

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 14.1

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 14 of the Companies Regulations, 2011.
- A profit company may be incorporate by an organ of state, or by one or more persons. A non-profit company may be incorporated by an organ of state, a juristic person, or by three or more persons.
- To each of paragraphs 1, 2, 3, 6 and 7, you must select one option, by ticking the appropriate box.
- Annexure A must be completed and attached.
- Annexure B is required only if you tick the 3rd option at paragraph 6.
- Annexure C is required only if you tick the 2nd option at paragraph 7.
- The basic filing fee is R175 if the company's Memorandum of incorporation is in 15.1A or 15.1c, or R475 in any other case.
- An MOI in Form CoR 15.1A, 15.1B, 15.1C, 15.1D or 15.1E or unique to the company must be attached.
- A company is not registered until the Commission has issued a Registration Certificate in CoR 14.3.

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address

PO Box 429
Pretoria 0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Notice of Incorporation

Customer Code: (1) _____

From:

(2) (Name, address and identity or registration number of Incorporator)

(If there are multiple incorporators, each must be listed. Use a separate sheet :)

Name: _____

Address: _____

Identity/Reg No: _____

1. The incorporators have incorporated a juristic person to be registered as a:
- | | |
|---|--|
| <input type="checkbox"/> State Owned Company | <input type="checkbox"/> Public Company |
| <input type="checkbox"/> Personal Liability Company | <input type="checkbox"/> Private Company |
| <input type="checkbox"/> Non Profit Company | |

2. The incorporation of the company is to take effect on
- The date of the registration certificate is issued
- _____, if later than the registration date.

3. The company's first financial year will end on _____.

4. The company's registered office address is _____

5. There are (5) _____ initial directors of the company, as listed in Annexure A.

6. The company name is to be:
- The company's registration number, followed by the elements required by section 11 (3).
- The name currently reserved or registered under # _____ for use by _____
- The first of the names set out on annexure B that proves to be eligible, in terms of Regulation 14 (1) (b)(iii).

7. The company's Memorandum of Incorporation, attached in Form CoR _____ (indicate form number) or unique (tick if appropriate)
- has no provision of the type contemplated in section 15 (2) (b) or (c).
- has provisions of the type contemplated in section 15 (2) (b) or (c), as listed in Annexure C

I declare that the information in this application is true. If I am not the applicant, I declare that the Applicant has authorised me to make this application.

Signature (8)

Date (9)

For Commission Use only

Commission file number:

Date filed:

**Companies and Intellectual Property Commission
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Form CoR 14.1

Annexure A

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 14 of the Companies Regulation, 2011.
- Annexure A must be completed and attached to the Notice of Incorporation when it is filed.
- A public company, or a state owned company, must have at least 3 initial directors.
- A non-profit company must have at least 3 initial directors.
- A private company, or a personal liability company, must have at least 1 initial director.
- A company is not registered until the Commission has issued a Registration Certificate in Form CoR 14.3

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**Notice of Incorporation
Initial Directors of the Company (10)**

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

Full name / former name, if any: _____

Identity number: _____

Nationality: _____

Passport number, if not South African: _____

Date of appointment: _____

Designation in the company: _____

Residential address: _____

Business address: _____

Postal address: _____

Occupation: _____

South African resident: _____ (Yes) _____ (No)

(11)

**For Commission
Use only**

Commission file number:

Date filed:

**Companies and Intellectual Property Commission
Republic of South Africa**

Form CoR 14.1

Annexure B

- This form is issued in terms of section 13 of the Companies Act, 2008 and Regulation 14 of the Companies Regulation, 2011.
- Annexure B must be completed and attached to the Notice of Incorporation when it is filed only if the incorporators have chosen the third option at paragraph 6 of the Notice.
- You may list up to 4 alternative names, which will be considered for use in the listed order. Only one name will be assigned to the company. This form is not an application to serve the names for further use. Any name listed on this form that is not assigned to the company will be disregarded.
- Every word of each proposed name must be expressed using the alphabet that is commonly used for writing in an official language of the Republic, and any number, other than a date, must be expressed in words, or Roman or Arabic numerals.
- A company is not registered until the Commission has issued a Registration Certificate in Form Cor 14.3

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**Notice of Incorporation
Alternative Names for the Company (12)**

The incorporators confirm that each person named below has consented to being appointed in terms of section 66 (7) (b) as a director of the company, whose Memorandum of Incorporation is attached.

The incorporators request the commission to assign to the company the first eligible name from the following:

(insert the proposed name or names in the order you wish them to be considered by the Commission)

1. _____
2. _____
3. _____
4. _____

1. Does any proposed name-
2.
 - (a) Include any word in a language that is not an official language of the Republic?
 - (b) Include any word, number or other element that constitutes a registered trade mark, mark in respect of which an application for registration has been filed in the Republic, or a well-known trade mark as contemplated in section 35 of the trade marks Act, 1993?
 - (c) Fall within the category of names registered in terms of section 11 (2) (c) of the Companies Act, or Regulation 8 (5)?
3. Is any proposed name similar to that of another company, close corporation or co-operative?

If the answer to any question above is "Yes", please attach a separate sheet setting out the information or satisfactory evidence required by Regulation 8 (3) to (6), as applicable, with respect to each name.

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EXPLANATORY NOTES FOR LONG STANDARD PROFIT COMPANY– CoR15.1B

The explanatory notes is not a complete guide on how to complete the indicated documents but to provide guidance as to what must done and filed. Further, these explanatory notes are based on draft forms and regulations. Therefore, the CIPC is not liable for any error or misrepresentation made in these explanatory notes and subsequent loss or damage suffered by any party.

(1) Customer Code (CoR14.1)

Valid customer must be used and must be the same as the customer code under which the name reservation was approved (if applicable).

If applicant for incorporation documents are not the same as the applicant of the name reservation then a Transfer of Name using form CoR11.1 must be filed and processed to change the applicant of the name reservation.

(2) Incorporators (CoR14.1 and CoR15.1)

The incorporators' detail must be provided and must be the same as on the relevant CoR15.1.

Incorporators may either be natural or juristic persons.

Incorporators are regarded as the first directors of the company and will be disclosed as the directors in the absence of a CoR14.1 Annexure A being filed. The filing of CoR14.1 Annexure A at incorporation is advised, even if same as incorporators. This will ensure that the CIPC has all relevant information of the directors.

In the instance where the incorporators are juristic, the CoR14.1 Annexure A may be filed at incorporation (advisable) or a CoR39 must be filed within 40 business days after incorporation.

In the instance where the minimum number of directors are indicated as more than 1 on the Memorandum of Incorporation, and the number of natural incorporators' are below such number, the CoR14.1 Annexure A (advisable) may be filed with incorporation or a CoR39 must be filed within 40 business days after incorporation.

At the address field the postal address of the incorporator and his/her/its e-mail address or cell phone number must be provided.

(3) Type of companies (CoR14.1)

Indicate the type of company that must be incorporated. The type indicated may only be:

- Private company
- Personal liability company
- State owned company
- Public company

(4) Registered Office (CoR14.1)

Both the registered physical and postal addresses must be provided. The postal address is used for registered mail and normal mail and the physical address is used for the service of legal proceedings and notices.

(5) Initial directors (CoR14.1)

The number of initial directors must be provided and the number of initial directors must correspond with the number of directors provided on CoR14.1 Annexure A but may not be less than the minimum required by the Companies Act, 2008

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(Refer to General below). CoR14.1Annexure A is not mandatory but if the number and detail of initial directors are not the same as incorporators then a CoR39 must be filed within 40 business days of incorporation.

In the instances where the CoR14.1Annexure A is not filed at incorporation and the incorporators will be the first directors, the initial directors must be indicated as 0 (zero).

It is advisory to file the CoR14.1 Annexure A even if the incorporators will be the same as the initial directors.

A minor may not be a director of a company.

For further notes refer to paragraph 2 above.

(6) Company Name (CoR14.1)

Either one of the 3 options must be selected.

Option 1: If the company's name is to be the same as its registration number

- The CoR14.1Annexure B must not be filed

Option 2: If valid name reservation

- Name reservation must be attached that is valid
- Tracking / reservation number must be indicated

Option 3: If no valid name reservation and incorporators elect to apply for a name reservation with the incorporation documents

- CoR14.1Annexure B must be filed with the incorporation documents
- CoR14.1Annexure B will be forwarded to the name reservation section for reservation while registration of company continues at new companies section. If name is rejected or company is incorporated before name is reserved, the registration certificate will reflect the registration number of the company as its name.
- If name is rejected, the incorporators may apply for a new name reservation and follow the procedure of change of name on a CoR15.2.
- If company is incorporated before name reservation is done and a name is reserved on the CoR14.1Annexure B, the registration certificate will be reissued under the reserved name.

(7) Ring Fencing conditions (CoR14.1)

If ring fencing conditions are applicable, option 2 must be selected and CoR14.1Annexure C must be attached.

(8) Signature (CoR14.1)

May either be the signature of the customer, incorporator, initial director or authorised representative. If customer, juristic incorporator or authorized representative a power of attorney must be attached.

(9) Date (CoR14.1)

Date of signing the CoR14.1.

(10) CoR14.1AnnexureA (optional)

CoR14.1AnnexureA may be lodged:

- If the initial directors are not the incorporators

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

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- If some of the incorporators are juristic persons and the number of natural juristic persons does not respond to the indication of the number of initial directors (note 5). Incorporators are regarded as the first directors but directors may only be natural persons.

For further notes refer to paragraph 2 and 5 above.

(11) CoR14.1AnnexureA

E-mail address of directors is mandatory and therefore such must be provided although form does not make provision for it. Refer to practice note.

(12) CoR14.1AnnexureB (optional)

Option 3 must have been selected under paragraph 6 of CoR14.1.

The normal name reservation requirements are applicable and are processed separately from the incorporation documents. Refer to comments under note 6.

(13) CoR14.1 Annexure C (Optional)

Must only be filed if option 2 under paragraph 7 of CoR14.1 is selected.

The article number within the Memorandum and the purpose of the condition/restriction/limitation must be provided. Further, the article as contained within the Memorandum must be provided.

(14) CoR14.1AnnexureD (optional)

May be filed if the company is either mandated (public or state owned company) or elected (private, personal liability) to appoint an auditor, company secretary and/or audit committee members. If not submitted at incorporation, CoR44 must be lodged within 40 business days after date of incorporation.

(15) and (16) CoR14.1AnnexureD

The following information must be provided:

If auditor, the name of the auditor (if natural person the surname), postal address, e-mail address or cell phone number and practice number (not identity or registration number)

If company secretary, the name of the company secretary (if natural person the surname), postal address, e-mail address or cell phone number, identity number (if natural) or registration number (if juristic)

If audit committee member, the name and surname of audit committee member, postal address, e-mail address or cell phone number and identity number

(17) CoR14.1AnnexureD

Must indicate the office to which a person is appointed (Auditor, company secretary and/or audit committee member)

(18) Number of directors (CoR15.1B)

This is the minimum number of directors the company elect to have that may not be less than the minimum requirements as per the Companies Act, 2008.

If minimum number indicated are more than what the Companies Act, 2008 requires than the company must have that minimum number of directors appointed at any given time until Mol is amended to indicated a new minimum number on CoR15.2.

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(19) Number of alternate directors (CoR15.1B)

This is the minimum number of alternate directors the company elect to have and the company may never have less than the indicated number unless such is amended on CoR15.2.

(20) Incorporators (CoR15.1B)

Information provided must respond to the indicated incorporators on the CoR14.1.

Each incorporators or its representative must sign. If representative signs on behalf of a natural incorporator or juristic incorporator a power of attorney must be attached.

General:

A director may not be the auditor or audit committee member (different types of directors)

Minimum number of incorporators:

- Profit companies – 1
- Non profit companies – 3

Minimum number of directors:

- If private company – 1 natural person
- If personal liability company – 1 natural person
- If state owned company – 3 natural persons
- If public company – 3 natural persons
- If non profit company – 3 natural person

Minimum number of auditors, company secretary or audit committee members

- If private company – not required but optional
- If personal liability company – not required but optional
- If state owned company – 1 auditor, 1 company secretary and 3 audit committee members
- If public company – 1 auditor, 1 company secretary and 3 audit committee members
- If non profit company – not required but optional

If private, personal liability or non profit company elected to appoint auditor, company secretary and/or audit committee members it must adhere to the requirements for such appointment.

If incorporation documents are filed electronically the following documents must be printed, signed and filed manually with CIPC either via post or hand:

- CoR14.1
- CoR14.1 Annexure A (if applicable)
- CoR14.1 Annexure B (if applicable)
- CoR14.1 Annexure C (if applicable)
- CoR14.1 Annexure D (if applicable)

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- CoR15.1B (duly signed) including the Memorandum section in terms of which the relevant conditions were selected or own Memorandum that complies with the requirements of the Companies Act, 2008
 - Certified passport copies (if foreign national) or certified ID copies (if South African) of all indicated initial directors and incorporators
 - Certified ID copy of applicant if not the same as one of the indicated initial directors or incorporators
 - If an incorporator is a juristic person then a power of attorney (mandate/resolution) for the representative authorised by such juristic person to incorporate the company and sign all related documents
 - If another person incorporates the company and sign all related documents to the incorporation on behalf of any or all of the incorporators and initial directors, a power of attorney and certified ID copy of such person is required
 - If a name was reserved before filing of incorporation documents, then the valid name reservation
 - Letter from the FSB or similar body (if required)

If incorporation documents are filed manually the following documents must be completed, signed and filed manually with CIPC either via post or hand:

- CoR14.1
- CoR14.1 Annexure A (if applicable)
- CoR14.1 Annexure B (if applicable)
- CoR14.1 Annexure C (if applicable)
- CoR14.1 Annexure D (if applicable)
- CoR15.1B (duly signed) including the Memorandum section in terms of which the relevant conditions were selected or own Memorandum that complies with the requirements of the Companies Act, 2008
- Certified passport copies (if foreign national) or certified ID copies (if South African) of all indicated initial directors and incorporators
- Certified ID copy of applicant if not the same as one of the indicated initial directors or incorporators
- If an incorporator is a juristic person then a power of attorney (mandate/resolution) for the representative authorised by such juristic person to incorporate the company and sign all related documents
- If another person incorporates the company and sign all related documents to the incorporation on behalf of any or all of the incorporators and initial directors, a power of attorney and certified ID copy of such person is required
- If a name was reserved before filing of incorporation documents, then the valid name reservation
- Letter from the FSB or similar body (if required)

(No Accounting Officer letter is required to be filed with incorporation documents since there is only a duty on the company to appoint a person to conduct an independent review of the financial statements as per Section 30 of the Companies Act, 2008 and Regulation 29 of the Companies Regulations, 2010)

Compiled by CKlokow

Version1.1