation (1) applies, with necessary changes, to the binding of a document translated in terms of subregulation (5), where that document contains more than one sheet of paper.

Certification of copies of documents by Registrar

5. (1) The Registrar may, on application by any person, certify a copy of a document held at the Office.

(2) The fee payable for such certification in subregulation (1) is set out in Item 4 of Annexure 1.

Examination of documents by Registrar

6. (1) A person who wants to register with the Registrar any document relating to these regulations or to the Act, may submit such document to the Registrar for examination and the fee payable for such examination is set out in Item 1 of Annexure 1.

(2) The same fee contemplated in subregulation (1) is payable with regard to the examination by the Registrar of any other document for any other reason a person may wish the Registrar to examine.

(3) The fee payable for a certificate contemplated in section 8(1)(b) of the Act is set out in Item 1 of Annexure 1.

Interviews with and hearings by Registrar

7. (1) When a legal practitioner or a person referred to in section 68(2) of the Act is acting on behalf of a company, all interviews with or hearings before the Registrar must be undertaken only by a duly authorised legal practitioner or a person referred to in section 68(2) of the Act.

(2) Only a person that is duly authorised by a company as its legal practitioner, or a person referred to in section 68(2) of the Act, may appear before the Registrar in connection with any matter relating to a prospectus dealt with in Chapter 6 of the Act.

Forms, fees and duties

8. (1) The fees and duties payable in terms of the Act and these regulations are set out in Annexure 1.

(2) The forms contained in Annexure 2 must be used in all instances to which those forms apply and those forms may be modified, as directed by the Registrar, to meet other requirements.

Manner of payment of fees

9. (1) The payment of all fees, additional fees, annual duty or other moneys, contemplated in section 9(1) of the Act, must, except where otherwise provided for in these regulations, be made to the Permanent Secretary: Ministry of Finance.

(2) Proof of payment of the fees, additional fees, annual duty or other moneys payable must be affixed to the relevant form or document.

(3) The date of payment of fees, additional fees, annual duty or other moneys payable referred to in section 9(1) of the Act, is the date, as the case may be -

- (a) on a receipt issued in respect of a payment contemplated in subregulation (2);
- (b) on which revenue stamps are cancelled by the Registrar;
- (c) impressed on a document or a form by the official date stamp of the Registrar or the Office.

Inspection and copies of documents

10. (1) A person who wants to personally inspect a document at the Office or to personally obtain a copy of a document kept at the Office must complete a form provided for that purpose by the Office.

(2) The fees payable for the inspection or obtaining of a copy in terms of subregulation (1) are the relevant fees set out in Item 2 and Item 3 of Annexure 1.

(3) A person who makes any payment pursuant to subregulation (1) must show proof of payment by affixing -

- (a) an uncanceled revenue stamp;
- (b) a receipt issued in respect of a payment as contemplated in regulation 9(1); or
- (c) a revenue franking machine impression,

to the form referred to in subregulation (1).

(4) A person who does not personally inspect a document or personally obtain a copy of a document kept at the Office may, in writing, apply to the Registrar for information relating to the document or for a copy of that document.

(5) The fees payable for a copy of a document in terms of subregulation (4) are the relevant fees set out in Item 2 and 3 of Annexure 1, and those fees must be paid in respect of each document.

(6) A person who makes any payment pursuant to subregulation (4) must show proof of payment by affixing -

- (a) an uncanceled revenue stamp;
- (b) a receipt issued in respect of a payment as contemplated in regulation 9(1); or
- (c) a revenue franking machine impression,

to the written application referred to in subregulation (4).

(7) The fees set out in Items 2 and 3 of Annexure 1, relating to the inspection of documents, copies of documents or obtaining copies of documents through an electronic access system provided and approved by the Registrar, may be paid for on an account, subject to conditions which the Registrar may lay down.

Offences and penalties relating to the inspection of documents

11. (1) A person who, while inspecting any document at the Office, knowingly and without the consent of the Registrar -

- (a) removes a document from the custody of the Registrar or the Office;
- (b) makes or causes to be made any entry on a document;
- (c) destroys or defaces any document;
- (d) alters or causes to be altered any entry on a document;
- (e) copies or duplicates any document,

commits an offence and is 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.

(2) Subregulation (1) does not apply to a legal practitioner or person referred to in section 68(2) of the Act when those persons are required by the Registrar to amend or alter the memorandum or articles of a company.

Preservation of records

12. (1) Any document of a private company lodged with the Registrar under section 26 of the Companies Act, 1926 (Act No. 46 of 1926), and which has at the commencement of the Act not yet been destroyed, may be destroyed at any time.

(2) Where a return of allotments was lodged with the Registrar under section 85(2)(a) of the Companies Act, 1926 (Act No. 46 of 1926), on any document other than on the prescribed form (Form L), and that document has at the commencement of the Act not yet been destroyed, it may be destroyed at any time.

(3) Despite subregulation (1), any document lodged with the Registrar or any microfilm or microcard made of that document may, with the permission of the Head of Archives referred to in section 1 of the Archives Act, 1992 (Act No. 12 of 1992), be transferred to the appropriate archives depot or to any intermediate depot in accordance with section 6 of that Act, or be destroyed, as the case may be.

Conversion of company

13. (1) A registration, in terms of section 30 of the Act, of the conversion of a company from one type or form of a company into another type or form of a company must be lodged with the Registrar on Form CM 45, accompanied by the special resolution on Form CM 26.

(2) The fees payable for the lodgement of forms in subregulation (1) are set out in Item 5 of Annexure 1.

Reservation of names and extensions

14. (1) An application, in terms of section 48(1) of the Act, for the reservation of a name, a shortened form of a name or a defensive name of a company must be lodged with the Registrar on Form CM 5.

(2) An application, in terms of section 48(3) of the Act, for the extension of the reservation of a name, a shortened form of a name or a defensive name of a company must be lodged with the Registrar on Form CM 6.

(3) The fees payable for the lodgement of the forms in subregulations (1) and (2) are set out in Item 6 of Annexure 1.

Registration of a shortened form of name or defensive name

15. (1) A company which requires the registration of a shortened form of the name of the company must, by special resolution, amend its memorandum by the insertion therein of the shortened form of its name.

(2) An application, in terms of section 49(1) of the Act, for the registration of a shortened form of a name of a company must be lodged with the Registrar on Form CM 7, which must be accompanied by the special resolution on Form CM 26, a copy of the notice to shareholders contemplated in section 208 of the Act and a copy of Form CM 5 as approved by the Registrar.

(3) The Registrar must register the shortened form of the company's name and advise the company accordingly.

(4) An application, in terms of section 49(2)(a) of the Act, for the registration of a name as a defensive name of a company must be lodged with the Registrar on Form CM 8, which must be accompanied by a copy of Form CM 5 as approved by the Registrar.

(5) Lodgement of a copy of Form CM 5 in respect of the defensive name to be registered is not required –

- (a) if that name is identical to the name of a company which is to change simultaneously with the registration of the defensive name; or
- (b) where the name is identical to the name of a company which is in the process of deregistration or under liquidation and the defensive name is registered prior to the deregistration or dissolution of the company concerned.

(6) An application, in terms of section 49(2)(b) of the Act, for the renewal of the registration of a name as a defensive name of a company must, not later than the date on which the current period of the registration of that name expires, be lodged with the Registrar on Form CM 8A.

(7) The fees payable for the lodgement of the forms referred to in subregulations (1) to (4) are set out in Item 7 of Annexure 1.

Change of name of a company

16. (1) An application, in terms of section 50(2) of the Act, for the registration of a change of the name of a company must be lodged with the Registrar on Form CM 9, which must be accompanied by the special resolution on Form CM 26, a copy of the notice to shareholders contemplated in section 208 of the Act and a copy of Form CM 5 containing the new name as approved by the Registrar.

(2) If applicable, an application, in terms of section 50(2)(a) of the Act, for the registration of a change of a shortened form of a name of a company must be lodged with the Registrar on Form CM 9A, which must be accompanied by the special resolution on Form CM 26, a copy of the notice to shareholders contemplated in section 208 of the Act and a copy of Form CM 5 as approved.

(3) If applicable, an application, in terms of section 50(2)(b) of the Act, for the deregistration of a shortened form of a name of a company must be lodged with the Registrar on Form CM 9B.

(4) Lodgement of Form CM 5 in terms of subregulations (1) and (2) is not required if the changed name or changed shortened form of a name of a company is identical to -

- (a) a defensive name registered by or on behalf of the company concerned, and the registration of which has not expired; or
- (b) the name or the shortened form of the name of another company, which is to change simultaneously with the registration of special resolution contemplated in subregulation (2) or (3).

(6) The fees payable for the lodgement of the forms in subregulations (1) to (4) are set out in Item 8 of Annexure 1.

(7) The fee payable for an objection contemplated in section 51(2) is set out in Item 9 of Annexure 1.

Memorandum

17. (1) The memorandum of a public company lodged in terms of section 68(1) of the Act must be accompanied by Form CM 1 and the completed relevant parts of Form CM 2.

(2) The memorandum of a private company lodged in terms of section 68(1) of the Act must be accompanied by Form CM 1 and the completed relevant parts of Form CM 2.

(3) The memorandum of a company limited by guarantee lodged in terms of section 68(1) of the Act must be accompanied by the completed relevant parts of Form CM 2, Form CM 3 and Form CM 4.

(4) The fees payable for the lodgement of the forms in subregulations (1), (2) and (3) are set out in Item 10 of Annexure 1.

Articles

18. (1) The articles of a public company or a private company, as the case may be having a share capital and which in terms of section 64(2) of the Act consist of the articles in the Schedule 1 to the Act must be lodged with the Registrar on Form CM 44 and Form CM 44C.

(2) The articles of a public company or a private company, as the case may be, having a share capital that does not consist of the articles contained in Schedule 1 to the Act, must be lodged with the Registrar on Form CM 44A and Form CM 44C.

(3) The articles of a company not having a share capital must be lodged with the Registrar on Form CM 44B and Form CM 44C.

Consolidation of articles

19. (1) A company that, in terms of section 66 of the Act, wants to consolidate its articles must submit the consolidated document together with Form CM 10 to the Registrar.

(2) If the Registrar is satisfied that the articles of the company have been truly stated in the consolidated document submitted in terms of subregulation (1), he or she must make an

endorsement on the certificate attached to Form CM 10 that the articles constitute the articles of the company as of that date.

(3) The fee payable for the submission made in subregulation (1) is set out in Item 11 of Annexure 1.

Registration and incorporation of a company having a share capital

20. (1) The following documents must be lodged with the Registrar for the registration and incorporation of a company having a share capital:

- (a) the original and two certified copies of the memorandum and the articles referred to in regulations 17 and 18, bound as prescribed by regulation 8(1);
- (b) Form CM 5, approved by the Registrar, together with such other Forms CM 5, if any, containing particulars of the shortened form of the name for the company, as approved by the Registrar, but the lodgement of Form CM 5 in respect of the name of a company to be incorporated is not required if the name contained in the memorandum for that company is identical to -
 - (i) a defensive name registered on application of a person who, upon incorporation of the company concerned, is to be a director or member of the company or a person that is deemed to be a director or a member, and of which name the registration has not expired;
 - (ii) the name of a company, which is to change simultaneously with the registration of that memorandum; or
 - (iii) the name of a close corporation that is to be converted simultaneously into a company;
- (c) Form CM 7, where such form has not already been lodged with the Registrar;
- (d) Form CM 22;
- (e) where applicable, a power of attorney given by a subscriber in favour of a person signing the memorandum on such subscriber's behalf;
- (f) unless the company provides the Registrar with convincing written reasons as to why such form cannot be lodged simultaneously with the documents contemplated in this regulation, Form CM 29;
- (g) if a person has consented in terms of section 277(1) of the Act to his or her appointment as auditor of a company to be formed, the notice of consent to such appointment on Form CM 31; and
- (h) unless the company provides the Registrar with convincing written reasons as to why such application cannot be lodged simultaneously with the documents contemplated in this regulation, the application to commence business on Form CM 46.

(2) Proof of payment of the registration fee set out in Item 10 of Annexure 1 must be affixed to the original Form CM 2.

Registration and incorporation of a company not having a share capital

21. (1) The following documents must be lodged with the Registrar for the registration and incorporation of a company not having a share capital:

- (a) the original and two certified copies of the memorandum and articles referred to in regulations 17 and 18, bound as prescribed in regulation 8(1); and
- (b) the forms specified in regulation 20(1)(b) to (h), inclusive.

(2) Proof of payment of the registration fee set out in Item 10 of Annexure 1 must be affixed to the original Form CM 4.

Signing of memorandum and articles

22. (1) A subscriber to a company may, where he or she does not personally sign the original memorandum or articles of that company, by a power of attorney duly authorise a legal practitioner or a person referred to in section 68(2) to sign the memorandum and articles and to take up the specified number of shares on his or her behalf.

(2) Where the memorandum and articles are signed on behalf of a body corporate an extract from the minutes of a meeting of directors of that body corporate, authorising the person concerned to sign on behalf of the body corporate, must be lodged with the Registrar and that extract must state that the person is deemed to be a director of the company within the meaning of section 216(2) of the Act.

(3) The notarially certified copies of the memorandum and articles may have the names of the signatories typewritten or printed in block capitals on those documents.

Certification of additional copies of documents by Registrar

23. (1) Subject to regulations 20 and 21, when a company requires that an additional copy of the memorandum and articles of the company be certified by the Registrar, the company must lodge with the Registrar, a notarially certified additional copy under cover of Form CM 51 and the Registrar must affix his or her seal to that copy.

(2) When a company requires that an additional copy of a special resolution of the company be certified by the Registrar, that company must lodge, with the Registrar, such additional copy under cover of Form CM 51 and the Registrar must certify the copy.

(3) The fee payable for the certification by the Registrar of the additional documents referred to in subregulations (1) and (2) is set out in Item 12 of Annexure 1.

Alteration of share capital, acquisition of own shares and payment to shareholders

24. (1) A special resolution, in terms of section 81 of the Act, for an increase of the existing share capital of a company must be lodged with the Registrar on Form CM 26, which must be accompanied by a copy of the notice to shareholders contemplated in section 208 of the Act, and Form CM 11 and proof of payment of the relevant fee set out in Item 13 of Annexure 1 affixed to Form CM 11.

(2) The certificate of the auditor of the company referred to in section 81(2)(b) of the Act must be given on Form CM 11.

(3) A special resolution, in terms of section 89 of the Act, altering a company's articles to authorise the company to pass further special resolutions to acquire shares issued by itself must

be lodged with the Registrar on Form CM 26 accompanied by a copy of the notice to shareholders contemplated in section 208 of the Act.

(4) A special resolution, in terms of section 89 of the Act, approving the acquisition of shares issued by a company, either as a general approval or a specific approval for a particular acquisition, before the next annual general meeting or any other general meeting of the company must be lodged with the Registrar on Form CM 26 which must be accompanied by a copy of the notice to shareholders contemplated in section 208 of the Act and Form CM 14.

(5) A special resolution, in terms of section 67 of the Act, altering the articles of a company to authorise the company to make payment to its shareholders in terms of section 96 of the Act must be lodged with the Registrar on Form CM 26 which must be accompanied by a copy of the notice to shareholders contemplated in section 208 of the Act.

(6) The notification, in terms of section 93(5) of the Act, to the Registrar of shares acquired by a company and any payment to shareholders in terms of section 96 of the Act, must be lodged with the Registrar on Form CM 14.

(7) Form CM 14 must be accompanied by a written statement signed by the directors, or where applicable, signed by a person in respect of whom power of attorney has been granted by a relevant director, that in their opinion they are satisfied that the requirements of sections 90 and 96(2) of the Act, whichever provision is applicable, have been and will be met.

(8) The fees payable for the lodgement of the forms referred to in subregulations (1) to (6) are set out in Item 13 of Annexure 1.

(9) In subregulation (10), unless the context otherwise indicates -

“company” means the company making an offer to its shareholders or certain shareholders to acquire from them shares issued by it;

“directors” mean the directors of the company making the offer; and

“offer” means an offer by the company to its shareholders or certain shareholders to acquire from them shares issued by it.

(10) The written offering circular contemplated in section 93(1)(a) of the Act pertaining to shares not listed on a stock exchange must contain particulars with respect to at least the following matters:

- (a) the name and registration number of the company;
- (b) the directors of the company as at the date of the offer;
- (c) the share capital structure of the company prior to the offer being made;
- (d) details of other acquisitions by the company of shares in terms of section 89 of the Act during that financial year, including -
 - (i) particulars of the financial year of the company;
 - (ii) dates of acquisitions;
 - (iii) shares so acquired in respect of previous acquisitions;

- (iv) the aggregate percentage of issued shares acquired by the company through previous acquisitions during that financial year;
- (e) the terms of the offer and whether it is a general offer to all shareholders or an offer for a particular acquisition, providing also details of the special resolution and the date of registration of the special resolution;
- (f) details of the shares the company proposes to acquire indicating the type of shares (par or no par value shares), class of shares, price offered and the source of the consideration to be paid (cash, share premium, capital redemption reserve fund, other);
- (g) if a shareholder is a subsidiary of another company -
 - (i) the name and registration number of its holding company;
 - (ii) the reason by virtue of which it is a subsidiary;
 - (iii) the directors of the holding company at the date of the proposed acquisition; and
 - (iv) the share capital structure of the holding company prior to the proposed acquisition;
- (h) the reasons for the offer;
- (i) the effect of the acquisition in respect of the capital structure of the company;
- (j) a statement in respect of -
 - (i) the fair value of the consolidated assets of the company after the proposed acquisition; and
 - (ii) the value of the consolidated liabilities of the company after the proposed acquisition;
- (k) a sworn statement by the directors, and where applicable, by the persons in respect of whom power of attorney was granted by a relevant director, that they reasonably believe that after the acquisition -
 - (i) the fair value of the consolidated assets of the company after the acquisition will exceed the fair value of the consolidated liabilities of the company; or
 - (ii) the company will be able to pay its debts as they become due in the ordinary course of business;
- (l) information in respect of the computation of the proposed offer price at the date of the offer and any other information that is or was material in determining the offer price; and
- (m) any other information that is or may be material in the decision of the offeree shareholder in considering the offer.

Statement of commission and discount on shares

25. (1) The statement referred to in section 86(1)(c)(ii) of the Act, must be lodged with the Registrar on Form CM 12, and that statement must be registered by the Registrar before the payment of any commission to which the statement relates.

(2) The fee payable for the lodgement of the statement referred to in subregulation (1) is set out in Item 14 of Annexure 1.

Allotment of shares

26. (1) The return referred to in section 99(3) of the Act must be on Form CM 15 and must be lodged with the Registrar within 30 days after an allotment of shares.

(2) If an allotment of shares becomes void the company must, as provided in section 99(4) of the Act, and within one month after the date on which it became void, lodge Form CM 16 with the Registrar.

(3) The fees payable for the lodgement of the forms referred to in subregulations (1) and (2) are set out in Item 15 of Annexure 1.

Application for extension of time

27. (1) A company that, in terms of sections 102(1), 185, 187(4) and 314(3) of the Act, wants to apply to the Registrar for extension of time must lodge with the Registrar Form CM 17.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 16 of Annexure 1.

Registration of a Court order

28. (1) Where a company must, in terms of section 260(5), 317(7) or 319(4) of the Act, register a copy of or a certified copy of an order by the Court, that company must lodge with the Registrar Form CM 18 together with the relevant order attached to the form.

(2) The fee payable for the lodgement of the form lodged in terms of subregulation (1) is set out in Item 17 of Annexure 1.

Redeeming of redeemable preference shares

29. (1) Where a company has, in terms of section 104(5) of the Act, redeemed any redeemable preference shares that company must notify the Registrar of the shares so redeemed by lodging with the Registrar Form CM 19.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 18 of Annexure 1.

Variation of rights in respect of shares

30. (1) Where a company has, in terms of section 108(3) of the Act, varied the rights in respect of that company's shares, that company must, as required, lodge with the Registrar, the particulars of the consent or resolution contemplated in that section on Form CM 20.

(2) The fee payable for the lodgement of the form referred in subregulation (1) is set out in Item 19 of Annexure 1.

Written statement for offer of shares for sale to public

31. (1) Where, in terms of section 109(9) of the Act, a public company offers shares to the public that company must lodge, for registration with the Registrar, a copy of the written statement contemplated in that section.

(2) The fee payable for the registration of the written statement referred to subregulation (1) is set out in Item 20 of Annexure 1.

Notice regarding registers

32. (1) Notice regarding registers referred to in sections 114(2), 117(4), 136, 223(4), 238(2) and 248(2) of the Act must be lodged with the Registrar on Form CM 21.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 21 of Annexure 1.

Fee for disclosure of beneficial interest in securities

33. The maximum fee to be charged, in terms of section 147(6) of the Act, for the furnishing of the required information is set out in Item 22 of Annexure 1.

Application for exclusion of members or debenture holders from rights offer

34. (1) Where a company wants, in terms of section 148(3) of the Act, to exclude any category of members or debenture holders of the company not resident within Namibia from any rights offer, that company must apply in writing to the Registrar for written approval of such exclusion.

(2) The fee payable for the application for approval in terms subregulation (1) is set out in Item 23 of Annexure 1.

Letter of allocation for rights offers

35. (1) Where a company desires, in terms of section 153(1) of the Act, to issue a letter of allocation, that company must lodge with the Registrar a copy of that letter together with the copies of the documents referred to in section 152 of the Act.

(2) The fee payable for the registration of the letter of allocation referred to in subregulation (1) is set out in Item 24 of Annexure 1.

Registration of prospectus

36. (1) A company that wants to have its prospectus registered in terms of section 163(1) of the Act must lodge, with the Registrar, its prospectus together with any other documents contemplated in that section.

(2) The fee payable for the registration of a prospectus referred to in subregulation (1) is set out in Item 25 of Annexure 1.

Notice of postal address and registered office of a company

37. (1) The notice of the postal address and registered office or the change of that postal address and registered office of, or by, a company as contemplated in section 178 of the Act must be given by the lodgement, with the Registrar, of Form CM 22.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 26 of Annexure 1.

Certificate to commence business

38. (1) An application, in terms of section 180 of the Act, by a company for the issue of a certificate to commence business must be lodged with the Registrar on Form CM 46, and must be accompanied by -

- (a) in the case of a public company contemplated in section 180(2) of the Act, an affidavit pursuant to that section on Form CM 48;
- (b) in the case of every company having a share capital contemplated in section 180(3) of the Act, a statement by each director regarding the adequacy of the capital of the company on Form CM 47;
- (c) a return of particulars of the register of directors and officers of the company on Form CM 29; and
- (d) if not already lodged, the notice of consent by an auditor to his or her appointment as the auditor of the company on Form CM 31.

(2) The fees payable for the lodgement of the forms referred to in subregulation (1) are set out in Item 27 and Item 48 of Annexure 1 and proof of payment of those fees must be affixed to the original copy of Form CM 46.

Annual return

39. (1) A company must lodge with the Registrar the annual return referred to in section 181 of the Act on Form CM 23.

(2) Every company referred to in section 181 must submit the relevant particulars required by that section on Form CM 23, or where that form does not sufficiently provide for those particulars, attach those particulars in written format to that form.

(3) An external company must lodge with the Registrar, as contemplated in section 336 of the Act, its annual return on Form CM 23.

(4) The fee payable for the lodgement of the forms referred to in subregulations (1), (2) and (3) is set out in Item 28 of Annexure 1, and proof of payment of the duty contemplated in regulation 40(1) must be affixed to that form.

Annual duty

40. (1) The rate of annual duty payable by a company in terms of sections 182 and 183 of the Act is as set out in subregulation (2) and proof of such payment must be affixed to Form CM 23 and the fee payable for the lodgement of Form CM 23 is as set out in Item 29 of Annexure 1.

(2) The rate of the annual duty is -

- (a) in the case of a company having a nominal share capital, N\$4-00 per each ten thousand Namibian dollars or part thereof of its issued share capital plus the amount of its share premium account and the amount of any undistributable reserve fund of the company, to the extent that it consists of an amount transferred from its share premium account;

- (b) in the case of a company having shares of no par value, N\$4-00 per each ten thousand Namibian dollars or part thereof of the amount of its stated capital account;
- (c) in the case of a company having both shares of par value and shares of no par value, the aggregate of the amounts calculated on the bases laid down in paragraphs (a) and (b); and
- (d) in the case of the payment of annual duty on the commencement of business of a company, N\$4-00 per each ten thousand Namibian dollars or part thereof of the amount of the issued share capital or stated capital, in the case of shares of no par value, of the company as at the date of the issue of the certificate to commence business,

except that the minimum amount of the annual duty payable is N\$80-00 (excluding the fee payable for the lodgement of Form CM 23 as set out in Item 29 of Annexure 1).

Additional fees for failure to pay annual duty

41. (1) The additional fees contemplated in section 186 for a company which fails to pay the annual duty within the prescribed period or pays an amount less than the amount prescribed, is an amount according to the scales set out in subregulation (2).

(2) If the annual duty is paid within the undermentioned periods after the last date on which it was required to be paid -

- (a) one month, half of the prescribed annual duty unpaid;
- (b) two months, equal to the prescribed annual duty unpaid;
- (c) three months, twice the prescribed annual duty unpaid;
- (d) four months, three times the prescribed annual duty unpaid; and
- (e) exceeding four months, five times the prescribed annual duty unpaid,

except that such additional fees to be paid by a company in respect of any financial year, may not exceed an amount of N\$ 5 000.

Failure to hold annual general meeting

42. (1) An application to the Registrar, in terms of section 187(4) of the Act, for the extension of the period in which the company's annual general meeting must be held, must be accompanied by the fee set out in Item 30A of Annexure 1.

(2) An application to the Registrar, in terms of section 187(5) of the Act, whereupon the Registrar calls or directs the calling of a general meeting, must be accompanied by the fee set out in Item 30A of Annexure 1.

(3) A company which, in terms of section 187(8) of the Act, has failed to hold its annual general meeting within the time or extended time, must pay the additional fee of N\$10, as specified in Item 30 of Annexure 1, for every day during which the default continues but not exceeding the maximum fee of N\$5 000.

(4) An application to the Registrar, in terms of section 190 of the Act, whereupon the Registrar calls or directs the calling of a general meeting, must be accompanied by the fee set out in Item 30A of Annexure 1.

Special resolutions

43. (1) A special resolution in terms of section 207 of the Act must meet all the requirements set out in that section and must, in terms of section 208(1) and in accordance with the provisions of the Act and these regulations, be lodged with the Registrar on Form CM 26 accompanied by a copy of the notice to shareholders contemplated in section 208 of the Act.

(2) The consent, in terms of section 207(5) of the Act, to waive a period of notice of a meeting to pass a special resolution, or the written consent referred to in section 207(6) and (7) of the Act, must be lodged with the Registrar on Form CM 25.

(3) The fees payable for the lodgement of the forms referred to in subregulation (1) and (2) are set out in Item 31 of Annexure 1.

Minute books

44. (1) Minutes kept in terms of section 212 of the Act must be permanently bound in minute books and the minutes must be handwritten, typewritten, lithographed or printed on only one side of good quality paper.

(2) Where full-page size permanently bound minute books are used, the pages must be numbered consecutively from the beginning of the book to the end of the book prior to any entry being made therein.

(3) Every sheet of typewritten, lithographed or printed minutes must be affixed to each numbered page of the minute book by means of adhesive paste or glue spread over the entire surface of the reverse side of the typewritten, lithographed or printed sheet.

(4) Where minutes are inserted in stub pages of a permanently bound minute book those stub pages must be numbered consecutively from the beginning of the book to the end of the book and each stub page must have the same number on the front side and on the reverse side of that stub page.

(5) A single sheet of typewritten, lithographed or printed minutes must be affixed to each stub page by means of adhesive paste or glue spread over the whole length of the reverse side of the sheet in a manner that the number of the stub page is clearly legible on the front side and reverse side of that stub page.

Consent to act as director or officer and director's contract to subscribe to shares

45. (1) The written consent, contemplated in section 219(1)(a) of the Act, of a person appointed as an officer or director of a company must be lodged with the company by that officer or director on Form CM 27.

(2) A director must lodge with the company, as contemplated in section 219(1)(b) of the Act, the contract to subscribe for shares of a company as qualification shares on Form CM 28.

(3) The fee payable for the lodgement of the form referred to in subregulation (2) is set out in Item 32 of Annexure 1.

Register of directors, officers, auditors and secretaries

46. (1) The return of the register of directors, officers, auditors and secretaries contemplated in sections 224(2), 284(4), 288(3), 331(1), 333(1)(a)(i) or the required information in terms of section 328(1)(e)(i) and (ii) must be lodged with the Registrar on Form CM 29.

(2) The relevant fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 33 of Annexure 1.

Auditors

- 47.** (1) Notice of –
- (a) consent to appointment by;
 - (b) any new appointment of;
 - (c) change of name or particulars of; or
 - (d) resignation by or removal from office of,

an auditor, as the case may be, as contemplated in sections 180(3)(d), 277(1) and (2), 278(1), 279(1), 281, 284(1), (2), (3) and (4), 285(1), 286(1), 288(2) and (3), 328(1)(c) and 331(1) must be lodged with the Registrar on Form CM 31 together with Form CM 29.

(2) The notice, as contemplated in section 279(2), of failure to appoint or reappoint an auditor at an annual general meeting must be lodged with the Registrar on Form CM 30.

(3) The fee payable for the lodging of Forms CM 30 and CM 31, as the case may be, is set out in Item 34 of Annexure 1.

Change of financial year of company

48. (1) Any change in the financial year of a company made in terms of section 293(2) or 335(3) of the Act must be lodged with the Registrar on Form CM 32.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 35 of Annexure 1.

Application for group annual financial statements not to deal with subsidiary

49. (1) The application, in terms of section 299(3) of the Act, by a company for approval that its group annual financial statements need not deal with a subsidiary or that no group annual financial statements are required must be lodged with the Registrar on Form CM 33.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 36 of Annexure 1.

Provisional annual financial statements and annual financial statements of a company

50. (1) The certified copy or copies of annual financial statements of a public company and the group financial statements of the group of companies to which the public company forms part, if any, and the annual financial statements of every private company which is a subsidiary of that public company, required to be sent to the Registrar in terms of section 306(5) of the Act, must be lodged with the Registrar on Form CM 34.

(2) An application, in terms of section 306(6) of the Act, by a public company for exemption from the lodgement of annual financial statements of every private company which is a subsidiary of that public company must be lodged with the Registrar on Form CM 52.

(3) An application, in terms of section 311(3) of the Act, by a member of a private company for the lodgement of provisional annual financial statements of that private company with the Registrar must be lodged by that member with the Registrar on Form CM 50.

(4) The copy of provisional annual financial statements required to be lodged with the Registrar in terms of section 311(3) of the Act must be lodged by the company on Form CM 34.

(5) The copy of an interim report or provisional annual financial statements required to be lodged with the Registrar in terms of section 313 of the Act must be lodged by the company on Form CM 34.

(6) The copy of the annual financial statements required to be lodged with the Registrar in terms of section 335(4) of the Act must be lodged by the external company on Form CM 34.

(7) The fees payable for the lodgement of the forms referred to in subregulations (1) to (6) are set out in Items 37, 38 and 39 of Annexure 1.

Application for extension of period to issue provisional annual financial statements

51. (1) The application, in terms of section 314(2) read with 299(3) of the Act, by a company for approval that it need not issue half-yearly interim reports as required by section 310 of the Act, must be lodged with the Registrar on Form CM 35.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Items 40 of Annexure 1.

Take-over offers

52. (1) The copy of the take-over offer, together with its annexure, required to be lodged with the Registrar in terms of section 320(2)(c) of the Act must be lodged by the offeror on Form CM 36.

(2) The copy of the take-over statement required to be lodged with the Registrar in terms of section 322(3) of the Act, must be lodged by the offeror on Form CM 36.

(3) The copy of the take-over statement to be issued to the shareholders of the offeree company and to be lodged with the Registrar in terms of section 324 of the Act, must be lodged by the offeror on Form CM 36.

(4) The fees payable for the lodgement of the forms referred to in subregulation (1), (2) and (3) are set out in Item 41 of Annexure 1.

Power to acquire shares of minority in take-over scheme

53. (1) A notice given by an offeror in terms of section 327 of the Act must be sent by registered post to the last known address of every shareholder who has not accepted the offer in order to inform him or her of the desire of the offeror to acquire the offeree's shares, and such notice must include the following particulars -

- (a) the number and nature of the shares held by the shareholder;
- (b) the name of the offeror;
- (c) the price at which the offeror has acquired or proposes to acquire other similar shares of the company;

- (d) the number and nature of all shares of the company acquired by the offeror;
- (e) the price at which the offeror desires to acquire the shares of the shareholder who has not accepted the offer; and
- (f) a notice to the shareholder that the offeror will be entitled and bound to acquire the shares of that shareholder on the terms offered if, within 30 days of the date of the notice, that shareholder has not made an application to the Court to direct otherwise.

(2) A notice given by an offeror in terms of section 327(3)(a) of the Act must be sent to all the holders of the remaining shares or of the remaining class of shares, as the case may be, by registered post to that shareholder's last known address, and must include the following particulars -

- (a) the name of the offeror, and if the offeror is a company which has subsidiaries, the names of the subsidiaries;
- (b) the name of the company of which the offeror has acquired nine-tenths of the shares;
- (c) the number and description of shares acquired by the offeror or its subsidiaries and the price paid for those shares under the scheme or contract;
- (d) the number and description of the shares, which according to the records of the company are held by the shareholder to whom the notice is addressed;
- (e) the fact that the shareholder to whom the notice is addressed may within three months require the offeror to acquire his or her shares; and
- (f) that, if notice is given in terms of paragraph (e) by such shareholder, the offeror will be entitled and bound to acquire the shares of such shareholder on the terms on which under the scheme or contract the shares of shareholders who have accepted the offer were transferred to him or her, or on other terms as may be agreed on, or which the Court on the application of either the offeror or the shareholder may order.

(3) Where a company has issued share warrants to a bearer, the notice referred to in subregulation (1) or (2) which is required to be sent to shareholders who have not accepted the offer, must be published in two newspapers circulating nationally in Namibia.

(4) If it is known to the offeror that some or all of the bearers of the share warrants referred to in subregulation (3) are not resident in Namibia, the offeror must report this fact to the Registrar, and inform him or her of the names of the countries where those bearers are known to reside.

(5) The Registrar may, on receipt of a report in terms of subregulation (4), order that, as an additional form of notice, an advertisement be published in one or more newspapers circulating in the country concerned, or that the additional form of notice be given in any other manner the Registrar considers appropriate.

(6) Compliance with an order of the Registrar under subregulation (5) is considered sufficient notice to the bearers of the share warrants.

External company to have person authorised to accept service

- 54.** (1) Notice of –
- (a) the appointment of;

- (b) the withdrawal by; or
- (c) any change in the name or particulars of,

a person resident in Namibia authorised by an external company to accept on its behalf service of process and any notice required to be served on the company pursuant to sections 328(1)(f) and 332(3) of the Act must be lodged with the Registrar on Form CM 37.

(2) An authorised person who has withdrawn from an authorisation in terms of section 332(2) of the Act must, lodge with the Registrar, Form CM 38 together with two copies of the written notice of a withdrawal.

(3) The fees payable for the lodgement of the forms referred to in subregulations (1) and (2) are set out in Item 42 in Annexure 1.

Registration of external company

55. (1) An external company wishing to be registered in Namibia must pursuant to section 328 of the Act, lodge the following documents with the Registrar:

- (a) a certified copy of the memorandum and articles of the company, and if the memorandum or articles are not in the English language, a certified translation of the memorandum or articles in the English language;
- (b) Form CM 22, by which the company gave notice in terms of section 178 of the Act, of the situation of the company's registered office and of its postal address in force at the time of the lodging of that copy;
- (c) Form CM 29, on which the particulars referred to in section 328(1)(e) of the Act are recorded;
- (d) Form CM 31, by which the company gave notice in terms of section 180, 277, 279, 281, 284, 285, 286, 288, 328 or 331 of the Act, of the consent to appointment, change of name or the removal of the auditor, or the resignation by the auditor, of the company;
- (e) Form CM 32, by which the company gives notice of change of its financial year under section 293 of the Act;
- (f) Form CM 37, by which a company gives notice of the name and address of the person authorised by the company to accept service on behalf of the company under section 332 of the Act;
- (g) Form CM 49, by which such external company applies to be registered as a company in Namibia and receives a certificate of registration; and
- (h) proof of payment of the annual duty payable under section 183 of the Act.

(2) The fees payable for the lodgement of the forms referred to in subregulation (1) are set out in Item 43 of Annexure 1 and in the other relevant parts of Annexure 1.

(3) The Registrar must, on payment of the fee specified in Item 43 of Annexure 1, register the memorandum of the external company as contemplated in section 328(2) of the Act.

Changes in memorandum of external company

56. (1) An alteration made, in terms of section 334 of the Act, to the memorandum of an external company must be lodged with the Registrar on Form CM 39.

(2) The fee payable for the lodgement of the form referred to in subregulation (1) is set out in Item 44 of Annexure 1.

Appointment as liquidator, provisional judicial manager and final judicial manager

57. (1) A person appointed as a liquidator in terms of section 382 of the Act must lodge, with the Registrar, Form CM 40 together with a copy of the certificate of appointment issued by the Master.

(2) A person appointed as a provisional judicial manager in terms of section 435(b) of the Act must pursuant to section 436(b) of the Act lodge, with the Registrar, Form CM 40 together with a copy of the letter of his or her appointment.

(3) A person appointed as a final judicial manager in terms of section 438 of the Act must pursuant to section 439(d) of the Act lodge, with the Registrar, Form CM 40 together with a copy of the judicial management order and the Master's letter of appointment, or if a judicial management order is cancelled, a copy of such order.

(4) The fees payable for the lodgement of the forms referred to in subregulations (1), (2) and (3) are set out in Item 45 of Annexure 1.

Manner of transfer of securities

58. The broker's transfer form referred to in section 141 of the Act must be as set out in Form CM 41, and the securities transfer form referred to in that section must be as set out in Form CM 42.

Particulars of directors of dissolved companies

59. (1) The particulars of each director of a company required to be send by a liquidator to the Registrar pursuant to section 427(2) of the Act must be send in duplicate to the Registrar on the relevant part of Form CM 43.

(2) On receipt of the particulars supplied under subregulation (1), the Registrar must complete the relevant part of Form CM 43 and, as required by section 427(3) of the Act, send to each director a copy of the completed form together with a copy of any statement made by the liquidator in terms of subsection (2) of that section.

(3) The fee payable for the sending of the document referred to in subregulation (1) is set out in Item 46 of Annexure 1.

Fees for late submissions

60. The fees for failure to lodge any return or other document, other than to pay any annual duty, as contemplated in section 186 of the Act are set out in Item 49 of Annexure 1.

Lodgement of additional copy of certain prescribed forms

61. The Registrar may by written notice sent to a company or an officer of that company at the registered office or postal address of the company, require the company or the officer of the

company to lodge with him or her within a period stated in the notice, which may not be less than 30 days, an additional copy of -

- (a) Form CM 22, by which the company gave notice in terms of section 178(2) of the Act of the situation of the company's registered office and of its postal address in force at the time of the lodging of that copy;
- (b) Form CM 29, on which the company lodged in terms of the provisions of section 224(2) of the Act, a return reflecting at the time of the lodging of that copy the contents of the register referred to in section 223 of the Act; or
- (c) Form CM 31, by which the company gave notice in terms of section 180, 277, 279, 281, 284, 285, 286, 288, 328 or 331 of the Act, of the consent to appointment, change of name or the removal of the auditor, or the resignation by the auditor, of the company.

General offence and penalty

62. Unless another offence and penalty is provided for elsewhere in the Act or in these regulations, a company or any person concerned that contravenes or fails to comply with any of the provisions of these regulations commits an offence and is liable on conviction to a fine not exceeding N\$2000,00 or to imprisonment not exceeding six months, or to both such fine and such imprisonment.

Repeal of regulations

63. (1) The Companies Administrative Regulations, 1973, promulgated under Government Notice R1948 of 19 October 1973, as amended by Government Notices R2384 of 14 December 1973, R119 of 17 January 1975, R1665 of 10 September 1976, R1911 of 22 October 1976, R787 of 7 May 1977, R2044 of 7 October 1977, R1390 and R1391 of 30 June 1978 and Government Notice No. 13 of 12 February 1997 are repealed.

(2) The Standing Advisory Committee Regulations, 1973, promulgated by Government Notice R1949 of 19 October 1973, are repealed.

Savings

64. (1) Despite the repeal of the regulations in regulation 63, anything done or act performed under any of those repealed regulations before the commencement of these regulations, remains valid and in force after the commencement of these regulations and, if the thing or act relates to company, the thing or act remains valid until such company is deregistered, wound up or otherwise ceases to exist.

(2) Any acts performed or documents drawn up or altered in relation to a company after the commencement of these regulations must comply with the Act and these regulations.

Short title and commencement

65. These regulations are called the Companies Administrative Regulations, 2010, and come into operation on 1 November 2010.

**ANNEXURE 1
FEES AND DUTIES**

1. The fees and duties set out in this Annexure are payable in terms of the Act and these Regulations.
2. Payments must be made as prescribed in regulation 8 and 9.
3. This Annexure is effective as from the date on which these Regulations come into operation.

Item	Services	Fees Payable (N\$)	Corresponding CM Form (if any)
1.	Examination of documents and drafts of documents (excluding prospectuses), per document or draft (regulation 6).	100,00	-
	Issuing of a typed certificate in respect of the contents of a statutory document or part thereof (per document) (section 8(1) of the Act and regulation 6).	50,00	-
2.	Inspection of or copies of, as the case maybe:		
	(a) a company file with the Registrar (section 8 of the Act and regulation 10) -		
	(i) inspection in person;	5,00	-
	(ii) copies on written request (includes up to 12 photocopies of a document, thereafter N\$0,50 per copy for each page of the document exceeding 12 pages - certification excluded);	10,00	-
	(b) the central register of directors (section 8 of the Act and regulation 10) -		
	(i) inspection in person;	5,00	-
(ii) copies on written request (includes up to 12 photocopies of a document, thereafter N\$ 0,50 per copy for each page of the document exceeding 12 pages - certification excluded);	10,00	-	
(c) the register of members (section 120(1) of the Act and regulation 10);	10,00	-	
(d) copies of inspector's report (includes up to 12 photocopies of the report, thereafter N\$0,50 per copy for each page of the report exceeding 12 pages (section 269 of the Act and regulation 10).	10,00	-	
3.	(a) Photocopy of document, size approximately 298 mm by 210 mm or smaller (per copy) (regulation 10).	1.00	-
	(b) Photocopy on paper reproduced from microfilm (per copy) (regulation 10).	1.00	-
4.	Certification of a document, or part of a document (per document) (regulation 5).	10,00	-
5.	Registration of a special resolution for the conversion of one type or form of a company into another type or form of a company (section 30(1) of the Act and regulation 13).	40,00 80,00	CM 45 CM 26

6.	Reservation of a name, a shortened form of a name or a defensive name (sections 48(1) or 49 of the Act and regulation 14).	50,00	CM 5
	Extension of the period of the reservation of a name, a shortened form of a name or a defensive name (section 48(3) and 49(2) of the Act and regulation 14).	50,00	CM 6
7.	Registration of a shortened form of a name (section 49(1) of the Act and regulation 15).	30,00	CM 7
	Registration of a defensive name for two years (section 49(2)(a) of the Act and regulation 15).	250,00	CM 8
	Renewal of the registration of a defensive name (section 49(2) (b) of the Act and regulation 15).	100,00	CM 8A
8.	Registration of a change of a name (section 50(1) of the Act and regulation 16).	30,00 80,00	CM 9 CM26
	Registration of a change of a shortened form of a name (section 50(2)(a) of the Act and regulation 16).	30,00	CM 9A
	Deregistration of a shortened form of a name (section 50(2)(b) of the Act and regulation 16).	30,00	CM 9B
9.	Consideration of objection contemplated in section 51(2) of the Act (regulation 16).	350,00	-
10.	(a) Registration of memorandum and articles of a company (section 68(1) and regulations 17 and 18).	100,00	CM 2 CM 4 CM 49
	(b) Additional fee in respect of registration of memorandum and articles (section 68(1)) -		
	(i) a company having a nominal share capital having shares of par value, for each thousand Namibian dollars or part thereof -	5,00	CM 2
	(ii) a company having shares of no par value, for each thousand shares or part thereof -	5,00	CM 2
	(iii) a company having both shares of par value and shares of no par value, the aggregate of the amounts calculated on the basis laid down in paragraphs (b)(i) and (ii) of this item.	5,00	CM 2
11.	Submission of a certificate of consolidation of articles (section 66 of the Act and regulation 19).	45,00	CM 10
12.	Certification of additional copies of documents by the Registrar (per document) (regulation 23).	5,00	CM 51
13.	Increase of share capital for shares of a par value, for each thousand Namibian dollars, or part thereof, by which share capital is increased (section 81(2)(a) of the Act and regulation 24).	5,00	CM 11
	Increase of share capital for shares with no par value for each thousand Namibian dollars, or part thereof, calculated by multiplying the number by which the number of the shares has been increased by the value of each certified share (section 81 (2)(b) of the Act and regulation 24).	5,00	CM 11
	Registration of a special resolution to approve the acquisition of shares issued by that company (section 89(1) of the Act and regulation 24).	80,00	CM 14

14.	Statement of payment of commission on shares (section 86 of the Act and regulation 25).	10,00	CM 12
15.	Lodgement of allotment of shares (section 99(3) and (4) of the Act and regulation 26).	10,00	CM 15 CM 16
16.	Application for extension of time (sections 102(1), 185, 187(4) and 314(3) of the Act and regulation 27).	50,00	CM 17
17.	Registration of an order by the Court (sections 260(5), 317(7) and 319(4) of the Act and regulation 28).	20,00	CM 18
18.	Redeeming of redeemable preference shares (section 104 of the Act and regulation 29).	10,00	CM 19
19.	Variation of rights in respect of shares of a company (section 108(3) of the Act and regulation 30).	10,00	CM 20
20.	Registration of a written statement of an offer of shares of a public company (section 109(a) of the Act and regulation 31).	250,00	-
21.	Notice of places where registers are kept (section 114(2), 117, 136, 223(4), 238(2) and 248(2) of the Act and regulation 32).	10,00	CM 21
22.	Fee for disclosure of beneficial interest in securities (section 146(7) of the Act and regulation 33):		
	In respect of each nominee	10,00	-
	Maximum fee	1500,00	-
23.	Application for exclusion of members or debenture holders from rights offer (section 148(2) of the Act and regulation 34).	75,00	-
24.	Registration of a letter of allocation (section 153(1) of the Act and regulation 35).	25,00	-
25.	Registration of prospectus (section 163(1) of the Act and regulation 36).	500,00	-
26.	Notice of postal address and registered office of a company (section 178 of the Act and regulation 37).	10,00	CM 22
27.	Issuing of a certificate to commence business (section 180 of the Act and regulation 38).	60,00	CM 46
28.	Lodgement of annual return (section 181(1) and 336 of the Act and regulation 39).	100,00	CM 23
29.	Lodgement of annual duties (section 182 and 183 of the Act and regulation 40).	100,00	CM 23
30.	Fee per day for failure to hold annual general meeting (section 187(8) of the Act and regulation 42).	10,00	-
	Maximum fee (section 187(8) of the Act and regulation 42).	100,00	
30A.	Call or direct the calling that an annual meeting or a general meeting must be held (sections 187(4), 187(5) and 190 of the Act and regulation 42).	40,00	-
31.	Registration of consent to waive period of notice of meeting to pass special resolution (section 207(5) of the Act and regulation 43).	10,00	CM 25
	Registration of a special resolution (section 208(1) of the Act and regulation 43).	80,00	CM 26

32.	Director's contract to subscribe to shares (section 219(1)(b) of the Act and regulation 45). Written consent lodged within a further period as contemplated in section 219(3) of the Act (regulation 45). (Note that this prescribed amount is payable in addition to the fee payable on lodgement of CM 29.)	10,00 10,00	CM 28 -
33.	Register of directors, officers, auditors and secretaries (section 223, 224(2), 284(2) and (4), 288(3), 328(1), 331 and 333 of the Act and regulation 46).	10,00	CM 29
34.	Notice of failure to appoint or reappoint auditor (section 279(2) and regulation 47). Notice of, consent to appointment, change of name, or resignation by or removal of auditor (sections 277(1), 279(2), 284(1) to (4), 285, 286, 288(2), 328(1)(c), 331 and regulation 47).	10,00 10,00	CM 30 CM 31
35.	Change of the end of the financial year of a company (sections 293(2) and 335(3) of the Act and regulation 48).	30,00	CM 32
36.	Application for approval that group annual financial statements need not deal with a subsidiary (section 299(3) of the Act and regulation 49).	80,00	CM 33
37.	Application by a public company for exemption from lodging annual financial statements in respect of subsidiaries (section 306(6) of the Act and regulation 50).	20,00	CM 52
38.	Application by a member of a private company requesting the submission of provisional financial statements of that private company (section 311(3) of the Act and regulation 50).	40,00	CM 50
39.	Lodgement of annual financial statements and group annual financial statements, provisional annual financial statements of a company and an external company (sections 306(5), 311(3), 313 and 335(4) of the Act and regulation 50).	10,00	CM 34
40.	Approving that interim reports need not be issued (section 314(2) read with section 299(3) of the Act and regulation 51).	40,00	CM 35
41.	Take-over offer and take-over statement (section 320(2)(c), 322(3) and 324 of the Act and regulation 52).	10,00	CM 36
42.	The appointment by an external company of an authorised person (sections 328(1)(f) and 332(3) of the Act and regulation 54). Two copies of the written notice of a withdrawal by an authorised person (section 332(2) of the Act and regulation 54).	10,00 10,00	CM 37 CM 38
43.	Registration of a memorandum of an external company (section 328 of the Act regulation 55).	100,00	CM 49
44.	Registration of an alteration made to the memorandum of an external company (section 334 of the Act and regulation 56).	50,00	CM 39
45.	Appointment of liquidator, provisional judicial manager and final judicial manager (section 382(5)(a), 436(b) and 439(1)(d) (i) and (ii) of the Act and regulation 57).	10,00	CM 40
46.	A copy of particulars and a copy of a statement by the Registrar (section 427(3) of the Act and regulation 59).	10,00	CM 43
47.	Statement by each director regarding adequacy of capital of company (section 180(3) of the Act and regulation 38(1)(b)).	25,00	CM 47
48.	Affidavit regarding adequacy of capital of company (section 180(2) of the Act and regulation 38(1)(a)).	25,00	CM 48

49.	Fees for late submissions/failure to lodge returns (Section 186 of the Act and regulation 60).	150,00	CM 15 CM 23 CM 26 CM 29 CM 31
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**ANNEXURE 2
LIST OF FORMS**

Number of Form	Name of Form
CM 1	Certificate of incorporation of a company having a share capital
CM 2	Memorandum of association a company having a share capital
CM 3	Certificate of incorporation of a company not having a share capital
CM 4	Memorandum of association of a company not having a share capital
CM 5	Application for reservation of a name or a shortened form of a name or a defensive name of a company
CM 6	Application for extension of reservation of name or a shortened form of a name or a defensive name of a company
CM 7	Application for registration of shortened form of a name of a company
CM 8	Application for registration of defensive name of a company
CM 8A	Application for the renewal of registration of defensive name of a company
CM 9	Application for registration of a change of name of a company and the certificate for registration of a change of a name of a company is attached thereto
CM 9A	Application for change of shortened form of name of company and the certificate of change of the shortened form of a name of a company
CM 9B	Application to deregister a shortened form of name of company
CM 10 CM 10A	Certificate of consolidation of articles Submission to consolidate the articles of a company
CM 11	Payment of fees on increase of capital and certificate to be completed by auditor
CM 12	Statement of payment of commission on shares
CM 14	Return of acquisition by a company of shares issued by it / Payments to shareholders
CM 15	Return of allotment of shares
CM 16	Return of allotments which have become void
CM 17	Application for extension of time
CM 18	Registration of a copy or certified copy of Court Order
CM 19	Notice of redemption of redeemable preference shares
CM 20	Notice of variation of rights in respect of shares
CM 21	Notice of place where registers are kept
CM 22	Notice of registered office and postal address of company
CM 23	Annual return and Certificate in terms of section 181(4) of the Act
CM 25	Consent to waive period of notice of meeting to pass a special resolution
CM 26	Special Resolution
CM 27	Consent to act as director or officer

CM 28	Director's contract to take shares of company as qualification shares
CM 29	Contents of register of directors, auditors, and officers
CM 30	Notice of failure to appoint or reappoint an auditor at AGM
CM 31	Notice: Auditor's consent to appointment / Change of Auditor firm's name / Resignation of Auditor / Removal of Auditor
CM 32	Change of the end of the current financial year
CM 33	Application to Registrar that group annual financial statement need not deal with subsidiary
CM 34	Lodgement of financial statements/Interim reports
CM 35	Application not to issue interim reports
CM 36	Take-over offer and take-over statement
CM 37	Notice of person authorised to accept service on behalf of external company
CM 38	Notice by person authorised to accept service on behalf of external company to terminate authorisation
CM 39	Changes in memorandum of external company
CM 40	Appointment as liquidator / provisional judicial manager / final judicial manager
CM 41	Broker's transfer form
CM 42	Securities transfer form
CM 43	Director of dissolved company within the meaning of section 427
CM 44	Articles of association of a company having a share capital – Adopting Schedule 1
CM 44A	Articles of association of a company having a share capital – Not adopting Schedule 1
CM 44B	Articles of association of a company not having a share capital – Not adopting Schedule 1
CM 44C	Signatories to the articles of association
CM 45	Registration of the conversion of one type or form of company into another type or form of company
CM 46	Application for certificate to commence business
CM 47	Statement by each director regarding adequacy of capital of company
CM 48	Affidavit pursuant to section 180(2) of the Act
CM 49	Application for the registration of memorandum of external company
CM 50	Application for provisional annual financial statements in respect of a private company
CM 51	Certification of additional copies of documents lodged for registration
CM 52	Application by a public company for exemption from lodging annual financial statements in respect of subsidiaries

ANNEXURE 3
FORMS CM 1 TO CM 52

ANNEXURE 4
PRINTING INSTRUCTIONS TO CM FORMS

The printing instructions for CM Forms are provided in the second column below, the first column indicating the relevant CM form to which the instructions relate.

CM FORM	PRINTING INSTRUCTION
CM 1	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 2	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 2 Part A	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 2 Part B	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 2 Part C	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 2 Part D	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 3	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 4 – first page	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 4 Part A	Printing specifications: Size A4; good quality paper; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 4 Part B	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 5	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 6	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 7	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 8	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 8A	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 9 – first page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek

CM 23	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 25	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 26	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 27	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 28	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 29	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 29 – page four	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 30	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to be printed on one page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 31	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 32	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 33	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 34	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 35	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 36	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek

CM 37	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 38	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 39	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 40	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 41	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 42	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 43	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; second page to be printed on reverse side of first page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 44	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 44A	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 44B	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 44C	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 45 – first page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 45 – second page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 46 – first page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek

CM 46 – second page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 47	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 48	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 49 – first page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 49 – second page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 50 – first page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 50 – second page	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; this page to fit on reverse side of previous page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 51	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek
CM 52	Printing specifications: Size A4; good quality paper; adequate spacing to be allowed for typewritten information to be inserted under appropriate headings; complete Form to fit on single page; tear off portion to fit Companies Office window envelope; printer's proofs and sample paper to be approved by the Registrar of Companies, Windhoek

FORM CM 1

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 70) (Regulation 17 (1))

**CERTIFICATE OF INCORPORATION
OF A COMPANY HAVING A SHARE CAPITAL**

Registration Number of Company

This is to certify that:

.....

was this day incorporated under the Companies Act, 2004 (Act No. 28 of 2004), and that the Company is a Company having a share capital.

Signed and sealed at WINDHOEK this.....day of.....of the year

.....
Registrar of Companies

Seal of Companies Registration Office

This certificate is not valid unless sealed by the seal of Companies Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 61(1)) (Regulation 17(1) and 17(2))

**MEMORANDUM OF ASSOCIATION
OF A COMPANY HAVING A SHARE CAPITAL**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$100,00 plus annual
duty under 182 & 183

1. NAME OF COMPANY

(a) The name of the Company is:

.....

(b) The shortened form of the name of the Company is:

.....

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

2. DESCRIBING THE MAIN BUSINESS OF THE COMPANY*

The main purpose of the Company is to carry on:
.....
.....
.....
.....

(*This is for purposes of the Registrar and not for purposes of the powers, capacity or objects of the company)

3. OBJECT(S), IF ANY (section 38)

The object(s) of the Company is/are:
.....
.....
.....
.....

4. ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in section 39(1) of the Act, which are excluded from the unlimited ancillary objects of the Company:
.....
.....
.....
.....

5. POWERS

(c) The specific powers or part of any powers of the Company, if any, which are excluded from the plenary powers or the powers set out in Schedule 2 of the Act (if any):
.....
.....
.....
.....

(d) The specific powers or part of any specific powers of the Company set out in Schedule 2 of the Act, if any, which are qualified under section 39(2) of the Act (if any):
.....
.....
.....
.....

6. CONDITIONS

Any special conditions which apply to the Company and the requirements, if any, additional to those prescribed in the Act for their alteration:
.....
.....
.....
.....

FORM CM 2
Part C

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

ASSOCIATION CLAUSE

(c) Where more than one person signs the memorandum

We the several persons whose full names, occupations, residential, business and postal addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take up the number of shares in the capital of the Company, as set out opposite our respective names.

We also agree to pay for the par value shares of the Company as determined by this Memorandum and to pay for the number of no par value shares of the Company, that amount determined by the Company when the shares are issued.

Particulars of subscriber	Number in words and type of shares taken	Date and signature of subscriber	Particulars of witness	Date and signature of witness
1. Full names Occupation Residential address Business address Postal address			1. Full names Occupation Residential address Business address Postal address	
2. Full names Occupation Residential address Business address Postal address			2. Full names Occupation Residential address Business address Postal address	
3. Full names Occupation Residential address Business address Postal address			3. Full names Occupation Residential address Business address Postal address	
Sub-total shares taken			

FORM CM 2, Part C, CONTINUED

Particulars of subscriber	Number in words and type of shares taken	Date and signature of subscriber	Particulars of witness	Date and signature of witness
4. Full names Occupation Residential address Business address Postal address			4. Full names Occupation Residential address Business address Postal address	
5. Full names Occupation Residential address Business address Postal address			5. Full names Occupation Residential address Business address Postal address	
6. Full names Occupation Residential address Business address Postal address			6. Full names Occupation Residential address Business address Postal address	
7. Full names Occupation Residential address Business address Postal address			7. Full names Occupation Residential address Business address Postal address	
Total shares taken			

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

(b) To be completed. Where one person signs the memorandum

I,
(full name)

whose occupation is

residing at

having a business address at

and the following postal address

am desirous to form a company in pursuance of this Memorandum of Association and agree to take up the number of shares in the capital of the Company, set opposite my signature below.

I also agree to pay for the par value shares of the Company as determined by this Memorandum and to pay for the number of no par value shares of the Company, that amount determined by the Company when the shares are issued to me.

.....
Signature of subscriber

.....
Number, in words and type of shares taken

.....
Date

Particulars of witness

.....
Signature of witness

Full names:

Occupation:

.....
Date

Residential address:

Business address:

Postal address:

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 70) (Regulation 17(3))

**CERTIFICATE OF INCORPORATION
OF A COMPANY NOT HAVING A SHARE CAPITAL**

Registration Number of Company

This is to certify that:

.....

was this day incorporated under the Companies Act, 2004 (Act No. 28 of 2004), and that the Company is a Company limited by guarantee/* *and is incorporated under section 21 of that Act.*

**Delete if not applicable*

Signed and sealed at WINDHOEK this.....day of.....of the year

.....
Registrar of Companies

Seal of Companies Registration Office

This certificate is not valid unless sealed by the seal of Companies Registration Office.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 61(1)) (Regulation 17(3))

**MEMORANDUM OF ASSOCIATION OF A COMPANY NOT
HAVING A SHARE CAPITAL**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$100,00 plus annual
duty under 182 & 183

1. NAME OF COMPANY

(a) The name of the Company is:

.....

(b) The shortened form of the name of the Company is:

.....

(c) Translation of name of Company and/or shortened form of name of Company (if possible) where name is not in official language (section 48(2)):

.....

FORM CM 4 CONTINUED

Part A

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

2. GUARANTEE

- (c) The liability of members is limited to the amount referred to in paragraph (b).
- (d) Each member undertakes to contribute to the assets of the Company in the event of its being wound up, while being a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before such member ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves an amount of.....Namibian Dollar/cent.

FORM CM 4 CONTINUED
Part B

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

ASSOCIATION CLAUSE

We, the several persons whose full names, occupations, residential, business and postal addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to become members of the company.

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
1. Full names Occupation Residential address Business address Postal address		1. Full names Occupation Residential address Business address Postal address	
2. Full names Occupation Residential address Business address Postal address		2. Full names Occupation Residential address Business address Postal address	
3. Full names Occupation Residential address Business address Postal address		3. Full names Occupation Residential address Business address Postal address	

FORM CM 4, Part B, CONTINUED

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
4. Full names Occupation Residential address Business address Postal address		4. Full names Occupation Residential address Business address Postal address	
5. Full names Occupation Residential address Business address Postal address		5. Full names Occupation Residential address Business address Postal address	
6. Full names Occupation Residential address Business address Postal address		6. Full names Occupation Residential address Business address Postal address	
7. Full names Occupation Residential address Business address Postal address Postal address		7. Full names Occupation Residential address Business address Postal address Postal address	

REPUBLIC OF NAMIBIA
 COMPANIES ACT, 2004
 (Sections 48(1) and 49)) (Regulation 14(1))
 (To be lodged in duplicate)

**APPLICATION FOR RESERVATION OF NAME OR SHORTENED FORM OR
 DEFENSIVE NAME**

Companies Registration Office
 PO Box 21214
 WINDHOEK
 NAMIBIA

Revenue stamp
 or revenue franking
 machine impression
N\$50,00

A. Proposed Name or Shortened Form or Defensive Name (indicate with a cross ("X"))

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 two months		

B. Comparative Names (For Office Use)

C. Is the proposed name associated with a person or a company? If so, what is the name and number (if a company) and the nature of the association (e.g. holding/subsidiary/director etc)?

D. Purpose of proposed company _____

E. In case of a DEFENSIVE NAME, submit written proof that applicant has a direct and material interest in the name

F. If name of company or shortened form thereof is in a language other than the official language, provide translation thereof in as far as possible.

Translation: _____

Name of Applicant (print) _____

Address to which form must be returned _____

Signature of applicant/agent _____

Date

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 48(3)) (Regulation 14(2))

(To be accompanied by Form CM 5 with name as approved)

APPLICATION FOR EXTENSION OF RESERVATION OF NAME

Revenue stamp or
revenue franking
machine
impression
N\$50,00

Name previously reserved: _____

Date of approval of previous reservation: _____

Reasons for requiring reservation to be extended: _____

Legal practitioner, agent or person acting on behalf of applicant for name

Name _____

Postal address _____

Promoters of a company in the case of a company to be formed

Full names _____

Business address _____

Date _____

Signature _____

N.B. - If this portion below is not completed no confirmation will be sent.

Perforated

Name reserved _____

Name of person to whom this form is to be sent _____

Postal address _____

The name has been reserved for
a further period of one month
from this date

Registrar of Companies

Date stamp of Companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 49(1)) (Regulation 14(2))

(To be accompanied by Form CM 5 with name as approved)

**APPLICATION FOR REGISTRATION OF SHORTENED FORM OF A
NAME OF A COMPANY**

Revenue stamp or revenue
franking
machine impression
N\$30,00

Name of company: _____

Registration No. of company: _____

Registered postal address of company: _____

Shortened form of name to be registered: _____

Translation of shortened form of name of company (where possible) if name is not in official language:

Date

Signature

N.B. If this portion below is not completed no confirmation of registration will be sent.

Perforated

Name registered _____

Name of applicant _____

Postal address _____

The name was registered
on the date specified here

Registrar of Companies
Date stamp of Companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 49(2)(a)) (Regulation 15(4))

APPLICATION FOR REGISTRATION OF DEFENSIVE NAME

Companies Registration office
PO Box 21214
WINDHOEK
NAMIBIA

Revenue stamp or
revenue franking
machine impression
N\$250,00

Name to be registered: _____

I/We request that the above name be registered as a defensive name.

Our reasons for making this request are as follows: _____

(Separate loose sheets of paper may be used if space is insufficient.)

Translation of defensive name, where possible, if defensive name is not in official language: _____

Name of applicant: _____

Address _____

Postal address _____

Note - Form CM5 on which the name has been approved, must be attached when registration is first requested.

Date _____ Signature _____

Perforated *(To be completed by applicant)*

The name _____
has been registered as a defensive name for a period of two years from
the date of this notification

Name _____

of
Applicant _____

Postal address _____

Registrar of Companies
Date stamp of Companies Registration Office

Seal of Companies Registration Office

This notification is not valid unless sealed by the seal of the Companies Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 49(2)(b)) (Regulation 15(6))

APPLICATION FOR THE RENEWAL OF REGISTRATION OF DEFENSIVE NAME

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$100,00

Companies Registration Office
PO Box 21214
WINDHOEK
NAMIBIA

- A. Name presently registered _____
- B. Date of present registration or renewal _____
- C. Submit written proof that applicant still has a direct and material interest in the name

Name of applicant (print)

Signature of applicant

Provide above address of applicant

Date

Renewal of registration approved/not approved for two years from _____

Date Registrar of Companies

Perforated *(To be completed by company)*

Defensive name _____ Form CM8A

Renewal of the registration of the above defensive name has been approved for two years from

Name

Postal Address

Registrar of Companies

Date stamp of Companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 50(3)) (Regulation 16(1))

(to be lodged in duplicate)

CERTIFICATE OF CHANGE OF NAME OF COMPANY*

Registration Number of Company

This is to certify that

has changed its name by SPECIAL RESOLUTION and is now called

and that the new name has this day been entered in the Register of Companies

Signed and sealed at WINDHOEK this day ofof the year

Seal of Companies Registration Office

Registrar of Companies

This certificate is not valid unless sealed by the seal of the Companies Registration Office

**To be lodged in duplicate*

FORM CM 9 CONTINUED

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 50(2)) (Regulation 16 (1))

APPLICATION FOR CHANGE OF NAME OF COMPANY

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$30,00

Existing name of company: _____
In the special resolution, which is attached to this form, the name of the company was changed to:

If changed name of company is not in official language, provide translation in as far as possible:

- * No shortened form of the name is registered.
- * Separate application is being made to register a shortened form of name.
- * Separate application is being made to deregister a shortened form of name.
- * *Delete whichever is not applicable.*

Date _____ Signature _____
Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries Postal address of company

Perforated (To be completed by company)

Herewith certificate of change of name dated _____

Name of Company _____

Postal Address _____

Registrar of Companies
Date stamp of Companies
Registration
Office

FORM CM 9A

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 50(2)) (Regulation 16(2))

(to be lodged in duplicate)

CERTIFICATE OF CHANGE OF SHORTENED FORM OF NAME OF COMPANY

Registration Number of Company

Name of Company _____

This is to certify that the Company has changed the former shortened form of its name from:

to:

and that the new shortened form of its name has this day been registered.

Signed and sealed at WINDHOEK this _____ day of _____ of the year _____

Registrar of Companies

Seal of Companies Registration Office

This certificate is not valid unless sealed by the Seal of the Companies Registration Office

FORM CM 9A CONTINUED

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 50(2)) (Regulation 16 (2))

APPLICATION FOR CHANGE OF SHORTENED FORM OF NAME OF COMPANY

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$30,00

Name of Company _____

Consequent upon the change of the name of the company by Special Resolution,
dated _____

the former shortened form of the name of the company no longer applies to the company and has
been changed

from

to

If changed shortened form of name of company is not in official language, provide translation thereof
in as far as possible

Date _____ Signature _____

Director/Secretary/Manager

Postal address _____

Perforated *(To be completed by company)*

Certificate of change of shortened form of name of company, dated _____

Name of Company _____

Postal address _____

Registrar of Companies
Date stamp of Companies
Registration Office

FORM CM 9B

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 50(2)) (Regulation 16(3))

APPLICATION TO DEREGISTER A FORMER SHORTENED FORM OF NAME OF COMPANY

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$30,00

New Name of Company: _____

Former shortened form of name: _____

Whereas the former shortened form of the name of the company no longer applies to the name of the company consequent upon the change of its name by special resolution, dated _____ the shortened form of the name of the company may be deregistered.

The former shortened form of the name of the company no longer applies to the company and has been changed.

Date _____ Signature _____

Director/Secretary/Manager

Rubber stamp of company, if any, or of the secretaries

Perforated *(To be completed by company)*

Application to deregister shortened form of name, dated _____

Name of Company _____

Postal address _____

Deregistration effected

Registrar of Companies
Date Stamp of Companies Registration Office

FORM CM 10

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 66) (Regulation 19)

(to be lodged in duplicate)

CERTIFICATE OF CONSOLIDATION OF ARTICLES

Revenue stamp or
revenue franking
machine impression
N\$45,00

I,.....

a Notary Public practising in the Republic of Namibia hereby certify that the Articles of Association bound herein contain a consolidated and full statement of all the articles applying to

.....
(name of company)

and the articles of the Company have been truly stated this day of
of the year

..... Signature.....
Seal of notary

CERTIFICATE OF REGISTRAR OF COMPANIES

I hereby certify that the Articles of Association bound herein constitute the Articles of Association of the above-mentioned Company in conformity with the articles registered in the Companies Registration Office as at the date of this certificate.

Signed and sealed at Windhoek, this.....day of.....of the year

.....
Registrar of Companies

Seal of Companies Registration Office

This certificate is not valid unless sealed with the seal of the Companies Registration Office.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 81(2)) (Regulation 24(1) and (2))

PAYMENT OF FEES ON INCREASE OF CAPITAL

Registration Number of Company

Revenue stamp or revenue franking machine impression or revenue receipt Prescribed amount under section 81(2), (2)(a) and (b)(ii)

Name of Company _____

INCREASE OF PAR VALUE SHARE CAPITAL

Existing capital	Amount of increase	Amount of total capital after increase
N\$	N\$	N\$

DIVISION OF SHARE CAPITAL

Existing number of shares			Number of shares being increased			Total number of shares after increase		
Number of shares	Class of shares	Nominal amount of each share	Number of shares	Class of shares	Nominal amount of each share	Number of shares	Class of shares	Nominal amount of each share

INCREASE OF NO PAR VALUE SHARE CAPITAL

Existing stated capital N\$

Existing number of shares		Number of shares being increased		Total number of shares after increase	
Number of shares	Class of shares	Number of shares	Class of shares	Number of shares	Class of shares

CERTIFICATE BY THE AUDITOR OF THE COMPANY RELATING TO THE VALUATION OF EXISTING SHARES IN SECTION 81(2)(b)(i) OF THE ACT

I/Webeing the auditor(s) of the company, hereby certify that:

(a) The number of issued shares is	The class of issued shares is	The value of each share is

and (b) that, if each new share is issued at the same value per share as the existing value per share, the state capital would be N\$

Date

Signature of auditor

Rubber stamp of auditor

Date

Signature of director/manager/secretary of the company

Rubber stamp of company, if any, or of the secretaries

FORM CM 12

REPUBLIC OF NAMIBIA
COMPANIES ACT, 2004
(Section 86(2)) (Regulation 25(1))

STATEMENT OF PAYMENT OF COMMISSION ON SHARES

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

N.B. - To be lodged with the Registrar of Companies before commission is paid

Name of
Company

Authorised capital N\$			Authorised no par value shares	
Number	Class	Nominal value per share	Number	Class

ISSUED SHARE CAPITAL

Amount of share capital of par value N\$			Stated capital N\$		
Number	Class	Total amount paid	Number	Class	Issue price per share

SHARE CAPITAL TO BE ISSUED

Amount N\$			Number of no par value shares N\$		
Number	Class	Issue price per share	Number	Class	Issue price per share

COMMISSION PAID ON SHARES ISSUED WITHIN THE TWO YEARS PRIOR TO THE DATE OF THIS STATEMENT

Date	Number	Class	Issue price, par value shares	Issue price, no par value shares	Rate of commission paid	Total amount of commission paid

FORM CM 12 CONTINUED

COMMISSION TO BE PAID ON THE SHARES TO BE ISSUED IN TERMS OF THIS STATEMENT

Number	Class	Rate of commission to be paid	Amount of commission to be paid	Name, business and postal address of person to whom commission will be paid

Article of association authorising commission

Reason for the payment of commission

.....

.....

Date

.....

Signature of Director/Secretary/Manager

Rubber stamp of company, if any, or of secretaries.

Perforated

(To be completed by company)

The statement of payment of commission on shares in respect of the company mentioned below has been registered on this day.

Name of company _____

Postal address _____

Date of registration _____
Registrar of Companies
Date stamp of Companies Registration Office

FORM CM 14

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 89 and 93) (Regulation 24(4) and (6))

(to be lodged in duplicate)

**RETURN OF ACQUISITION BY A COMPANY OF SHARES ISSUED
BY IT/PAYMENTS TO SHAREHOLDERS**

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$80,00

Name of Company _____

Acquisition/payment date _____

1. Authorised capital of company:

PAR VALUE			
Number of shares	Class of shares	Nominal amount of each share (N\$)	Authorised capital (N\$)
Total:			Total:

NO PAR VALUE	
Number of shares	Class of shares
Total:	

Perforated*(To be completed by company)*

Acknowledgement of receipt of return of acquisitions by a company of shares issued by it/payments to shareholders dated

Name of company _____

Postal address _____

Will be collected

Date of receipt by Registrar of Companies
Registrar of Companies
Date stamp of Companies Registration Office

FORM CM 14 CONTINUED

2. Issued capital of company as shown on the return of allotments dated

PAR VALUE			
Number of shares	Class of shares	Nominal amount of each share (N\$)	Amount of issued paid-up capital (N\$)
Total:			Total:

NO PAR VALUE			
Number of shares	Class of shares	Issue price per share (N\$)	Stated capital (N\$)
Total:			Total:

Summary of total issued capital as shown on the return of allotments:

Amount of issued paid-up capital N\$ _____
 Stated capital N\$ _____
 Premium account N\$ _____
 Total issued capital N\$ _____

3. Particulars of payments not indicated in Part 4 _____

4. Particulars of acquisition of own shares issued by the company/payments to shareholders

PAR VALUE			
Number of shares	Class of shares	Nominal amount of each share (N\$)	Amount of issued paid-up capital (N\$)
Total:			Total:

FORM CM 14 CONTINUED

NO PAR VALUE			
Number of shares	Class of shares	Issue price per share (N\$)	Stated capital (N\$)
Total:			Total:

5. Issued capital of company at date of this return

PAR VALUE			
Number of shares	Class of shares	Nominal amount of each share (N\$)	Amount of issued paid-up capital (N\$)
Total:			Total:

NO PAR VALUE			
Number of shares	Class of shares	Issue price per share (N\$)	Stated capital (N\$)
Total:			Total:

Summary of issued capital as at date of this return:

Amount of issued paid-up capital N\$ _____
 Stated capital N\$ _____
 Premium account N\$ _____
 Total issued capital N\$ _____

Date _____ Signature _____

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries

Perforated

(To be completed by company)

Acknowledgement of receipt of return of acquisition by a company of shares issued by it/payments to shareholders

Name of company

Postal address

.....

.....

.....

Date of registration _____
Registrar of Companies
Date stamp of Companies Registration Office

FORM CM 15

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 99(3)) (Regulation 26(1))**RETURN OF ALLOTMENT OF SHARES**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of company _____

1. Date of allotment of shares _____

2. Authorised capital of company _____

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Authorised capital
				N\$	N\$
Total	Total			Total	N\$

3. Shares subscribed for in memorandum of association:

No par value		Par value			
Number of shares	Class of shares	Number of shares	Class of shares	Nominal amount of each share	Total amount paid-up
				N\$	N\$
Total		Total		Total	N\$

4. Number of shares previously issued, paid-up capital and stated capital, including shares subscribed for in the memorandum.

No par value				Par value			
Number of shares	Class of shares	Issue price per share	Stated Capital N\$	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
						N\$	N\$
Total		Total	N\$	Total		Total	N\$

Summary of issued capital prior to allotment:

Amount of issued paid-up capital	_____	N\$	_____
Stated capital	_____	N\$	_____
Premium account	_____	N\$	_____
Total issued capital	_____	N\$	_____

FORM CM 15 CONTINUED

5. Shares comprising this allotment:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium one each share	Total amount of paid-up capital and premium (if any)
		N\$	N\$			N\$	N\$	N\$
Total		Total	N\$	Total			Total	N\$

6.(a) Shares allotted otherwise than for cash:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium one each share	Total amount of capital deemed to be paid-up
		N\$	N\$			N\$	N\$	N\$
Total		Total	N\$	Total			Total	N\$

(b) the consideration for which the shares have been allotted is as follows*

*A copy of the contract, in writing, constituting the title of the allottee to the allotment, together with any contract of sale, or for service or other consideration in respect of which the allotment was made, must be attached. If the contract is not in writing, a memorandum containing full particulars of such contract must be attached. (For particulars of allottees see overleaf.)

(c) The names and addresses of the allottees:

Name of allottee	Address of allottee	Number of shares	Description of shares allotted

7. Issued capital at date of this return:

No par value				Par value				
Number of shares	Class of shares	Issue price per share	Stated Capital	Number of shares	Class of shares	Nominal amount of each share	Premium one each share	Total amount of capital deemed to be paid-up
		N\$	N\$			N\$	N\$	N\$
Total		Total	N\$	Total			Total	N\$

FORM CM 15 CONTINUED

Summary of total issued capital as at the date of this return:

Amount of issued paid-up capital	_____	N\$	_____
Stated capital	_____	N\$	_____
Premium account	_____	N\$	_____
Total issued capital	_____	N\$	_____

Certified correct

Date _____ Signature _____
 Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries

Perforated

(To be completed by company)

Acknowledgement of receipt of return of allotments, dated _____
 Name of company _____

 Postal address _____

Date of receipt by Registrar of Companies _____
Registrar of Companies
Date stamp of Companies Registration Office

FORM CM 16 CONTINUED

3. Particulars of allotment which has become void

NO PAR VALUE				PAR VALUE					
Number of shares	Class of shares	Issue price per share N\$	Stated capital N\$	Number of shares	Class of shares	Nominal amount of each share N\$	Premium on each share N\$	Total premium account N\$	Total capital, excluding premium N\$
Total									

4. Reasons for allotment becoming void _____

5. Issued capital of company at date of this return

NO PAR VALUE				PAR VALUE					
Number of shares	Class of shares	Issue price per share N\$	Stated capital N\$	Number of shares	Class of shares	Nominal amount of each share N\$	Premium on each share N\$	Total premium account N\$	Total amount of paid-up capital, excluding premium account N\$
Total									

Summary of total issued capital as shown on the return of allotments :

Amount of Issued Paid-up capital	N\$
Stated Capital	N\$
Premium account	N\$
Total issued capital	N\$

Certified correct

Date _____ Signature _____

Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries

Perforated

(To be completed by company)

Acknowledgement of receipt of return of allotments having become void, dated _____

Date of receipt by Registrar of Companies _____

Name of Company _____

Registrar of Companies

Postal Address _____

Date stamp of Companies Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 102, 185, 187(4) and 314(3)) (Regulation 27)

APPLICATION FOR EXTENSION OF TIME

Name of company _____
An extension of time from _____ to _____
is required in respect of * _____

The grounds for requiring the extension are _____

Date _____ Signature _____
Director/Secretary/Manager

Rubber stamp of company, if any, or of secretaries.

- *Section 102 _____ Issue of share certificates
- Section 185 _____ Lodging of documents (to be specified)
- Section 187(4) _____ Holding of annual general meeting
- Section 314(3) _____ (a) Issue of interim report
- _____ (b) Issue of provisional annual financial statements

Perforated (To be completed by company)

Application for extension of time in respect of _____
dated _____

Registration Number of Company

Name of company _____
Postal address _____

Extension granted/refused
Extension granted until _____
Registrar of Companies
Date stamp of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 103(3), 260(5), 317(7) and 319(4)) (Regulation 28)

ORDER OF COURT FOR REGISTRATION

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$50,00

Name of company _____

An order of Court for* _____

_____ is attached for registration.

Date _____ Signature _____
Director/Secretary/Manager

Rubber stamp of company, if any, or of secretaries.

- | | |
|------------------------|---|
| * Section 103(3) _____ | Validation of irregular allotment of shares |
| Section 260(5) _____ | Relief from oppression |
| Section 317(7) _____ | Sanctioning a compromise or arrangement |
| Section 319(4) _____ | Scheme for reconstruction or amalgamation |

Perforated _____ *(To be completed by company)*

*Order of Court for registration
Registration No. of Company

Order of Court has this day been registered _____
Registrar of Companies
Date stamp of Companies Registration Office

Name of company _____

Postal address _____

Not valid unless stamped by Registrar of Companies.

FORM CM 19

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 104(5)) (Regulation 29)**NOTICE OF REDEMPTION OF REDEEMABLE PREFERENCE SHARES**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$20,00

Name of company _____

A. TOTAL SHARE CAPITAL BEFORE REDEMPTION

NUMBER OF SHARES		*DESCRIPTION OF CLASSES OF SHARES	ISSUED CAPITAL	SHARE PREMIUM ACCOUNT
AUTHORISED	ISSUED			
			N\$	N\$
			N\$	N\$
TOTAL			N\$	N\$

B. SHARES REDEEMED OUT OF:

(i) Profits (Section 104(1)) on _____ (Date)

NUMBER OF SHARES REDEEMED	*DESCRIPTION OF CLASSES OF SHARES	AMOUNT PER SHARE	TOTAL AMOUNT OF CAPITAL REDEEMED
		N\$	N\$
		N\$	N\$
TOTAL			N\$

(ii) A fresh issue of shares (Section 104(2)) on _____ (Date)

NUMBER OF SHARES REDEEMED	*DESCRIPTION OF CLASSES OF SHARES	AMOUNT PER SHARE	TOTAL AMOUNT OF CAPITAL REDEEMED
		N\$	N\$
		N\$	N\$
TOTAL			N\$

C. SHARES ISSUED IN LIEU OF SHARES REDEEMED IN B (ii) on _____ (Date)

NUMBER ISSUED	*DESCRIPTION OF CLASSES OF SHARES	AMOUNT PER SHARE	PREMIUM PER SHARE	SHARE CAPITAL
			N\$	N\$
			N\$	N\$
TOTAL				N\$

D TOTAL SHARE CAPITAL AFTER REDEMPTION AS AT _____ (Date)

NUMBER OF SHARES		*DESCRIPTION OF CLASSES OF SHARES	ISSUED SHARE CAPITAL	SHARE PREMIUM ACCOUNT
AUTHORISED	ISSUED			
			N\$	N\$
			N\$	N\$
TOTAL			N\$ (A)	N\$ (B)

* INDICATE PAR VALUE AND NO PAR VALUE SHARE SEPARATELY TOTAL (A) + (B) N\$

Date _____ Signature _____

Rubber stamp of company, if any, or of secretaries

Director/Secretary

Perforated*(To be completed by company)*

Acknowledgement of receipt of notice of redemption of shares, dated _____

Name of company _____

Postal address _____

Date of receipt by Registrar of Companies _____
Registrar of Companies
Date stamp of companies Registration Office

FORM CM 20

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 108(3)) (Regulation 30)**NOTICE OF VARIATION OF RIGHTS IN RESPECT OF SHARES**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of company _____

The rights in respect of the following classes of shares have been varied by *consent/special resolution to the extent set out below.

*Delete whichever is not applicable.

† Fee: If attached to special resolution (CM26) there is no fee; if not attached to special resolution, fee is N\$ 50,00.

Class of shares	Existing rights attached to class of shares	Rights attached to class of shares after variation

Date _____ Signature _____
Director/Secretary

Rubber stamp of company, if any, or of secretaries

Perforated *(To be completed by the company)*

Acknowledgement of notice of variation of rights in respect of shares	Date of receipt by Registrar of Companies _____
Name of company	Registrar of Companies
Postal address	
_____	Date stamp of companies Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

(Sections 114(2), 117(4), 134, 135, 136, 223(4), 238(2) and 248(2)) (Regulation 32))

NOTICE OF PLACE WHERE REGISTERS ARE KEPT

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name of company _____

Notice is hereby given that the * _____
which is not kept at the registered office of the company is, with effect from _____
kept at the following address: _____

It was previously kept at: _____

Date _____ Signature _____

Director/Secretary/Manager

Rubber stamp of company, if any, or of secretaries

* Insert applicable type of register

Section 114	Branch register in foreign country	Section 223(4)	Register of directors and officers.
Section 117(4)	Register of members	Section 238(2)	Registers of interest of directors and others in shares and debentures
Section 134	Register of pledges and bonds	Section 248(2)	Register of interests in contract of directors and officers
Section 135	Register of debenture holders		

Perforated (To be completed by the company)

Notice of place where registers kept.

(* _____)

	<table border="1"> <tr> <td style="text-align: center;">Registration Number of Company</td> </tr> </table>	Registration Number of Company	<table border="1"> <tr> <td style="text-align: center;">Notice received _____</td> </tr> <tr> <td style="text-align: center;">Registrar of Companies</td> </tr> <tr> <td style="text-align: center;">Date stamp of Companies Registration Office</td> </tr> </table>	Notice received _____	Registrar of Companies	Date stamp of Companies Registration Office
Registration Number of Company						
Notice received _____						
Registrar of Companies						
Date stamp of Companies Registration Office						
Name of company _____						
Postal address _____						

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 178) (Regulation 37)

(To be lodged in duplicate upon incorporation and prior to change of addresses)

NOTICE OF REGISTERED OFFICE AND POSTAL ADDRESS OF COMPANY

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of Company _____

(a) The situation of the registered office and the postal address of the above-mentioned company are as follows:

(i) Registered address _____

(ii) Postal address _____

(b) The date of the intended changes in the addresses is _____
(Both addresses must be furnished at all times)

Date _____ Signature _____
Director/Secretary/Manager

The changes take effect on _____

REGISTRAR OF COMPANIES DATE

Name of Company _____

Postal address _____

OFFICE USE	
Data processing	
(1) Recorded	Date and initials _____
(2) Corrections	Date and initials _____
Date stamp of Companies Registration Office	

REPUBLIC OF NAMIBIA
 COMPANIES ACT, 2004
 (Sections 181, 182 and 336)) (Regulation 39))

ANNUAL RETURN

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name and postal address of Company _____

Name And Number Of Holding Company

Registration Number of Company

- A** Annual return for calendar year

Day	Month	Year

- B** Date incorporated/registered/established

--	--	--

- C** Annual General Meeting
Date of annual general meeting held in
respect of previous financial year

--	--	--

- D** End of Financial year

--	--

For office use
DATA PROCESSING
1. <u>Recorded</u> Date and Initials.....
2. <u>Corrections</u> Codes
Date and initials.....

E Signed Date
 (Representative)

Perforated (To be completed by company)

ANNUAL RETURN FOR CALENDAR YEAR

Name of company _____

Postal address _____

Return received _____
Registrar of Companies
Date stamp of Companies Registration Office

Invalid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 207(5) (Regulation 43 (2)))

**CONSENT TO WAIVE PERIOD OF NOTICE OF MEETING TO PASS
A SPECIAL RESOLUTION**

Companies Registration office
PO Box 21214
WINDHOEK
NAMIBIA

Revenue stamp
revenue franking machine
impression **N\$100** plus
annual duty under section
182 and 183 and
regulation 40

Name of Company _____

We, the undersigned members of the above-mentioned company, consent and agree that at the general meeting of the company to be held on _____, and of which less than 21 days notice was given, a resolution relating to _____

_____ may be proposed and passed as a special resolution.

Date	_____	Signature	_____
Date	_____	Signature	_____
Date	_____	Signature	_____
Date	_____	Signature	_____
Date	_____	Signature	_____
Date	_____	Signature	_____

I certify that the members of the company whose signatures are affixed above are the majority in number of the members of the company having the right to attend and vote at the meeting concerned and that they hold in aggregate not less than 95 per cent of the total votes held by all the members of the company.

Date _____ Signature _____
Director/Secretary

Rubber stamp of company, if any, or of secretaries

_____ To be attached to special resolution lodged for registration.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 208) (Regulation 43 (1))

(To be lodged in duplicate)

SPECIAL RESOLUTION

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$80,00

Name of company _____

Date notice given to members _____ Date resolution passed _____

Special resolution passed in terms of section _____ of the Act/*paragraph _____ of the memorandum/*article _____ of the articles.

Copy of notice convening meeting attached
Consent to waive period of notice of meeting (CM 25) attached/ not attached.

CONTENTS OF RESOLUTION (Use reverse side if necessary)

Resolved

Rubber stamp of company, if any, or of secretaries.

Date _____ Signature _____ +
Director/Secretary/Manager

Name (in block capitals) _____

* Delete whichever not applicable

Perforated

(To be completed by company)

Herewith copy of special resolution as registered.

Registration Number of Company

Name of Company _____

Postal address _____

Special resolution registered this day

Registrar of Companies
Date stamp of Companies
Registration Office

Not valid unless stamped by the Registrar of Companies.

FORM CM 27

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 219) (Regulation 45 (1))

**CONSENT TO ACT AS DIRECTOR OR OFFICER
AND OTHER DIRECTORSHIPS**

Registration Number of Company

Name of company _____

A. Consent

I hereby consent to my appointment as * director / officer of the above-named company.
I certify that I am not disqualified in terms of sections 225 or 226 of the Companies Act from being a director/officer*.

Signed: _____ Date: _____

(To be signed by: Director or officer personally; or the authorised agent on behalf of a director of an external company not resident in Namibia; or the authorised agent of a corporate body.)

*Delete where not applicable.

B. Personal particulars

1. Surname				
2. Full forenames				
3. Former surname and forenames				
	Year	Month	Day	
4. Identity number or, if not, available, date of birth				
5. Date of appointment				
6. Residential address				
7. Business address				
8. Postal address				
9. Nationality (If not Namibian)				
10. Occupation				
11. Resident in Namibia (Yes or No)				
12. Address of registered office, and registration number, if officer is a corporate body				

C. Other Directorships

Attach list hereto

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 219(1)(b)) (Regulation 45(2))

**DIRECTOR'S CONTRACT TO TAKE SHARES OF COMPANY
AS QUALIFICATION SHARES**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of company _____
I, _____
(full names of director)

hereby agree to take and pay for the following shares of the company, as qualification shares, in terms of article

_____ of the company's articles of association.

Number of shares	Class of shares	Nominal par value of share	Premium per share	Issue price of no par value share	Amount Paid
Total				N\$	

Signed at _____ this _____ day of _____ of the year _____
Signature _____
Director

Witness _____
Name in block capitals _____
Residential address _____

Signature _____
Witness

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

(Sections 224(2), 284, 328(1), 331(1) and 333(1)) (Regulation 46(1))

CONTENTS OF REGISTER OF DIRECTORS, AUDITORS AND OFFICERS

Companies Registration
PO Box 21214
WINDHOEK
NAMIBIA

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name and postal address of Company _____

Return of particulars as at

I, _____
(name of director of officer)

state that, the written consent of the directors or officers whose names appear in this return have been obtained on a duly completed form CM 27, the directors or officers are not disqualified under section 225.

Signed _____

Date _____

A. Directors

KEY TO PERSONAL PARTICULARS REQUIRED

PERSONAL PARTICULARS

1. Surname												
2. Full forenames												
3. Former surname and forenames												
4. Identity number or, if not, available, date of birth	Year	Month	Day									
5. (a) Date of appointment												
(b) Designation												
6. Residential address												
7. Business address												
8. Postal address												
9. Nationality (If not Namibian)												
10. Occupation												
11. Resident in Namibia (Yes or No)												
12. Nature of change in 1 to 5 above and date												

FORM CM 29 CONTINUED

FOR KEY TO PARTICULARS, SEE PAGE 1

Registration Number of Company

1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
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11.																			
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1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
6.																			
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9.																			
10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4	Year	Month	Day																
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

FORM CM 29 CONTINUED

FOR KEY TO PARTICULARS, SEE PAGE 1

Registration Number of Company

1.																			
2.																			
3.																			
4.																			
Year	Month	Day																	
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
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1.																			
2.																			
3.																			
4.																			
Year	Month	Day																	
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4.																			
Year	Month	Day																	
5. (a)																			
(b)																			
6.																			
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10.																			
11.																			
12.																			

1.																			
2.																			
3.																			
4.																			
Year	Month	Day																	
5. (a)																			
(b)																			
6.																			
7.																			
8.																			
9.																			
10.																			
11.																			
12.																			

B. Auditor

1. Name
2. Date of appointment
3. Nature of change in 1 and 2 above and date.

Perforated (To be completed by company)

Return of particulars of company's register of directors, auditors & officers

Dated _____

Name of company _____

Postal address _____

CM29
Date received

Date stamp of Companies Registration Office

FORM CM 29 CONTINUED

C. Officers and Local Managers

Registration Number of Company

KEY TO PERSONAL PARTICULARS REQUIRED

PERSONAL PARTICULARS

1. Surname													
2. Full forenames													
3. Former surname and forenames													
4. Identity number or, if not, available, date of birth	Year	Month	Day										
5. (a) Date of appointment													
(b) Designation													
6. Address of registered office, and registration number if officer is a corporate body													
7. Residential address													
8. Business address													
9. Postal address													
10. Nationality (If not Namibian)													
11. Occupation													
12. Resident in Namibia (Yes or No)													
13. Nature of change in 1 to 6 above and date													

FOR KEY TO PARTICULARS, SEE ABOVE

1.													
2.													
3.													
4	Year	Month	Day										
5. (a)													
(b)													
6.													
7.													
8.													
9.													
10.													
11.													
12.													
13.													

FORM CM 30

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 279(2)) (Regulation 47(2))**NOTICE OF FAILURE TO APPOINT OR REAPPOINT AUDITOR
AT ANNUAL GENERAL MEETING**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of company _____

No auditor was appointed/reappointed* at the annual general meeting held on

As at _____

the directors have not appointed/reappointed* an auditor of the company.

The Registrar is now requested to appoint a person(s) in terms of section 279 (1) of the Act to fill the vacancy.

* *Delete whichever is not applicable.*

Date _____ Signature _____

*Director/Manager/Secretary**Rubber stamp of company, if any, or of secretaries.*

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

(Sections 180(3)(d), 277(1), 279(2), 281, 284, 285, 286, 288, 328(1)(c) and 331))

(Regulation 47(1))

NOTICE OF, CONSENT TO APPOINTMENT, CHANGE OF NAME, OR RESIGNATION BY AUDITOR OR REMOVAL OF AUDITOR

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name of company _____

Part I (To be completed by the auditor concerned and to be sent to the company for completion of Part III and lodgement with Registrar)

* A APPOINTMENT

I, consent to my appointment as auditor of the abovementioned company as from and declare that I am not disqualified in terms of section 283 of the Companies Act, 2004 for the appointment.

*B CHANGE OF NAME

The firm has with effect from changed its name and will in future be know as

Date _____ Signature _____

Auditor

Situation of office _____ Postal address _____

Part II (To be completed by the auditor concerned and original to be lodged with Registrar and duplicate to be sent to the company for completion of Part III and lodgement with Registrar)

* C RESIGNATION

I _____ resign as auditor of the abovementioned company and declare that -

(a) as at the date if this notice I have no reason to believe that in the conduct of the affairs of the company a material irregularity has taken place, or is taking place which has cause or is likely to cause financial loss to the company or to any of its members or creditors.

I reported a material irregularity to the Public Accountants' and Auditors' Board on _____ in terms of the Public Accountants' and Auditors Act, 1951

(Note : This resignation shall take effect on the date upon which another auditor is appointed in terms of section 288(3) and (4) of the Companies Act, 2004)

Date _____

Signature _____

Auditor

FORM CM 31 CONTINUED

Part III (To be completed by company concerned and lodged with Registrar)

* D **STATEMENT**

The auditor of the abovementioned company was removed/not reappointed in terms of section 285/286 of the Companies Act, 2004 on _____.
The vacation of the office/particulars pertaining to the matters reflected in Part I/II have been entered in the register in compliance with section 223 of the Companies Act, 2004.

(Note : This resignation shall take effect on the date upon which another auditor is appointed in terms of section 288(3) and (4) of the Companies Act, 2004)

Date _____

Signature _____

Director/Officer

Perforated (To be completed by the auditor or company concerned and lodged with the Registrar)

NOTICE RELATING TO A CHANGE IN RESPECT OF AN AUDITOR DATED _____

Name of auditor/
company _____

Postal address _____

Return received
Date stamp of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 293(2) and 335(3)) (Regulation 48(1))

CHANGE OF THE END OF THE CURRENT FINANCIAL YEAR

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$30,00

Companies Registration Office
PO Box
WINDHOEK
NAMIBIA

Name of Company _____

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 must be extended to _____

Reason for extension _____

Date _____

Signature : Director/Manager/Secretary

Approved/Refused : Registrar of Companies _____

Perforated (To be completed by the company)

Advice of change of the end of the
current financial year dated: _____

Form CM32

Name of company _____
Postal address _____

Approved/Refused
Registrar of Companies
Date Stamp of Registration Office Companies

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 299(3)) (Regulation 49(1))

APPLICATION TO REGISTRAR BY COMPANY FOR APPROVAL THAT GROUP ANNUAL FINANCIAL STATEMENTS NEED NOT DEAL WITH SUBSIDIARY

Registration Number of Company

Revenue stamp or revenue franking machine impression
N\$80,00

Name of holding company _____
Name of subsidiary company _____
Registration Number _____

The directors of the above-mentioned holding company are of opinion that -

- * (a) if the subsidiary were to be dealt with in group annual financial statements, the result would be misleading or harmful to the business of the company or any of its subsidiaries; or
- * (b) the business of the company and that of the subsidiary are no different that they cannot reasonable be treated as a single undertaking.

The reasons for making this application are:

(Use reverse side of form, if necessary)

A report by the auditor of the company is attached

Date..... Signature
Director/Manager/Secretary

Rubber stamp of company, if any, or of secretaries

*Delete whichever is not applicable

Perforated *(To be completed by company)*

Application to Registrar by company not to deal in group annual financial statements with subsidiary

Name of company _____

Postal address _____

Approved/ Not approved
Registrar of Companies
Date stamp of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

FORM CM 34

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

(Sections 306(5), 311(3), 313 and 335) (Regulation 50(1), (4) and (6))

*(to be lodged when company sends notice to members)***LODGEMENT OF FINANCIAL STATEMENTS/INTERIM REPORTS**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of holding company _____

Names of subsidiaries (if any)	Registration Numbers

The following documents are lodged herewith:

† Annual financial statements/† group annual financial statements in terms of section 306(5)(a)/ 335 of the Companies Act for the financial year ended _____

† Annual financial statements in terms of section 306(5)(b) of the Companies Act for the financial year ended _____

† Interim report in terms of section 313/†335 of the Companies Act for the half year ended _____

† Provisional annual financial statements in terms of section 313 of the Companies Act for the financial year ended _____

Rubber stamp of company if any, or of secretaries

N.B. - Complete if annual financial statements in respect of subsidiaries are lodged.

† Delete whichever is not applicable.

Perforated *(To be completed by company)*Lodgement of/† annual financial statements/† group annual financial statements and
† annual financial statements of subsidiaries /† provisional annual financial statements /
† interim report for financial year /† half year ended _____

Name of company _____

Postal address _____

Received

Registrar of Companies

Date Stamp of Companies
Registration Office*Not valid unless stamped by Registrar of Companies.*

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 314 read with section 299(3)) (Regulation 51(1))

APPLICATION NOT TO ISSUE INTERIM REPORTS

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$40,00

Name of holding company _____

The company applies for exemption to issue a half-yearly report for the financial year beginning on _____

The interim report is required to be issued on or before _____ and _____

The same exemption is required in respect of the interim report for the financial year beginning on _____

which is due to be issued on or before _____

The directors of the company are of the opinion that such reports -

- (a) would be misleading to members of the company / or harmful to the business of the company; or
- (b) would entail unnecessary expenses or for any other reason would serve no useful purpose.

Delete whichever is not applicable.

The reasons for making this application are: _____

(Use reverse side of form, if necessary)

A report by the auditor of the company is attached.

Rubber stamp of company, if any, or of secretaries

Date _____

Signature _____

Director/Manager/Secretary

Perforated

(To be completed by company)

Application no to issue interim reports; due on _____

and _____

Name of company _____

Postal address _____

Application refused
Application granted for report due on _____ and _____
Registrar of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 320(2)(c), 322(3) and 324) (Regulation 52)

TAKE-OVER OFFER AND TAKE-OVER STATEMENT

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name of offeree company:

Insert here particulars of principal	Particulars of offeror (if person):		
	Surname:	Full forenames	
	Nationality (if not Namibian)	Occupation ("Director of Companies" not acceptable)	
	Residential address	Business address	Postal address
Insert here particulars of person acting on behalf of principal	Particulars of person acting on behalf of principal (if any):		
	Surname:	Full forenames	
	Nationality (if not Namibian)	Occupation ("Director of Companies" not acceptable)	
	Residential address	Business address	Postal address

Particulars of offeror (if company, external company or other body corporate)
Name _____

Registration No. (if any)

Name of country (and state, if any), in which incorporated (if not in Namibia):

Registered address in Namibia	Postal address in Namibia	Address in foreign country (if external company)

Name of controlling company (if any): _____

Registration No. (if any)

DIRECTORS

Surnames	Full forenames	Residential address

Copies of the take-over statement and annexures, dated _____ by the offeror/take* over statement by directors of the offeree company with annexures. dated are attached hereto.

*Delete whichever is not applicable

Date

If company, rubber stamp of company, if any, or of secretaries

Signature of offeror

Signature Director/Secretary/Manager

Perforated *(To be completed by offeror)*

Take-over offer/take-over statement, dated

Name of offeror

Postal address

Received
_____ Registrar of Companies
Date stamp of Companies Registration office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 328(1)(f) and 332(3)) (Regulation 54(1))

**NOTICE OF PERSON AUTHORISED TO ACCEPT SERVICE ON
BEHALF OF EXTERNAL COMPANY**

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name of Company _____
Notice is hereby given that the person mentioned below is authorised to accept service on behalf of the company:

(a) Surname _____ Full forenames _____

Residential address	Business address	Postal address

*(b) The abovementioned person is no longer authorised to accept service on behalf of the company, but the person who is mentioned below is now authorised to do so:

(a) Surname _____ Full forenames _____

Residential address	Business address	Postal address

with effect from _____

**Delete whichever is not applicable*

Rubber stamp of company, if any, or of secretaries

Date _____ Signature _____
Director/Manager/Secretary

Perforated (To be completed by company)

Name of company _____

Postal address _____

Notice Received
Registrar of Companies
Date stamp of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

FORM CM 38

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 332(2)) (Regulation 54(2))

(to be lodged in duplicate)

**NOTICE BY PERSON AUTHORISED TO ACCEPT SERVICE ON BEHALF OF
EXTERNAL COMPANY TO TERMINATE HIS/HER AUTHORISATION**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$10,00

Name of company _____

Postal address _____

I, _____, being the
person who has been authorised to accept service on behalf of the above-mentioned company,
have informed the company that I intend to withdraw from such authorisation with effect from

*Date _____ Signature _____

RESERVED FOR REGISTRAR OF COMPANIES

To: The Directors
(the company mentioned above)

Sir/Madam
In confirmation.

Please attach form CM 37 (Notice of person authorised to accept service on behalf of external
company) to this form and return it to the Registrar of Companies within 21 days of the date
at *above.

Yours faithfully
Registrar of Companies
WINDHOEK

Date Stamp of Companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 334) (Regulation 56(1))

ALTERATION TO MEMORANDUM OF EXTERNAL COMPANY

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$50,00

Name of company _____

The company has altered its memorandum on _____

A certified copy of the instrument showing the alteration/and a certified translation thereof* is/are attached.

Rubber stamp of company

Date _____ Signature _____
Director/Manager/Secretary

**Delete whichever is not applicable*

Perforated *(To be completed by company)*

Alteration of memorandum of external company, dated _ _____
Name of company _____
Postal address_ _____

Received and registered on this day _____
Registrar of Companies Date stamp of Companies Registration office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Sections 382(5)(a), 436(b) and 439(d)(i), (ii)) (Regulation 57)

**APPOINTMENT AS LIQUIDATOR/PROVISIONAL
JUDICIAL MANAGER/JUDICIAL MANAGER**

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$10,00

Name of company _____

Herewith certificate of appointment /† Certificate of cancellation as * _____
in respect of the abovementioned company.

† Copy of judicial management order attached.

Date _____ Signature _____

†Liquidator/Provisional judicial manager/Judicial manager

Rubber stamp, if any

*State whether Liquidator/Provisional judicial manager/Judicial manager

† Delete whichever is not applicable.

Address of liquidator/Provisional judicial manager/Judicial manager

Business address	Postal address

Perforated (To be completed by Liquidator/Provisional judicial manager/Judicial manager)

Appointment as Liquidator/Provisional judicial manager/Judicial manager

Name _____

 Postal address _____

Notice Received _____
Registrar of Companies
Date stamp of Companies Registration Office

Not valid unless stamped by Registrar of Companies.

REPUBLIC OF NAMIBIA

FORM CM 41

COMPANIES ACT, 2004
(Section 141) (Regulation 58)

BROKER'S TRANSFER FORM

For exchange control purposes

CERTIFICATION BY ISSUER OF SECURITY	<i>This portion to be completed by the broker</i>	A		FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE	
		Quantity and full description of securities to be transferred	Figures	Words	
			Description		
			Certificate(s) No.(s)	Certificate and distinctive numbers(s) (if any)	
TRANSFER FROM [in block letters insert the full name(s) of the present registered holder(s)] [transferor(s)]					
I/We certify that the effective date of the transferor's signature for stamp duty purposes was (Signature of broker)		(Stamp of selling broker)			
LODGED FOR CERTIFICATION BY	<i>This portion to be completed by the agent of the transferee(s)</i>	B		TRANSFER TO [in block letters insert the full name(s) and the postal address(es) of the person(s) into whose name(s) the securities are to be transferred] [transferee(s)]	
		CONSIDERATION. - State the amount (in figures) paid for the securities		N\$	
		I/We request that such entries be made in the register as are necessary to give effect to this transfer.			
		Name and address or stamp of person lodging this form or stamp of buying broker (if any)			
NAMIBIAN REVENUE STAMPS or endorsement claiming exemption in terms of the Stamp Duties Act, 1993			* FOR USE IN REGISTERING OFFICE		

REPUBLIC OF NAMIBIA

FORM CM 42

COMPANIES ACT, 2004
(Section 141) (Regulation 58)

SECURITIES TRANSFER FORM

For exchange control purposes

CERTIFICATION, IF ANY, BY ISSUER OF SECURITY	A <i>This portion to be completed by transferor(s) (that is, the person(s) in whose name(s) the securities are at present registered).</i>	FULL NAME OF ISSUER OF SECURITY AS SHOWN ON CERTIFICATE					
		Quantity and full description of securities to be transferred	<table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">Figures</td> <td style="width: 50%;">Words</td> </tr> <tr> <td>Description</td> <td></td> </tr> <tr> <td>Certificate(s) No.(s)</td> <td>Distinctive numbers(s) (if any)</td> </tr> </table>	Figures	Words	Description	
Figures	Words						
Description							
Certificate(s) No.(s)	Distinctive numbers(s) (if any)						
LODGED FOR CERTIFICATION BY	B <i>This portion to be completed by the transferee(s) (that is, the person(s) in whose name(s) the securities are to be registered) or agent, except where broker's transfer forms are used.</i>	TRANSFER FROM [in block letters insert the full name(s) of the present registered holder(s)] [transferor(s)] Date of signature					
		I/We the undersigned hereby transfer the above securities from the name(s) aforesaid to the person(s) named below or to the several persons named in Part B of the Broker's Transfer forms (CM41) relating to the above security. Date of signature.....					
		(Stamp of selling broker)					
		TRANSFER TO [in block letters insert the full name(s) and the postal address(es) of the person(s) into whose name(s) the securities are to be transferred] [transferee(s)]					
		CONSIDERATION. - State the amount (in figures) paid for the securities. If no consideration was paid, to market value of the securities at the date of the transaction must be stated.	N\$				
		I/We request that such entries be made in the register as are necessary to give effect to this transfer. Name and address or stamp of person lodging this form or stamp of buying broker (if any)					
		NAMIBIAN REVENUE STAMPS (UNLESS BROKER'S TRANSFER FORMS ARE USED) or endorsement claiming exemption in terms of the Stamp Duties Act, 1993	* FOR USE IN REGISTERING OFFICE				

FORM CM 43

PART A

REPUBLIC OF NAMIBIA
 COMPANIES ACT, 2004
 (Section 427) (Regulation 59)

(to be lodged in duplicate)

Revenue stamp or
 revenue franking
 machine impression
N\$10,00

Surname _____
 Full forenames _____
 Postal address _____
 Former surnames _____
 Former forenames _____

Particulars of director of dissolved company within the meaning of section 427(1) _____

Nationality (if not Namibian)	Residential address	Date of appointment as director	Name(s) of company(ies) dissolved for the reason that it/*they was/*were unable to pay its/*their debts	Date of dissolution
_____	_____	_____	1. _____	_____
_____	_____	_____	2. _____	_____
_____	_____	_____	3. _____	_____
_____	_____	_____	4. _____	_____

LIQUIDATOR'S REPORT [IN TERMS OF SECTION 427(2)]

Date _____ Signature _____ Liquidator

Rubber stamp of liquidator, if any
 * Delete whichever is not applicable.

Postal address of liquidator _____

 Business address of liquidator _____

PART B

FORM CM 43 CONTINUED

FOR USE BY REGISTRAR OF COMPANIES

Dear

Section 427 of the Companies Act, 2004, requires the Registrar of Companies to maintain a register of directors of companies which have been dissolved and were unable to pay their debts.

The information detailed overleaf has been supplied to the Registrar by the liquidator of the company of which you were a director in the circumstances contemplated under the aforementioned section of the Act.

In terms of subsection (4) you may, within one month of the date of this advice to you, object by affidavit or otherwise to your name being entered in the register.

In your own interest, it is proposed that you give this matter your most urgent attention.

Yours faithfully

Registrar of Companies

Date Stamp of Companies
Registration Office

FORM CM 44

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 64) (Regulation 18(1))**ARTICLES OF ASSOCIATION
OF A COMPANY HAVING A SHARE CAPITAL
ADOPTING SCHEDULE 1**

Registration Number of Company

NAME OF COMPANY:

.....

SCHEDULE 1 - TABLE A/B*

- A. The articles of Table A/B* contained in Schedule 1 to the Companies Act, 2004, shall apply to the Company, subject to such additions, omissions and modifications as stated below.

ADDITIONS

- B. The following articles additional to that contained in Table A/B* are included:
- (a)
 - (b)
 - (c)

OMISSIONS

- C. The following articles contained in Table A/B* are omitted:
- (a)
 - (b)
 - (c)

MODIFICATIONS

- D. The following articles contained in Table A/B* are modified in the manner indicated:
- (a)
 - (b)
 - (c)

*Delete whichever is not applicable.

FORM CM 44A

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 64) (Regulation 18(2))**ARTICLES OF ASSOCIATION
OF A COMPANY HAVING A SHARE CAPITAL
NOT ADOPTING SCHEDULE 1**

Registration Number of Company

NAME OF COMPANY:

.....

- A. The articles of Table B contained in Schedule 1 to the Companies Act, 2004, shall not apply to the Company.
- B. The articles of the company are as follows:

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 64) (Regulation 18(3))

**ARTICLES OF ASSOCIATION
OF A COMPANY NOT HAVING SHARE CAPITAL
NOT ADOPTING SCHEDULE 1**

Registration Number of Company

NAME OF COMPANY:

.....

- A. The articles of Table A contained in Schedule 1 to the Companies Act, 2004, shall not apply to the Company.

- B. The articles of the company are as follows:

FORM CM 44C

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004

SIGNATORIES TO ARTICLES OF ASSOCIATION

(Section 64) (Regulation 18 (1), (2) and (3))

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
1. Full names Occupation Residential address Business address Postal address		1. Full names Occupation Residential address Business address Postal address	
2. Full names Occupation Residential address Business address Postal address		2. Full names Occupation Residential address Business address Postal address	
3. Full names Occupation Residential address Business address Postal address		3. Full names Occupation Residential address Business address Postal address	
4. Full names Occupation Residential address Business address Postal address		4. Full names Occupation Residential address Business address Postal address	

FORM CM 44C CONTINUED

SIGNATORIES TO ARTICLES OF ASSOCIATION

(Section 64) (Regulation 18 (1), (2) and (3))

Particulars of subscriber	Date and signature of subscriber	Particulars of witness	Date and signature of witness
5. Full Names Occupation Residential address Business address Postal address		5. Full Names Occupation Residential address Business address Postal address	
6. Full Names Occupation Residential address Business address Postal address		6. Full Names Occupation Residential address Business address Postal address	
7. Full names Occupation Residential address Business address Postal address		7. Full names Occupation Residential address Business address Postal address	

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 30(1)) (Regulation 13(1))

(to be lodged in duplicate)

**AMENDED CERTIFICATE OF INCORPORATION RELATING TO THE CONVERSION
OF ONE FORM OF COMPANY INTO ANOTHER TYPE OF COMPANY**

Registration Number of Company

This is to certify that _____

_____ which was registered on _____

has by SPECIAL RESOLUTION been converted from a _____

_____ into a _____

_____ and the name of the company is shown in my register as _____

with effect from the date of this certificate.

Signed and sealed at Windhoek, this _____ day of _____ of the year _____

Registrar of Companies

Seal of the Companies Registration Office

This certificate is not valid unless sealed by the Seal of the Companies Registration Office.

FORM CM 45 CONTINUED

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 30(1) (Regulation 13 (1)))

**APPLICATION TO REGISTER THE CONVERSION OF ONE TYPE
OR FORM OF COMPANY INTO ANOTHER TYPE
OR FORM OF COMPANY**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$40,00

Existing name of Company _____
which was registered on _____
has passed a SPECIAL RESOLUTION to converted itself from a _____
into a _____

The name by which the company will be know after the conversion will be _____

Date _____ Signature _____
Director/Manager/Secretary

Rubber stamp of company if any, or of secretaries

Postal address of Company _____

Perforated *(To be completed by company)*

Amended Certificate of Incorporation relating to conversion of one
type or form of Company into another type or form of Company dated
_____, herewith

Name of Company _____
Postal address _____

Registrar of Companies

Date stamp of companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 180) (Regulation 38(1))

(to be lodged in duplicate)

CERTIFICATE TO COMMENCE BUSINESS

Registration Number of Company

I hereby certify that

which was incorporated on the day of of the year, has complied with the requirements of section 180 of the Companies Act, 2004, and is with effect from this day entitled to commence business.

Signed and sealed at this day of of the year

.....
Registrar of Companies

Seal of the Companies Registration Office

This certificate is not valid unless sealed by the Seal of the Companies Registration Office.

FORM CM 46 CONTINUED

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 180) (Regulation 38(1))

APPLICATION FOR CERTIFICATE TO COMMENCE BUSINESS

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
**N\$60,00 plus annual
duty**

Name of Company:

.....

The Company which was incorporated on the day of
of the year applies for a certificate to commence business and attaches hereto
the documents prescribed by regulation 30.

The financial year of the Company ends on the each year.

Postal Address

Signature _____
Director/Secretary/Manager

Name in block capitals

Perforated (To be completed by company)

Certificate to commence business dated _____,
herewith
Name of Company

Postal address _____

Registrar of Companies

Date stamp of companies
Registration Office

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 180(3)) (Regulation 38 (1)(b))

**STATEMENT BY EACH DIRECTOR REGARDING
ADEQUACY OF CAPITAL OF COMPANY**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$25,00

Name of Company _____

Date of Registration _____

I, _____ of _____

declare that: _____
(provide residential address above)

- 1. I have consented to be and I am a director of the above mentioned company.
- 2.* The capital of the Company is adequate for the purposes of the company and its business.
- 3.* The capital of the company is inadequate for the purposes of the company and its business for the following reasons: _____

4.* Having regard to my statement in paragraph 3, the company is to be financed in the following manner and from the following sources: _____

Signed at _____ this _____ day of _____ of the year _____
in the presence of the witness whose signature appears below.

Director

Witness

Signature _____

Full Names _____

Occupation _____

Residential Address _____

Business Address _____

**Delete whichever is not applicable*

FORM CM 48

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 180(2)) (Regulation 38(1)(a))**AFFIDAVIT PURSUANT TO SECTION 180(2) OF THE ACT**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$25,00

Name of Company _____

Date of registration _____

I, _____ of _____

do hereby make oath/affirmation* and say:

1. I am a director/secretary* of the abovementioned company.
2. In my capacity as director/secretary* I have full access to the books and papers of the company.
- 3.* (a) Every director has paid to the company for each of the shares taken or contracted to be taken by him/her, and for which he/she is liable to pay in cash, the full subscription price.
- 3.* (b) No director of the company is, by its articles, required to hold any shares of the company to qualify to be a director.
4. Shares paid for in cash have been allotted to a total amount of not less than the minimum subscription stated in the prospectus to be N\$ _____ (repeat amount in words) N\$ _____.
5. No money is or may become repayable to applicants for any shares which have been offered to the public by reason of the refusal of an application for permission for the shares to be dealt in on a stock exchange or the dismissal of an appeal against such refusal.

Dated this _____ day of _____ of the year _____

Signature

I certify that the deponent acknowledges that he/she is fully conversant with and understands the contents of this affidavit.

Sworn to/affirmed* and signed before me at this _____ day of _____ of the year _____

Address of Commissioner of Oaths/Justice of the Peace*:

Commissioner of Oaths/Justice of the Peace*

*Delete whichever is not applicable.

FORM CM 49

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 328(2)) (Regulation 55(1)(g))*(to be lodged in duplicate)***CERTIFICATE OF REGISTRATION OF MEMORANDUM OF EXTERNAL COMPANY**

Registration Number of Company

I hereby certify that _____
which has been incorporated in _____
according to the laws of the _____
having lodged its memorandum with me, has this day been registered as an external company in the
Republic of Namibia.

Signed and sealed at _____ this _____ day of _____, of the year _____

Registrar of Companies

Seal of Companies Registration Office

This certificate is not valid unless sealed by the Seal of the Companies Registration Office.

FORM CM 49 CONTINUED

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 328(1)) (Regulation 55(1)(g))

**APPLICATION FOR THE REGISTRATION OF MEMORANDUM
OF EXTERNAL COMPANY**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$100,00 plus annual
duty under section 183

Name of Company _____
which has been incorporated in _____
according to the laws of the _____
requires registration as an external company in the Republic of Namibia.

The issued capital of the company is _____
which is the equivalent, at current rates of exchange to N\$ _____
The financial year of the Company ends on the _____ of each year.

The sole purpose for which the company is establishing a place of business in Namibia is to
establish a share office and/or a share registration office.*

**Delete if not applicable.*

Dated this day of of the year

.....
Signature of person acting on behalf of external Company

Particulars of person acting on behalf of external company for the purposes of its registration

Full names _____

Occupation _____

Business address _____

Postal Address _____

PART A

FORM CM 50

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 311(3)) (Regulation 50(3))

(to be lodged in duplicate)

**APPLICATION FOR PROVISIONAL ANNUAL FINANCIAL STATEMENTS
IN RESPECT OF A PRIVATE COMPANY**

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$40,00

Name of Company _____

Registered address	Postal address (if known)

Date of end of financial year _____

I, _____, of
(full names in block capitals)

Residential or business address	Postal address

am the holder of _____
(number) (class)
shares in the abovementioned company.

As at the date of this application the company has not issued its annual financial statements in terms of section 311(1) of the Act.

I request that provisional annual financial statements be made available for the following reasons:

(use separate sheets, if necessary)

Date _____ Signature _____

PARTB

FORM CM 50

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 311) (Regulation 50(3))

FOR USE BY THE REGISTRAR OF COMPANIES

The Directors,

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

Sir/Madam

The Registrar of Companies wishes to draw your attention to the request contained herein and to sections 311(2) and 315 of the Companies Act, 2004.

The Registrar of Companies is of the opinion that the applicant has shown good cause for his/her request.

Please arrange for provisional annual financial statements for the financial year which ended as shown on the reverse side of this form to be lodged with the Registrar of Companies within six weeks of the date of this notice.

If the annual financial statements have been issued, please return this notice to the Registrar of Companies showing the date on which such annual financial statements had been sent to members.

Yours faithfully

Registrar of Companies

Date Stamp of Companies
Registration Office

FORM CM 51

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Regulation 23)

**CERTIFICATION OF ADDITIONAL COPIES OF DOCUMENTS
LODGED FOR REGISTRATION**

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$5,00

I/We* _____
(Name of Company of Person)

require that the following/additional* copies of _____

be certified.

Date _____ Signature _____

A separate form is to be used for each copy to be certified.

** Delete whichever is not applicable*

FORM CM 52

REPUBLIC OF NAMIBIA

COMPANIES ACT, 2004
(Section 306(6)) (Regulation 50)

APPLICATION FOR EXEMPTION FROM LODGING ANNUAL FINANCIAL STATEMENTS IN RESPECT OF SUBSIDIARIES

Registration Number of Company

Revenue stamp or revenue franking machine impression N\$20,00

Name of holding company _____

<i>Names of subsidiaries (if any)</i>	<i>Registration Numbers</i>

Application is made by the abovementioned holding company to be exempted from lodging with the Registrar annual financial statements in respect of the abovementioned subsidiary private companies. The reasons for making the application are:

(Separate sheet may be used)

Perforated *(To be completed by company)*

Application to Registrar by company for exemption from lodging annual financial statements in respect of subsidiaries.

Dated _____

Name of company _____

Postal address _____

Approved
Not approved
Registrar of Companies
Date stamp of Companies Registration Office

If approved, the exemption is only valid for a period of two years from this date.

Not valid unless stamped by Registrar of Companies
