



STAATSKOERANT

VAN DIE REPUBLIEK VAN SUID-AFRIKA

REPUBLIC OF SOUTH AFRICA

GOVERNMENT GAZETTE

As 'n Nuusblad by die Poskantoor Geregistreer

Registered at the Post Office as a Newspaper

Verkoopprys • Selling price
(AVB uitgesluit/GST excluded)

Plaaslik 50c Local
Buitelands 70c Other countries
Posvry • Post free

VOL. 276

KAAPSTAD, 29 JUNIE 1988

No. 11372

CAPE TOWN, 29 JUNE 1988

KANTOOR VAN DIE STAATSPRESIDENT

No. 1261.

29 Junie 1988

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

No. 64 van 1988: Wysigingswet op Beslote Korporasies,
1988.

STATE PRESIDENT'S OFFICE

No. 1261.

29 June 1988

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

No. 64 of 1988: Close Corporations Amendment Act,
1988.

Wet No. 64, 1988

WYSIGINGSWET OP BESLOTE KORPORASIES, 1988

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 Wet op Beslote Korporasies, 1984, ten einde dit duidelik te stel dat die Hooggereghof konkurrante jurisdiksie het in enige aangeleenthed betreffende beslote korporasies waarin die landdroshof jurisdiksie het; die omskepping van maatskappye in korporasies verder te reël; uitdruklik te bepaal dat die trustee van 'n trust *inter vivos* in daardie hoedanigheid nie 'n ledebelang in 'n beslote korporasie kan hou nie; sekere aanpassings in die Engelse teks aan te bring; en verdere voorsiening te maak in verband met die goedkeuring en ondertekening van finansiële jaarstate deur lede van 'n korporasie; en om voorsiening te maak vir aangeleenthede wat daarvan in verband staan.

(Engelse teks deur die Staatspresident geteken.)
(Goedgekeur op 17 Junie 1988.)

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

Vervanging van artikel 7 van Wet 69 van 1984

1. Artikel 7 van die Wet op Beslote Korporasies, 1984 (hieronder die Hoofwet genoem), word hierby deur die volgende artikel vervang: 5

"Howe wat jurisdiksie ten opsigte van korporasies het"

7. By die toepassing van hierdie Wet is die **[hof]** howe wat in enige aangeleenthed, met inbegrip van likwidasie, ten opsigte van 'n korporasie **[en in 'n aangeleenthed bedoel in artikel 36, 42 (3) (b), 49 (1) of 64 (1)]** jurisdiksie het, enige landdroshof, en enige provinsiale of plaaslike afdeling van die Hooggereghof van Suid-Afrika, binne wie se regssgebied die geregistreerde kantoor of belangrikste besigheidsplek van die korporasie geleë is of, met betrekking tot so 'n aangeleenthed ten opsigte waarvan **[so]** 'n **[hof]** landdroshof in 'n bepaalde geval op grond van die een of ander bepaling van die Wet op Landdroshewe, 1944 (Wet No. 32 van 1944), nie jurisdiksie het nie, enige provinsiale of plaaslike afdeling van die Hooggereghof van Suid-Afrika binne wie se regssgebied so 'n kantoor of besigheidsplek geleë is.".

Wysiging van artikel 27 van Wet 69 van 1984, soos gewysig deur artikel 7 van Wet 38 van 1986

20

2. (1) Artikel 27 van die Hoofwet word hierby gewysig deur die volgende paragraaf by subartikel (5) te voeg:

"(d) Die regspersoon wat voor die omskepping van 'n maatskappy in 'n korporasie as 'n maatskappy bestaan het, bly ondanks die omskepping voortbestaan as 'n regspersoon maar in die vorm van 'n korporasie." 25

(2) Subartikel (1) word geag op 1 Januarie 1985 in werking te getree het.

CLOSE CORPORATIONS AMENDMENT ACT, 1988

Act No. 64, 1988

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 Close Corporations Act, 1984, so as to make it clear that the Supreme Court shall have concurrent jurisdiction in any matter relating to close corporations in which the magistrate's court has jurisdiction; to further regulate the conversion of companies into corporations; to provide explicitly that the trustee of a trust *inter vivos* in that capacity may not hold a member's interest in a close corporation; to effect certain adjustments in the English text; and to make further provision in connection with the approval and signing of annual financial statements by members of a corporation; and to provide for matters connected therewith.

*(English text signed by the State President.)
(Assented to 17 June 1988.)*

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

Substitution of section 7 of Act 69 of 1984

1. The following section is hereby substituted for section 7 of the Close Corporations Act, 1984 (hereinafter referred to as the principal Act):

"Courts having jurisdiction in respect of corporations"

10 7. For the purposes of this Act the **[court]** courts having jurisdiction in any matter, including **[liquidation]** winding up, in respect of any corporation **[and any matter referred to in section 36, 42 (3) (b), 49 (1) or 64 (1)]** shall be any magistrate's court, and any provincial or local division of the Supreme Court of South Africa, within whose area of jurisdiction the registered office or main place of business of the corporation is situate or, in relation to any such matter in respect of which **[such]** a magistrate's court has in any particular case on account of any provision of the Magistrates' Courts Act, 1944 (Act No. 32 of 1944), no jurisdiction, any provincial or local division of the Supreme Court of South Africa within whose area of jurisdiction any such office or place of business is situate.".

Amendment of section 27 of Act 69 of 1984, as amended by section 7 of Act 38 of 1986

2. (1) Section 27 of the principal Act is hereby amended by the addition to subsection (5) of the following paragraph:

"(d) The juristic person which prior to the conversion of a company into a corporation existed as a company, shall notwithstanding the conversion continue to exist as a juristic person but in the form of a corporation."

(2) Subsection (1) shall be deemed to have come into operation on 1 January 1985.

Wet No. 64, 1988**WYSIGINGSWET OP BESLOTE KORPORASIES, 1988****Wysiging van artikel 29 van Wet 69 van 1984**

3. (1) Artikel 29 van die Hoofwet word hierby gewysig deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Behoudens die bepalings van subartikel (2) (b) en (c) kan slegs natuurlike persone lede van 'n korporasie wees en mag geen regspersoon of trustee van 'n trust *inter vivos*, in daardie hoedanigheid, regstreeks of onregstreeks (hetsy deur bemiddeling van 'n genomineerde of andersins) 'n ledebelang in 'n korporasie hou nie.”.

(2) Subartikel (1) word geag op 13 April 1987 in werking te getree het.

Wysiging van artikel 58 van Wet 69 van 1984, soos gewysig deur artikel 12 van Wet 10 van 1986

4. Artikel 58 van die Hoofwet word hierby gewysig—

(a) deur in die Engelse teks in subartikel (1) en in die woorde van subartikel (2) wat paragraaf (a) voorafgaan die uitdrukking “financial statements”, oral waar dit voorkom, deur die uitdrukking “annual financial statements” te vervang; en

(b) deur subartikel (3) deur die volgende subartikel te vervang:

“(3) Die finansiële jaarstate moet deur of namens **[elke lid van die korporasie]** 'n lid wat 'n ledebelang van minstens 51 persent, of lede wat tesame ledebelange van minstens 51 persent, in die korporasie hou, 20 goedgekeur en onderteken word.”.

Wysiging van artikel 63 van Wet 69 van 1984

5. (1) Artikel 63 van die hoofwet word hierby gewysig deur paragraaf (d) deur die volgende paragraaf te vervang:

“(d) waar 'n regspersoon of trustee van 'n trust *inter vivos* in daardie hoedanigheid, hetsy regstreeks of onregstreeks, heet 'n ledebelang in die korporasiestrydig met 'n bepaling van artikel 29 te hou, is sodanige regspersoon of trustee van 'n trust *inter vivos* en 'n genomineerde in daardie artikel bedoel, ondanks die ongeldigheid van die hou van so 'n belang, aldus aanspreeklik vir elke skuld van die korporasie opgeloop gedurende 30 die tydperk waarvoor die oortreding voortduur;”.

(2) Subartikel (1) word geag op 13 April 1987 in werking te getree het.

Kort titel

6. Hierdie Wet heet die Wysigingswet op Beslote Korporasies, 1988.

CLOSE CORPORATIONS AMENDMENT ACT, 1988

Act No. 64, 1988

Amendment of section 29 of Act 69 of 1984

3. (1) Section 29 of the principal Act is hereby amended by the substitution for subsection (1) of the following subsection:

5 " (1) Subject to the provisions of subsection (2) (b) and (c), only natural persons may be members of a corporation and no juristic person or trustee of a trust *inter vivos* in that capacity shall directly or indirectly (whether through the instrumentality of a nominee or otherwise) hold a member's interest in a corporation.".

(2) Subsection (1) shall be deemed to have come into operation on 13 April 1987.

10 Amendment of section 58 of Act 69 of 1984, as amended by section 12 of Act 38 of 1986

4. Section 58 of the principal Act is hereby amended—

15 (a) by the substitution in the English text in subsection (1) and in the words of subsection (2) preceding paragraph (a) for the expression "financial statements", wherever it occurs, of the expression "annual financial statements"; and

(b) by the substitution for subsection (3) of the following subsection:

20 " (3) The annual financial statements shall be approved and signed by or on behalf of [every member of] a member holding a member's interest of at least 51 per cent, or members together holding members' interests of at least 51 per cent, in the corporation.".

Amendment of section 63 of Act 69 of 1984

5. (1) Section 63 of the principal Act is hereby amended by the substitution for paragraph (d) of the following paragraph:

25 " (d) where a juristic person or a trustee of a trust *inter vivos* in that capacity purports to hold, whether directly or indirectly, a member's interest in the corporation in contravention of any provision of section 29, such juristic person or trustee of a trust *inter vivos* and any nominee referred to in that section shall, notwithstanding the invalidity of the holding of such interest, be so liable for every debt of the corporation incurred during the time the contravention continues;".

30 (2) Subsection (1) shall be deemed to have come into operation on 13 April 1987.

Short title

6. This Act shall be called the Close Corporations Amendment Act, 1988.

