

NO. 45 OF 1996: RATIONALISATION OF CORPORATE LAWS ACT, 1996.

PRESIDENT'S OFFICE

No. 1599. 4 October 1996

NO. 45 OF 1996: RATIONALISATION OF CORPORATE LAWS ACT, 1996.

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

ACT

To provide that certain corporate laws shall apply throughout the Republic; to repeal certain other corporate laws; to provide for the retrospective incorporation of certain putative close corporations; and to provide for matters connected therewith.

(Afrikaans text signed by the President.) (Assented to 27 September 1996)

BE IT ENACTED

by the Parliament of the Republic of South Africa, as follows:-

Definitions

1. In this Act, unless the context indicates otherwise-

(i) "Close Corporations Act" means the Close Corporations Act, 1984 (Act No. 69 of 1984); (vi)

(ii) "Companies Act" means the Companies Act, 1973 (Act No. 61 of 1973); (v)

(iii) "existing close corporation" means any close corporation which immediately before the commencement of this Act was a close corporation in terms of the Close Corporations Act, 1988 (Act No. 33 of 1988), of the former Republic of Venda or the Close Corporations Decree, 1993 (Decree No. 30 of 1993), of the former Republic of Ciskei; (i)

(iv) "existing company" means any company which immediately before the commencement of this Act was a company or external company in terms of any law repealed by section 3; (iii)

(v) "existing defensive name" means any defensive name which immediately before the commencement of this Act was a defensive name registered in terms of any law repealed by section 3; (ii)

(vi) "this Act" includes the regulations made under section 10. (iv)

Application of laws

2. Subject to sections 7 and 8, the laws mentioned in Schedule 1 shall apply throughout the Republic.

Repeal of laws

3. Subject to sections 7 and 8, the laws mentioned in Schedule 2 are hereby repealed.

General application of Companies Act, and preservation of rights of existing companies

4. (1) Notwithstanding the repeal of the laws mentioned in Schedule 2 by section 3, any existing company shall continue to exist as a juristic person.

(2) The Companies Act shall apply to all existing companies and all existing defensive names.

(3) Any reference in the Companies Act, whether express or implied, to the date of incorporation or registration of an existing company, shall be construed as a reference to the date on which such company was incorporated or registered before the commencement of this Act.

(4) Nothing contained in this Act or the Companies Act shall affect any right or privilege acquired or any liability or obligation incurred by any existing company, whether by agreement or otherwise, before the commencement of this Act, or affect the validity of the memorandum of association and the articles of association of any such existing company in force, or deemed to be in force, at such commencement unless it is inconsistent with the Companies Act.

General application of Close Corporations Act, and preservation of rights of existing close corporations

5. (1) Notwithstanding the repeal of the laws mentioned in Schedule 2 by section 3, any existing close corporation shall continue to exist as a juristic person.

(2) The Close Corporations Act shall apply to all existing close corporations.

(3) Any reference in the Close Corporations Act, whether express or implied, to the date of incorporation of an existing close corporation, shall be construed as a reference to the date on which such close corporation was incorporated before the commencement of this Act.

(4) Nothing contained in this Act or the Close Corporations Act shall affect any right or privilege acquired or any liability or obligation incurred by any existing close corporation, whether by agreement or otherwise, before the commencement of this Act, or affect the validity of the founding statement of any such existing close

corporation in force, or deemed to be in force, at such commencement unless it is inconsistent with the Close Corporations Act.

Central register of companies and of close corporations

6. (1) The Registrar of Companies, appointed in terms of the Companies Act, shall cause a single central register to be kept in respect of all existing companies and all companies incorporated, or deemed to be incorporated, in terms of the Companies Act.

(2) The Registrar of Close Corporations, appointed in terms of the Close Corporations Act, shall cause a single register to be kept in respect of all existing close corporations and all close corporations incorporated in terms of the Close Corporations Act.

Saving

7. Any application made for the registration of any document in terms of the laws repealed by section 3 and any document lodged in terms of the said laws, before the commencement of this Act, shall be dealt with as if this Act had not been passed.

Outstanding annual duty or fees

8. The repeal of the laws by section 3 does not affect the liability of any existing company for annual duty, or any fees, additional fees or other moneys, which became payable in terms of the said laws before the commencement of this Act, and for that purpose the relevant laws shall be deemed to remain in force until the duty, fees, additional fees and other moneys owing have been recovered.

Close Corporations Decree, 1993, of former Republic of Ciskei

9. The Close Corporations Decree, 1993 (Decree No. 30 of 1993), of the former Republic of Ciskei, shall be deemed to have come into operation on 15 November 1993.

Regulations

10. The Minister, by notice in the Gazette, may make regulations regarding any matter arising from the repeal of the laws by section 3 or the application of the laws referred to in section 2 in those parts of the national territory in which they did not apply before the commencement of the Constitution, including but not limited to-

(a) the integration of the different registration offices for companies and for close corporations for the purpose of establishing a single registration office for companies and a single registration office for close corporations;

(b) the allocation and phasing in of new registration numbers for existing companies and existing close corporations;

(c) the procedure to be followed for the changing of the name of any existing company or existing close corporation where undesirable duplications of names exist as a result of this Act;

(d) the cancellation of the registration of any existing company or existing close corporation which became redundant as a result of this Act; and

(e) generally, any matter that is necessary or expedient to prescribe in order to achieve the objects of this Act.

Short title

11. This Act shall be called the *Rationalisation of Corporate Laws Act, 1996*.

Schedule 1

Number and year of law - Short Title

Act No. 27 of 1960 Business Names Act, 1960

Act No. 61 of 1973 Companies Act, 1973

Act No. 59 of 1980 Share Blocks Control Act, 1980

Act No. 69 of 1984 Close Corporations Act, 1984

Schedule 2

Number and year of law - Short title

1. TRANSKEI

Act No. 27 of 1960 Business Names Act, 1960

Act No. 61 of 1973 Companies Act, 1973

Act No. 14 of 1983 Companies Amendment

Act, 1983 Decree No. 2 of 1991 Close Corporations Decree, 1991

2. BOPHUTHATSWANA

Act No. 27 of 1960 Business Names Act, 1960

Act No. 61 of 1973 Companies Act, 1973

Act No. 46 of 1979 Companies Amendment Act, 1979

Act No. 17 of 1980 Companies Amendment Act, 1980

Act No. 5 of 1981 Companies Amendment Act, 1981

Act No. 9 of 1982 Companies Amendment Act, 1982

Act No. 30 of 1986 Closed Corporations Act, 1986

Act No. 31 of 1986 Companies Amendment Act, 1986

Act No. 34 of 1986 Companies Second Amendment Act, 1986

Act No. 21 of 1991 Company Law Amendment Act, 1991

3. VENDA

Act No. 27 of 1960 Business Names Act, 1960

Act No. 61 of 1973 Companies Act, 1973

Act No. 7 of 1981 Registration and Incorporation of Companies in the Republic of Venda Act, 1981

Act No. 12 of 1984 Companies Amendment Act, 1984

Act No. 33 of 1988 Close Corporations Act, 1988

Act No. 22 of 1989 Companies Amendment Act, 1989

Proclamation No. 27 of 1991 Companies Amendment Proclamation, 1991

4. CISKEI

Act No. 27 of 1960 Business Names Act, 1960

Act No. 61 of 1973 Companies Act, 1973

Act No. 4 of 1982 Companies Amendment Act, 1982

Act No. 6 of 1986 Companies Amendment Act, 1986

Decree No. 30 of 1993 Close Corporations Decree, 1993