



STAATSKOERANT

VAN DIE REPUBLIEK VAN SUID-AFRIKA

REPUBLIC OF SOUTH AFRICA

GOVERNMENT GAZETTE

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KANTOOR VAN DIE EERSTE MINISTER

No. 451.

17 Maart 1982.

Hierby word bekend gemaak dat die Staatspresident sy goedkeuring gegee het aan die onderstaande Wet wat hierby ter algemene inligting gepubliseer word:—

No. 29 van 1982: Maatskappywysigingswet, 1982.

OFFICE OF THE PRIME MINISTER

No. 451.

17 March 1982.

It is hereby notified that the State President has assented to the following Act which is hereby published for general information:—

No. 29 of 1982: Companies Amendment Act, 1982.

Wet No. 29, 1982

MAATSKAPPYWYSIGINGSWET, 1982

ALGEMENE VERDUIDELIKENDE NOTA:

[] Woorde in vet druk tussen vierkantige hake dui skrappings uit bestaande verordenings aan.

Woorde met 'n volstreep daaronder, dui invoegings in bestaande verordenings aan.

WET

Tot wysiging van die Maatskappywet, 1973, ten einde die Registrateur van Maatskappye te magtig om sekere serti-fikate en sekere afskrifte van en uittreksels uit dokumente sonder betaling van die voorgeskrewe gelde vir sekere navorsingsdoeleindes te verskaf; die basiese bedrag van die geld vir die registrasie van 'n maatskappy te verhoog; die tydperk te verkort waarbinne die versuim van 'n maatskappy om 'n jaarlikse opgawe by genoemde Registrateur in te dien, tot die deregistrasie van daardie maatskappy kan lei; verdere voorsiening te maak aangaande die formaliteite vir die oordrag van genoteerde effekte; ander voorsiening te maak betreffende die tyd vir die indiening by genoemde Registrateur van maatskappye en buitelandse maatskappye se jaarlikse opgawes; ander voorsiening te maak betreffende die betaling van jaargeld deur maatskappye en buitelandse maatskappye; ander voorsiening te maak betreffende die bykomende gelde wat ten opsigte van die laat indiening van opgawes en ander dokumente en die laat betaling van jaargeld, deur maatskappye en buitelandse maatskappye betaal moet word; en die tydperk waarbinne 'n maatskappy na afloop van elke boekjaar 'n algemene jaarvergadering moet hou, te verleng; en om voorsiening te maak vir aangeleenthede wat daarmee in verband staan.

(Engelse teks deur die Staatspresident geteken.)
(Goedgekeur op 25 Februarie 1982.)

DAAR WORD BEPAAL deur die Staatspresident en die Volksraad van die Republiek van Suid-Afrika, soos volg:—

Wysiging van artikel 1 van Wet 61 van 1973, soos gewysig deur artikel 1 van Wet 76 van 1974, artikel 1 van Wet 64 van 1977, artikel 26 van Proklamasie 234 van 1978, artikel 1 van Wet 84 van 1980 en artikel 1 van Wet 83 van 1981.

1. Artikel 1 van die Maatskappywet, 1973 (hieronder die Hoofwet genoem), word hierby gewysig deur in subartikel (1) die volgende omskrywings na die omskrywing van „houermaatskappy” in te voeg: 5

„jaargeld” die jaargeld in artikel 174 bedoel;
„jaarlikse opgawe” die opgawe in artikel 173 bedoel;”.

Wysiging van artikel 9 van Wet 61 van 1973, soos gewysig deur artikel 1 van Wet 59 van 1978.

2. Artikel 9 van die Hoofwet word hierby gewysig deur subartikel (3) deur die volgende subartikel te vervang: 10
„(3) Indien die Registrateur oortuig is dat insae of 'n sertifikaat, afskrif of uittreksel aangevra word vir die doeleindes van navorsing deur of onder beheer van 'n inrigting vir hoër onderwys, kan hy sodanige insae toelaat, of so 'n sertifikaat, afskrif of uittreksel verskaf, sonder 15
betaling van bedoelde gelde.”.

COMPANIES AMENDMENT ACT, 1982

Act No. 29, 1982

GENERAL EXPLANATORY NOTE:

[] Words in bold type in square brackets indicate omissions from existing enactments.

 Words underlined with solid line indicate insertions in existing enactments.

ACT

To amend the Companies Act, 1973, so as to enable the Registrar of Companies to furnish certain certificates and certain copies of and extracts from documents for certain research purposes without payment of the prescribed fees; to increase the basic amount of the fee for the registration of a company; to shorten the period within which the failure of a company to lodge an annual return with the said Registrar may lead to the deregistration of that company; to make further provision relating to the formalities for the transfer of listed securities; to make other provision regarding the time for the lodgment with the said Registrar of companies' and external companies' annual returns; to make other provision regarding the payment of annual duty by companies and external companies; to make other provision regarding the additional fees payable by companies and external companies in respect of the late lodgment of returns and other documents and the late payment of annual duty; and to extend the period within which a company shall hold an annual general meeting after the end of every financial year; and to provide for matters connected therewith.

(English text signed by the State President.)
(Assented to 25 February 1982.)

BE IT ENACTED by the State President and the House of Assembly of the Republic of South Africa, as follows:—

1. Section 1 of the Companies Act, 1973 (hereinafter referred to as the principal Act), is hereby amended by the insertion in subsection (1) after the definition of "accounting records" of the following definitions:

“‘annual duty’ means the annual duty referred to in section 174;

“‘annual return’ means the return referred to in section 173;”.

Amendment of section 1 of Act 61 of 1973, as amended by section 1 of Act 76 of 1974, section 1 of Act 64 of 1977, section 26 of Proclamation 234 of 1978, section 1 of Act 84 of 1980 and section 1 of Act 83 of 1981.

2. Section 9 of the principal Act is hereby amended by the substitution for subsection (3) of the following subsection:

“(3) If the Registrar is satisfied that any inspection, certificate, copy or extract is required for the purposes of research by or under the control of an institution for higher education, he may permit such inspection, or furnish such a certificate or copy or such an extract, without payment of such fees.”.

Amendment of section 9 of Act 61 of 1973, as amended by section 1 of Act 59 of 1978.

Wet No. 29, 1982

MAATSKAPPYWYSIGINGSWET, 1982

Wysiging van
artikel 63 van
Wet 61 van 1973,
soos gewysig deur
artikel 4 van
Wet 76 van 1974.

3. (1) Artikel 63 van die Hoofwet word hierby gewysig—
(a) deur in subartikel (2) die woorde wat paragraaf (a) voorafgaan deur die volgende woorde te vervang:
„Die geld vir die registrasie van 'n maatskappy is 'n basiese bedrag van **[vyftien]** vyftig rand en 'n 5 bykomende geld bereken teen die skaal van—”;
en
(b) deur die voorbehoudsbepaling by subartikel (2) te skrap.
(2) Subartikel (1) tree op 1 April 1982 in werking en die wysiging daardeur aangebring, is van toepassing in elke geval waar 'n akte en statute op of na daardie datum ooreenkomstig artikel 63 (1) van die Hoofwet by die Registrateur van Maatskappye vir registrasie ingedien word.

Wysiging van
artikel 73 van
Wet 61 van 1973,
soos gewysig deur
artikel 5 van
Wet 59 van 1978.

4. (1) Artikel 73 van die Hoofwet word hierby gewysig deur subartikel (1) deur die volgende subartikel te vervang:
„(1) Wanneer 'n maatskappy vir 'n tydperk van meer as **[twee jaar]** ses maande versuim het om ter nakoming van die bepalings van artikel 173 'n jaarlikse opgawe by die Registrateur in te dien of die Registrateur redelike gronde 20 het om te glo dat 'n maatskappy nie besigheid dryf of nie in werking is nie, stuur hy ooreenkomstig subartikel (7) 'n brief per gesertifiseerde pos aan die maatskappy waarin hy verneem of die maatskappy besigheid dryf of in werking is.”.
(2) (a) Behoudens die bepalings van paragraaf (b) tree subartikel (1) op 1 Januarie 1983 in werking.
(b) Enige stappe wat voor die inwerkingtreding van subartikel (1) van hierdie artikel deur die Registrateur van Maatskappye kragtens artikel 73 van die Hoofwet 30 gedoen is, bly van krag en kan voortgesit word asof genoemde subartikel (1) nie in werking getree het nie.

Wysiging van
artikel 135 van
Wet 61 van 1973,
soos gewysig deur
artikel 7 van
Wet 76 van 1974.

5. Artikel 135 van die Hoofwet word hierby gewysig deur paragraaf (i) van die voorbehoudsbepaling by subartikel (1) (b) 35 deur die volgende paragraaf te vervang:
„(i) so 'n makelaarsoordragvorm opgestel moet word—
(aa) deur 'n effektemakelaar soos omskryf in artikel 1 van die Wet op Beheer van Effektebeurse, 1947 (Wet No. 7 van 1947); of
(bb) deur 'n bankinstelling wat anders as voorlopig 40 kragtens die Bankwet, 1965 (Wet No. 23 van 1965), geregistreer is en wat skriftelik deur die Registrateur daartoe gemagtig is, by 'n tak daarvan deur die Registrateur aangewys,
en **[sy]** die handtekening van die betrokke effekte- 45 makelaar of van iemand wat in diens van die betrokke bankinstelling is of 'n gemagtigde faksimilee **[daarvan]** van daardie handtekening moet bevat.”.

Wysiging van
artikel 172 van
Wet 61 van 1973,
soos gewysig deur
artikel 9 van
Wet 76 van 1974
en artikel 9 van
Wet 59 van 1978.

6. (1) Artikel 172 van die Hoofwet word hierby gewysig—
(a) deur in subartikel (2) die woorde wat op paragraaf (c) 50 volg deur die volgende woorde te vervang:
„en vergesel van die opgawe voorgeskryf deur artikel 216 (2) **[en bewys van betaling van die jaargeld bedoel in artikel 174]**.”; en
(b) deur paragraaf (c) van subartikel (3) te skrap.
(2) (a) Behoudens die bepalings van paragraaf (b) tree subartikel (1) op 1 April 1982 in werking.
(b) Die bepalings van artikel 172 van die Hoofwet soos dit bestaan het onmiddellik voor die inwerkingtreding van subartikel (1) van hierdie artikel, bly van krag in die 60 geval van elke maatskappy met 'n aandeelkapitaal, ingelyf voor genoemde inwerkingtreding, en ten opsigte waarvan daar by daardie inwerkingtreding nog nie kragtens genoemde artikel 172 'n sertifikaat om met besigheid te begin, uitgereik is nie. 65

COMPANIES AMENDMENT ACT, 1982

Act No. 29, 1982

3. (1) Section 63 of the principal Act is hereby amended—
- (a) by the substitution in subsection (2) for the words preceding paragraph (a) of the following words:
- “The fee for the registration of a company shall be a basic amount of **[fifteen]** fifty rand and an additional fee calculated at the rate of—”; and
- (b) by the deletion of the proviso to subsection (2).
- (2) Subsection (1) shall come into operation on 1 April 1982 and the amendment effected thereby shall apply in every case where a memorandum and articles are on or after that date lodged for registration with the Registrar of Companies in accordance with section 63 (1) of the principal Act.
- Amendment of section 63 of Act 61 of 1973, as amended by section 4 of Act 76 of 1974.
4. (1) Section 73 of the principal Act is hereby amended by the substitution for subsection (1) of the following subsection:
- “(1) If a company has failed, for a period of more than **[two years]** six months, to lodge with the Registrar an annual return in compliance with the provisions of section 173 or when the Registrar has reasonable cause to believe that a company is not carrying on business or is not in operation, he shall, in accordance with subsection (7), send to the company by certified post a letter enquiring whether it is carrying on business or is in operation.”
- (2) (a) Subject to the provisions of paragraph (b), subsection (1) shall come into operation on 1 January 1983.
- (b) Any steps taken under section 73 of the principal Act by the Registrar of Companies before the commencement of subsection (1) shall remain of force and effect and may be continued as if the said subsection (1) did not come into operation.
- Amendment of section 73 of Act 61 of 1973, as amended by section 5 of Act 59 of 1978.
5. Section 135 of the principal Act is hereby amended by the substitution for paragraph (i) of the proviso to subsection (1) (b) of the following paragraph:
- “(i) such broker's transfer form shall be prepared—
- (aa) by a stock-broker as defined in section 1 of the Stock Exchanges Control Act, 1947 (Act No. 7 of 1947); or
- (bb) by a banking institution registered otherwise than provisionally under the Banks Act, 1965 (Act No. 23 of 1965), and authorized thereto in writing by the Registrar, at a branch thereof designated by the Registrar,
- and shall bear **[his]** the signature of the stock-broker concerned or of a person in the service of the banking institution concerned or an authorized facsimile **[thereof]** of that signature;”
- Amendment of section 135 of Act 61 of 1973, as amended by section 7 of Act 76 of 1974.
6. (1) Section 172 of the principal Act is hereby amended—
- (a) by the substitution in subsection (2) for the words following upon paragraph (c) of the following words:
- “and accompanied by the return prescribed by section 216 (2) **[and proof of payment of the annual duty referred to in section 174]**.”; and
- (b) by the deletion of paragraph (c) of subsection (3).
- (2) (a) Subject to the provisions of paragraph (b), subsection (1) shall come into operation on 1 April 1982.
- (b) The provisions of section 172 of the principal Act as they existed immediately prior to the commencement of subsection (1) of this section, shall remain of force and effect in the case of every company having a share capital, incorporated before the said commencement, and in respect of which a certificate to commence business has at that commencement not yet been issued under the said section 172.
- Amendment of section 172 of Act 61 of 1973, as amended by section 9 of Act 76 of 1974 and section 9 of Act 59 of 1978.

Wet No. 29, 1982

MAATSKAPPYWYSIGINGSWET, 1982

Wysiging van
artikel 173 van
Wet 61 van 1973,
soos gewysig deur
artikel 13 van
Wet 111 van 1976,
artikel 13 van
Wet 64 van 1977
en artikel 21 van
Wet 114 van 1977.

7. (1) Artikel 173 van die Hoofwet word hierby gewysig—
- (a) deur subartikel (1) deur die volgende subartikel te vervang:
- „(1) Elke maatskappy **[met 'n aandelekapitaal]**, uitgesonderd 'n maatskappy wat ingevolge die een of ander wet vrygestel is van die betaling van jaargeld, moet nie later nie as **[een maand na die einde van sy boekjaar, en waar 'n boekjaar verander word, ook nie later nie as een maand na die einde van daardie boekjaar]** die einde van die maand wat volg op die maand waarin die verjaring van die datum van sy inlywing plaasvind, by die Registrateur 'n opgawe in die voorgeskrewe vorm indien **[waarin die besonderhede wat die Minister by regulasie voorgeskryf het, met betrekking tot die maatskappy soos op die datum van die einde van sy boekjaar gespesifiseer word]**: Met dien verstande dat indien die Registrateur so 'n maatskappy skriftelik meedeel dat die datum van sy inlywing nie uit die dokumente in die Registrasiekantoor vir Maatskappye vasgestel kan word nie, die datum van sodanige verjaring by die toepassing van hierdie artikel geag word 30 Junie te wees.”; en
- (b) deur subartikels (2), (3), (4) en (5) te skrap.
- (2) (a) Behoudens die bepalings van paragrawe (b) en (c) tree subartikel (1) op 1 April 1982 in werking.
- (b) By die toepassing van artikel 173 van die Hoofwet soos deur subartikel (1) van hierdie artikel gewysig, word die maand Julie geag die maand in 1982 te wees waarin die verjaring plaasvind van die datum van inlywing van 'n maatskappy met 'n boekjaar wat op of na 1 April 1982 maar nie later nie as 30 November 1982 eindig.
- (c) 'n Maatskappy waarvan die boekjaar eindig of geëindig het op 'n datum gedurende die vier maande wat 1 April 1982 onmiddellik voorafgaan, moet sy eerste jaarlikse opgawe ter nakoming van genoemde artikel 173, soos aldus gewysig, op die toepaslike tyd na 30 November 1982 indien.

Vervanging van
artikel 174 van
Wet 61 van 1973,
soos gewysig deur
artikel 10 van
Wet 76 van 1974,
artikel 22 van
Wet 114 van 1977,
artikel 10 van
Wet 59 van 1978
en artikel 10 van
Wet 99 van 1981.

8. (1) Artikel 174 van die Hoofwet word hierby deur die volgende artikel vervang:

„Jaargeld.

174. (1) Behoudens die bepalings van subartikel

(3) moet elke maatskappy jaargeld van tagtig rand of die ander jaargeld wat by regulasie voorgeskryf word aan die Registrateur betaal.

(2) Die eerste betaling van jaargeld word ge-

doen—

(a) in die geval van 'n maatskappy wat nie 'n buitelandse maatskappy is nie, by indiening ingevolge artikel 63 (1) by die Registrateur van die betrokke akte en statute vir registrasie; en

(b) in die geval van 'n buitelandse maatskappy, by indiening ingevolge artikel 322 (1) by die Registrateur van 'n gesertifiseerde afskrif van sy akte vir registrasie,

en daarna by indiening by die Registrateur van die jaarlikse opgawe van die betrokke maatskappy.

(3) Die bepalings van subartikel (1) is nie van toepassing nie ten opsigte van—

(a) 'n maatskappy wat ingevolge die een of ander wet van die betaling van jaargeld vrygestel is;

(b) 'n vereniging sonder winsoogmerk ingelyf kragtens artikel 21; en

(c) 'n buitelandse maatskappy wat 'n vasgestelde internasionale lugvervoerdiens bedryf as die aangewese vervoerder van 'n ander staat ingevolge 'n ooreenkoms tussen die Regering van die Republiek en die regering van daardie staat.

COMPANIES AMENDMENT ACT, 1982

Act No. 29, 1982

7. (1) Section 173 of the principal Act is hereby amended—
 (a) by the substitution for subsection (1) of the following subsection:

Amendment of section 173 of Act 61 of 1973, as amended by section 13 of Act 111 of 1976, section 13 of Act 64 of 1977 and section 21 of Act 114 of 1977.

5 “(1) Every company **[having a share capital], other**
 than a company exempted in terms of any law from the
 payment of annual duty, shall not later than **[one**
 10 **month after the end of its financial year, and, where**
 any financial year is changed, also not later than **one**
 month after the end of that financial year] the end of
 the month following upon the month within which the
 anniversary of the date of its incorporation occurs,
 lodge with the Registrar a return in the prescribed
 form **[specifying the particulars prescribed by the**
 15 **Minister by regulation, in regard to the company as at**
 the date of the end of its financial year]: Provided that
 if the Registrar notifies such a company in writing that
 the date of its incorporation cannot be established
 from the documents in the Companies Registration
 Office, the date of such anniversary shall for the
 20 purposes of this section be deemed to be 30 June.”;
 and

- (b) by the deletion of subsections (2), (3), (4) and (5).
 (2) (a) Subject to the provisions of paragraphs (b) and (c),
 25 subsection (1) shall come into operation on 1 April
 1982.
 (b) For the purposes of section 173 of the principal Act as
 amended by subsection (1) of this section, the month
 of July shall be deemed to be the month in 1982
 30 within which the anniversary occurs of the date of
 incorporation of a company having a financial year
 ending upon or after 1 April 1982 but not later than 30
 November 1982.
 (c) Any company whose financial year ends or has ended
 35 on any date during the four months immediately
 preceding 1 April 1982, shall lodge its first annual
 return in compliance with the said section 173, as so
 amended, at the appropriate time after 30 November
 1982.

8. (1) The following section is hereby substituted for section
 40 174 of the principal Act:

Substitution of section 174 of Act 61 of 1973, as amended by section 10 of Act 76 of 1974, section 22 of Act 114 of 1977, section 10 of Act 59 of 1978 and section 10 of Act 99 of 1981.

- “Annual
 duty.” **174. (1) Subject to the provisions of subsection**
 (3), every company shall pay to the Registrar annual
 duty of eighty rand or such other annual duty as may
 be prescribed by regulation.
 45 (2) The first payment of annual duty shall be
 effected—
 (a) in the case of a company not being an external
 company, upon lodgment in terms of section 63
 50 (1) with the Registrar of the memorandum and
 articles concerned for registration; and
 (b) in the case of an external company, upon
 lodgment in terms of section 322 (1) with the
 Registrar of a certified copy of its memorandum
 for registration,
 55 and thereafter upon lodgment with the Registrar of
 the annual return of the company concerned.
 (3) The provisions of subsection (1) shall not
 apply in respect of—
 (a) a company which is in terms of any law exempt
 60 from the payment of annual duty;
 (b) an association not for gain incorporated under
 section 21; and
 (c) an external company operating a scheduled
 65 international air transport service as the desig-
 nated carrier of another state in terms of an
 agreement between the Government of the
 Republic and the government of that state.

(4) Vanaf die datum waarop die Hof 'n bevel gee vir die likwidasië van 'n maatskappy wat jaargeld moet betaal of 'n spesiale besluit om so 'n maatskappy te likwideer ingevolge artikel 200 geregistreer word of so 'n maatskappy gederegistreer word, is jaargeld wat onmiddellik voor daardie datum deur so 'n maatskappy verskuldig was, nie verhaalbaar nie: Met dien verstande dat indien genoemde bevel ophef of nietig verklaar word, of die Hof te eniger tyd alle verrigtinge in verband met die likwidasië van die betrokke maatskappy ophef of 'n bevel gee waarby verklaar word dat die ontbinding van die betrokke maatskappy nietig is of vir die herstel van die registrasie van die betrokke maatskappy, of, in die geval waar die betrokke maatskappy 'n buitelandse maatskappy is, daardie maatskappy weer 'n besigheidsplek in die Republiek vestig, na gelang van die geval, daardie maatskappy, behoudens die bepalinge van subartikel (5), binne een-en-twintig dae daarna die volle jaargeld wat aldus verskuldig was of dié deel daarvan wat die Hof gelas, moet betaal.

(5) Behoudens die bepalinge van subartikel (6) is subartikel (1) nie van toepassing ten opsigte van 'n maatskappy terwyl dit gelikwideer word nie.

(6) Indien 'n likwidasiëbevel ophef of nietig verklaar word of die Hof te eniger tyd alle verrigtinge in verband met die likwidasië van 'n maatskappy ophef of 'n bevel gee waarby verklaar word dat die ontbinding van 'n maatskappy nietig is of vir die herstel van die registrasie van 'n gederegistreeerde maatskappy, kan die Hof gelas dat jaargeld of dié deel daarvan wat die Hof billik ag deur die betrokke maatskappy betaal moet word ten opsigte van elke jaar waartydens die maatskappy in likwidasië was of ontbind of gederegistreer was, en daardie maatskappy moet sodanige jaargeld of deel daarvan binne een-en-twintig dae daarna betaal.

(7) 'n Maatskappy wat versuim om jaargeld wat deur hom betaalbaar is ten volle te betaal binne die tydperk deur subartikel (2), (4) of (6) voorgeskryf, is aanspreeklik vir die betaling van die bykomende gelde deur artikel 178 voorgeskryf.

(8) By die toepassing van hierdie artikel beteken „maatskappy” ook „'n buitelandse maatskappy.”.

- (2) (a) Behoudens die bepalinge van paragrawe (b) en (c) tree subartikel (1) op 1 April 1982 in werking.
- (b) Die bepalinge van subartikel (1) (a) van artikel 174 van die Hoofwet soos dit bestaan het onmiddellik voor die inwerkingtreding van subartikel (1) van hierdie artikel, 50 bly van krag in die geval van elke maatskappy met 'n aandelekapitaal, ingelyf voor genoemde inwerkingtreding, en ten opsigte waarvan daar by daardie inwerkingtreding nog nie kragtens artikel 172 van die Hoofwet 'n sertifikaat om met besigheid te begin, uitgereik 55 is nie.
- (c) Die Registrateur van Maatskappye kan, op skriftelike aansoek van 'n maatskappy wat beoog word in artikel 7 (2) (b) van hierdie Wet of daardie artikel soos deur artikel 14 (2) (b) van hierdie Wet toegepas en wat 60 jaargeld moet betaal, om redes wat in die betrokke aansoek vermeld en deur hom as genoegsaam beskou word, daardie maatskappy vrystel van die betaling van bykomende gelde deur artikel 178 voorgeskryf wat meegebring word deur die versuim van daardie maatskappy om jaargeld ten volle te betaal by indiening by genoemde Registrateur van 'n jaarlikse opgawe in genoemde artikel 7 (2) (b) beoog. 65

COMPANIES AMENDMENT ACT, 1982

Act No. 29, 1982

(4) From the date upon which the Court makes an order for the winding-up of a company which is obliged to pay annual duty or a special resolution to wind up such a company is registered in terms of section 200 or such a company is deregistered, annual duty which was owing by such a company immediately prior to that date shall not be recoverable: Provided that if the said order is discharged or declared void, or the Court at any time sets aside all proceedings in relation to the winding-up of the company concerned or makes an order declaring the dissolution of the company concerned to be void or for the registration of the company concerned to be restored, or, in the case where the company concerned is an external company, that company again establishes a place of business in the Republic, as the case may be, that company shall, subject to the provisions of subsection (5), within twenty-one days thereafter pay the full annual duty which was so owing or such part thereof as the Court may direct.

(5) Subject to the provisions of subsection (6), subsection (1) shall not apply in respect of a company while it is being wound up.

(6) If a winding-up order is discharged or declared void or the Court at any time sets aside all proceedings in relation to the winding-up of a company or makes an order declaring the dissolution of a company to be void or for the registration of a deregistered company to be restored, the Court may direct that annual duty or such part thereof as the Court may deem just shall be paid by the company concerned in respect of each year during which the company was being wound up or was dissolved or deregistered, and that company shall within twenty-one days thereafter pay such annual duty or part thereof.

(7) A company which fails to pay annual duty payable by it, in full within the period of time prescribed by subsection (2), (4) or (6), shall be liable for the payment of the additional fees prescribed by section 178.

(8) For the purposes of this section 'company' shall include an external company."

(2) (a) Subject to the provisions of paragraphs (b) and (c), subsection (1) shall come into operation on 1 April 1982.

(b) The provisions of subsection (1) (a) of section 174 of the principal Act as they existed immediately prior to the commencement of subsection (1) of this section, shall remain of force and effect in the case of every company having a share capital, incorporated before the said commencement, and in respect of which a certificate to commence business has at that commencement not yet been issued under section 172 of the principal Act.

(c) The Registrar of Companies may, on application in writing by a company contemplated in section 7 (2) (b) of this Act or that section as applied by section 14 (2) (b) of this Act and obliged to pay annual duty, for reasons stated in the application and considered by him to be adequate, exempt that company from the payment of additional fees prescribed by section 178 occasioned by the failure of that company to pay annual duty in full on lodgment with the said Registrar of an annual return contemplated in the said section 7 (2) (b).

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Herroeping van artikel 175 van Wet 61 van 1973, soos gewysig deur artikel 14 van Wet 111 van 1976, artikel 23 van Wet 114 van 1977, artikel 11 van Wet 59 van 1978 en artikel 11 van Wet 99 van 1981.

9. (1) Artikel 175 van die Hoofwet word hierby herroep.
(2) Subartikel (1) tree op 1 April 1982 in werking.

Vervanging van artikel 178 van Wet 61 van 1973, soos gewysig deur artikel 15 van Wet 64 van 1977 en artikel 7 van Wet 84 van 1980.

10. (1) Artikel 178 van die Hoofwet word hierby deur die volgende artikel vervang:

„Bykomende gelde ten opsigte van laat indiening van opgawes en ander dokumente en laat betaling van jaargeld. 178. (1) 'n Maatskappy of buitelandse maatskappy 5
wat versuim het om 'n opgawe of ander dokument wat vereis word deur artikel 93 (3), 200 (1), 216 (2) of 276 in te dien, of om jaargeld te betaal, na gelang van die geval, binne die tydperk in die toepaslike bepaling bepaal, kan daarna, sonder afbreuk aan 10
enige ander bepaling van hierdie Wet, sodanige opgawe of ander dokument indien of daardie geld betaal onderworpe aan die betaling aan die Registrateur van bykomende gelde—
(a) in die geval van sodanige opgawe of ander 15
dokument, ten bedrae van twintig rand; en
(b) in die geval van daardie geld, ten bedrae van dertig rand,
ten opsigte van elke sodanige versuim.
(2) By die toepassing van subartikel (1) is die 20
beslissing van die Registrateur aangaande die tydperk waarbinne 'n opgawe of ander dokument beoog in daardie subartikel ingedien moes gewees het of jaargeld betaal moes gewees het, afdoende.”

- (2) Subartikel (1) tree op 1 April 1982 in werking. 25

Wysiging van artikel 179 van Wet 61 van 1973, soos gewysig deur artikel 16 van Wet 64 van 1977.

11. Artikel 179 van die Hoofwet word hierby gewysig deur subparagraaf (ii) van paragraaf (b) van subartikel (1) deur die volgende subparagraaf te vervang:

„(ii) daarna nie later nie as [ses] nege maande na die einde van elke daaropvolgende boekjaar van daardie maat- 30
skappy; en”.

Wysiging van artikel 285 van Wet 61 van 1973, soos gewysig deur artikel 12 van Wet 76 van 1974 en artikel 3 van Wet 115 van 1979.

12. (1) Artikel 285 van die Hoofwet word hierby gewysig deur in paragraaf (b) van subartikel (2) die woorde „en teen betaling van die jaargeld in artikel 174 (5) bedoel” te skrap.

- (2) Subartikel (1) tree op 1 April 1982 in werking. 35

Wysiging van artikel 322 van Wet 61 van 1973, soos gewysig deur artikel 20 van Wet 59 van 1978 en artikel 17 van Proklamasie 234 van 1978.

13. (1) Artikel 322 van die Hoofwet word hierby gewysig deur paragraaf (h) van subartikel (1) asook die woord „en” wat daardie paragraaf onmiddellik voorafgaan, te skrap.

- (2) Subartikel (1) tree op 1 April 1982 in werking.

Vervanging van artikel 330 van Wet 61 van 1973, soos gewysig deur artikel 23 van Wet 59 van 1978.

14. (1) Artikel 330 van die Hoofwet word hierby deur die volgende artikel vervang:

„Buitelandse maatskappye moet jaarlikse opgawes indien. 330. Die bepalings van artikel 173 (1) en (7) is 45
mutatis mutandis van toepassing ten opsigte van buitelandse maatskappye, en by sodanige toepassing word 'n verwysing in artikel 173 (1) na die datum van inlywing van 'n maatskappy uitgelê as 'n verwysing na die datum van registrasie kragtens

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9. (1) Section 175 of the principal Act is hereby repealed.

(2) Subsection (1) shall come into operation on 1 April 1982.

Repeal of section 175 of Act 61 of 1973, as amended by section 14 of Act 111 of 1976, section 23 of Act 114 of 1977, section 11 of Act 59 of 1978 and section 11 of Act 99 of 1981.

10. (1) The following section is hereby substituted for section 178 of the principal Act:

Substitution of section 178 of Act 61 of 1973, as amended by section 15 of Act 64 of 1977 and section 7 of Act 84 of 1980.

5 "Additional fees in respect of late lodgment of returns and other documents and late payment of annual duty.

10 178. (1) A company or an external company which has failed to lodge a return or other document required by section 93 (3), 200 (1), 216 (2) or 276, or to pay annual duty, as the case may be, within the period of time specified by the relevant provision, may thereafter, without derogating from any provision of this Act, lodge such return or other document or pay that duty subject to the payment to the Registrar of additional fees—

15 (a) in the case of such return or other document, in the amount of twenty rand; and

(b) in the case of that duty, in the amount of thirty rand,

in respect of each such failure.

20 (2) For the purposes of subsection (1), the decision of the Registrar as to the period of time within which a return or other document contemplated in that subsection was required to be lodged or annual duty was required to be paid, shall be final."

25 (2) Subsection (1) shall come into operation on 1 April 1982.

11. Section 179 of the principal Act is hereby amended by the substitution for subparagraph (ii) of paragraph (b) of subsection (1) of the following subparagraph:

Amendment of section 179 of Act 61 of 1973, as amended by section 16 of Act 64 of 1977.

30 "(ii) thereafter within not more than **[six] nine** months after the end of every ensuing financial year of that company; and".

12. (1) Section 285 of the principal Act is hereby amended by the deletion in paragraph (b) of subsection (2) of the words "and upon payment of the annual duty referred to in section 174 (5)".

Amendment of section 285 of Act 61 of 1973, as amended by section 12 of Act 76 of 1974 and section 3 of Act 115 of 1979.

35 (2) Subsection (1) shall come into operation on 1 April 1982.

13. (1) Section 322 of the principal Act is hereby amended by the deletion of paragraph (h) of subsection (1) as well as the word "and" immediately preceding that paragraph.

Amendment of section 322 of Act 61 of 1973, as amended by section 20 of Act 59 of 1978 and section 17 of Proclamation 234 of 1978.

(2) Subsection (1) shall come into operation on 1 April 1982.

40 14. (1) The following section is hereby substituted for section 330 of the principal Act:

Substitution of section 330 of Act 61 of 1973, as amended by section 23 of Act 59 of 1978.

45 "External companies to lodge annual returns.

330. The provisions of section 173 (1) and (7) shall *mutatis mutandis* apply in respect of external companies, and in such application a reference to the date of incorporation of a company shall be construed as a reference to the date of registration

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artikel 322 (2) deur die Registrateur van 'n gese-
tifieerde afskrif van die akte van 'n buitelandse
maatskappy.”.

- (2) (a) Behoudens die bepalings van paragraaf (b) tree
subartikel (1) op 1 April 1982 in werking. 5
(b) By die toepassing van artikel 330 van die Hoofwet soos
gewysig deur subartikel (1) van hierdie artikel is die
bepalings van artikel 7 (2) (b) en (c) van hierdie Wet
mutatis mutandis van toepassing ten opsigte van buite-
landse maatskappye. 10

Wysiging van
artikel 333 van
Wet 61 van 1973.

15. (1) Artikel 333 van die Hoofwet word hierby gewysig deur
subartikel (2) deur die volgende subartikel te vervang:
„(2) Elke buitelandse maatskappy en elke direkteur en
beampte van so 'n maatskappy wat versuim om aan 'n
vereiste van artikel 173 (1) soos deur artikel 330 toegepas of 15
van artikel 325, 326, 327, 328, 329 **[330]** of 331 te voldoen,
is aan 'n misdryf skuldig.”.
(2) Subartikel (1) tree op 1 April 1982 in werking.

Herroeping van
artikels 10,
11 en 12 van
Wet 99 van 1981.

16. Artikels 10, 11 en 12 van die Wysigingswet op Inkom-
stewette, 1981, word hierby herroep. 20

Kort titel.

17. Hierdie Wet heet die Maatskappywysigingswet, 1982.

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under section 322 (2) by the Registrar of a certified copy of the memorandum of an external company.”

- (2) (a) Subject to the provisions of paragraph (b), subsection (1) shall come into operation on 1 April 1982.
- 5 (b) For the purposes of section 330 of the principal Act as amended by subsection (1) of this section, the provisions of section 7 (2) (b) and (c) of this Act shall *mutatis mutandis* apply in respect of external companies.

- 10 15. (1) Section 333 of the principal Act is hereby amended by the substitution for subsection (2) of the following subsection: Amendment of section 333 of Act 61 of 1973.

“(2) Every external company which and every director and officer of such company who fails to comply with any requirement of section 173 (1) as applied by section 330 or 15 of section 325, 326, 327, 328, 329 **[330]** or 331, shall be guilty of an offence.”

(2) Subsection (1) shall come into operation on 1 April 1982.

16. Sections 10, 11 and 12 of the Revenue Laws Amendment Act, 1981, are hereby repealed. Repeal of sections 10, 11 and 12 of Act 99 of 1981.

- 20 17. This Act shall be called the Companies Amendment Act, Short title. 1982.

