



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

N\$10.32

WINDHOEK - 12 February 1997

No. 1498

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Government Notice

MINISTRY OF TRADE AND INDUSTRY

No. 13

1997

AMENDMENT OF COMPANIES ADMINISTRATIVE REGULATIONS, 1973

The Minister has under section 15 of the Companies Act, 1973 (Act 61 of 1973), made the regulations set out in the Schedule.

SCHEDULE

1. In this Schedule "the Regulations" means the Companies Administrative Regulations promulgated under Government Notice R.1948 of 19 October 1973, as amended by Government Notices R.2384 of 14 December 1973; R.119 of 17 January 1975; R.1665 of 10 September 1976; R.1911 of 22 October 1976; R.787 of 6 May 1977; R.2044 of 7 October 1977 and R.1391 of 30 June 1978.

2. Regulation 2 of the Regulations is amended by the substitution for subregulation (4) of the following subregulation:

"(4) Subject to the provisions of section 57, 152(2)(b), 322(1)(a), 328 and 329(5) of the Act, all documents lodged with the Office shall be in the official language of Namibia."

3. Regulation (4) of the Regulations is amended by the substitution for paragraph (a) of subsection (2) of the following paragraph:

"(a) When a translation of a document which is in a foreign language into the official language of Namibia is to be forwarded to or lodged with the Registrar, the translation shall be certified by a sworn or officially recognised translator or be otherwise verified to the satisfaction of the Registrar."

4. The following Schedule is hereby substituted for Schedule 2 of the Regulations:

"ADMINISTRATIVE REGULATIONS SCHEDULE 2

FORMS

Forms CM1 to CM52 inclusive are as follows:

Form CM 1

Republic of Namibia
Companies Act 1973
(Section 64)

Registration No. of Company

CERTIFICATE OF INCORPORATION

of a Company having a share capital

This is to certify that

was this day incorporated under the Companies Act, 1973 (Act 61 of 1973), and that the Company is a Company having a share capital.

Signed and sealed at WINDHOEK this day of One Thousand Nine Hundred and Ninety

Registrar of Companies

Seal of Companies Registration Office

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

Form CM 2

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

MEMORANDUM OF ASSOCIATION

OF A COMPANY HAVING A SHARE CAPITAL

[Section 54(1); Regulation 17(1) and 17(2)]

Registration No. of Company

Paste revenue receipt here

or

Affix revenue stamps here

or

Impress revenue franking machine impression here

1. **NAME OF COMPANY:**

(a) The name of the Company is

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

Form CM 2A

**REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973**

2. PURPOSE DESCRIBING THE MAIN BUSINESS

The main business which the Company is to carry on :

3. MAIN OBJECT

The main object of the Company is :

4. ANCILLARY OBJECTS EXCLUDED

The specific ancillary objects, if any, referred to in section 33(1) of the Act, which are excluded from the unlimited ancillary objects of the Company.

5. POWERS

- (a) 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;
- (b) 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 34 of the Act;

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 213

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

7. PRE-INCORPORATION CONTRACTS (if any)

8. CAPITAL

The share capital of the Company is

Namibian Dollar divided into:

(a) Par Value:

- (i) ordinary par value shares of Namibian Dollar each;
- (ii) preference par value shares of Namibian Dollar each; and
- (iii) redeemable preference par value shares of Namibian Dollar each.

(b) No Par Value:

- (i) The number of no par value shares is _____;
- (ii) The number of no par value preference shares is _____; and
- (iii) The number of redeemable no par value preference shares is _____.

Form CM 2C

Association clause

(a) 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 to us.

Particulars of Subscribers	Number In Words and Type of shares taken	Date and signature	Particulars of witness	Date and signature
Full Names			Full Names	
Occupation			Occupation	
Residential address			Residential Address	
Business address			Business address	
Postal address			Postal address	
Full Names			Full Names	
Occupation			Occupation	
Residential address			Residential Address	
Business address			Business address	
Postal address			Postal address	

TOTAL SHARES ISSUED

Form CM 2D

(b) Where one person signs the memorandum

I, _____, 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.

Date of signature of subscriberNumber, in words, and type of shares taken**Date and signature of witness****Particulars of witness**

Full Names

Occupation

Residential Address

Business Address

Postal Address

Form CM 4

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

MEMORANDUM OF ASSOCIATION

OF A COMPANY NOT HAVING A SHARE CAPITAL

[Section 54(1); Regulation 17(3)]

Registration No. of Company

Place revenue receipt here

or

Affix revenue stamps here

or

Impress revenue franking machine impression here

1. NAME OF COMPANY:

(a) The name of the Company is

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

Form CM 4A

8. GUARANTEE

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

Form CM 4B

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 Subscribers	Date and signature	Particulars of witness	Date and signature
Full Names		Full Names	
Occupation		Occupation	
Residential address		Residential Address	
Business address		Business address	
Postal address		Postal address	
Full Names		Full Names	
Occupation		Occupation	
Residential address		Residential Address	
Business address		Business address	
Postal address		Postal address	

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Form CM 5

No carbon paper required

**Application for Reservation of Name or Translated For or Shortened Form
or Defensive Name**

Section 42(1)

(To be lodged in duplicate)

Companies Registration Office
P O Box 21214
WINDHOEK
NAMIBIA

Revenue Stamp
or revenue franking machine
impression : NS5

A. Proposed Name or Translated Form or Shortened Form or Defensive Name

(indicate with a cross)

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. Main object of the proposed company

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

Name of Applicant (print)

Signature of applicant/agent

Address to which form must be returned

Date

Form CM 6

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Revenue stamp or
franking machine
impression
N\$20

APPLICATION FOR EXTENSION OF RESERVATION OF NAME

(To be accompanied by Form CM 5 with name as approved)
[Section 42 (2)]

Name previously reserved _____

Date of approval of previous reservation _____

Reasons for requiring reservation to be extended _____

Attorney, agent or person acting on behalf of applicant for name

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

Name _____

Full names _____

Postal address _____

Business address _____

Date _____

Signature _____

N.B. - If this portion 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.
Date stamp of Companies
Registration Office
Registrar of Companies

Form CM 7

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Application for registration of translated or shortened form of a name of a company

(To be accompanied by Form CM 5 with name as approved)
[Section 43(1)]

Revenue stamp or revenue
franking machine
impression N\$10

Name of company _____

Registration No. of company _____

Registered postal address of company _____

* Translated form of name to be registered _____

* Shortened form of name to be registered _____

Note : Separate form to be used for translated or shortened form of name.

* Delete whichever not applicable

Date _____ Signature _____

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

Name registered _____

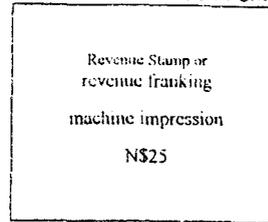
Name of applicant _____

Postal address _____

The name was registered on this date
Date stamp of Companies Registration Office
Registrar of Companies

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Form CM 8



APPLICATION FOR REGISTRATION OF DEFENSIVE NAME

[Section 43(2)]

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.)

Name of applicant _____

Address _____

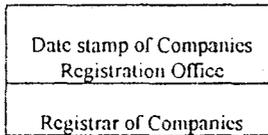
Postal address _____

Note - Form CM15 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 one year from the date of this notification



Name _____
of
Applicant _____

Postal address _____

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

Seal of Companies Registration Office.

REPUBLIC OF NAMIBIA
Companies Act, 1973
Section 43

Form CM 8A

Application for the Renewal of Registration of Defensive Name

Companies Registration Office
P O Box 21214
WINDHOEK, NAMIBIA

Revenue Stamp or Revenue Franking Machine impression
NS25

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.

_____ Address
Name of applicant (print) _____

Signature of applicant _____

Date _____

Renewal of registration approved/not approved for one year from _____

_____ Date _____ Registrar of Companies
(Perforated) (To be completed by company)

Defensive name _____ Form CM8A

the renewal of the registration of the above defensive name has been approved for one year from _____

Name _____
Postal Address _____

Date stamp of Companies Registration Office

Registrar of Companies

Form CM9

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
Section 44(1)(b)

Registration No. of Company

Certificate of change of name 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 of _____

One Thousand Nine Hundred and Ninety _____

Registrar of Companies

Seal of Companies Registration Office

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

Reproduced under South African Government Printer's Copyright Authority 10284 dated 11 December 1990

Form CM9

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
Section 44(1)(b)

Registration No. of Company

Certificate of change of name 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 of _____

One Thousand Nine Hundred and Ninety _____

Registrar of Companies

Seal of Companies Registration Office

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
Section 44(1)(b)

Revenue Stamp or
revenue franking machine
impression
NS\$10

Registration No. of Company

Application for change of name of company

Existing name of company

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

- * No translated form the name is registered
- * No shortened form of the name is registered.
- * Separate application is being made to register a translated*/ shortened form of name.
- * Separate application is being made to deregister a translated*/ 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)

Certificate of change of name dated _____ herewith

Name of Company _____

Postal Address _____

Date of companies Registration Office
Registrar of Companies

Form CM 9A

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Registration number of Company

CERTIFICATE OF CHANGE OF TRANSLATION/SHORTENED FORM OF NAME OF COMPANY

Name of Company

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

to

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

Signed and sealed at WINDHOEK this _____

day of _____ One thousand Nine hundred and _____

Registrar of Companies

l of Companies Registration Office

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

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Form CM 9A

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Registration number of Company

CERTIFICATE OF CHANGE OF TRANSLATION/SHORTENED FORM OF NAME OF COMPANY

Name of Company _____

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

to

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

Signed and sealed at WINDHOEK this _____
day of _____ One thousand Nine hundred and _____

Registrar of Companies

Seal of Companies Registration Office

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

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Form CM 9A

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 44(1)(b)(ii)]

Registration number of Company

Revenue stamp or revenue
franking machine
impression N\$10

APPLICATION FOR CHANGE OF TRANSLATION/SHORTENED FORM OF NAME OF COMPANY

Name of Company _____

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

the former translation*/shortened form of the name of the company no longer applies to the company and has been changed
from

to

Date _____ Signature _____
Director/Secretary/Manager

Postal address _____

* Delete whichever is not applicable

Note - A separate form to be used for translation or shortened form of name

(Perforated)
To be completed by company

Certificate of change of translation/shortened form of name of company, dated _____
herewith

Name of Company _____

Postal address _____

Date stamp of Companies

Registrar of Companies

Form CM 9B

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 44(1)(b)(ii)]

Registration number of Company

Revenue stamp or revenue
franking machine
impression NS1

**APPLICATION TO DEREGISTER A FORMER
TRANSLATION/*SHORTENED FORM OF NAME OF COMPANY**

New Name of Company _____

*Former translation of name _____

*former shortened form of name _____

Whereas the former translation/*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 translation/*shortened form of the name of the company may be deregistered.

the former translation*/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

* Delete whichever is not applicable

(Perforated)
To be completed by company

Application to deregister translation/shortened form of name, dated _____

Name of Company _____

Postal address _____

Deregistration effected
Date Stamp of Companies Registration Office
Registrar of Companies

Form CM9C

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 49 (7)]

Registration Number of Company

Revenue stamp or
revenue franking
machine impression
N\$1

**APPLICATION BY LIQUIDATOR OR JUDICIAL MANAGER TO ADD OR OMIT
STATEMENT IN NAME OF COMPANY**

Name of Company _____

The Statement _____

must be added to */omitted from the name of the above-mentioned company consequent upon an order of Court, dated

Postal address _____

Signature _____
Liquidator/Judicial Manager

Rubber stamp of liquidator/judicial manager

to be completed by liquidator/judicial manager

(Perforated)

Certificate of addition or omission of statement in name of company
dated _____ herewith

Name of Company _____

Postal Address _____

Date of Companies
Registration office

Registrar of Companies

Form CM9C

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 49 (7)]

Registration Number of Company

**CERTIFICATE OF ADDITION OR OMISSION OF STATEMENT
IN NAME OF COMPANY**

Name of Company _____

THIS IS TO CERTIFY THAT THE
STATEMENT _____

has been added to */omitted from the name of the company and that the name, as amended, has this day been entered in the Register of Companies.

Signed and sealed at Windhoek, this _____
day of _____ One thousand Nine hundred and _____

Seal of Companies Registration Office

Registrar of Companies

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

Delete whichever is not applicable

Form CM9C

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 49 (7)]

Registration Number of Company

**CERTIFICATE OF ADDITION OR OMISSION OF STATEMENT
IN NAME OF COMPANY**

Name of Company _____

THIS IS TO CERTIFY THAT THE
STATEMENT _____

has been added to */omitted from the name of the company and that the name, as amended, has this day been entered in the Register of Companies.

Signed and sealed at Windhoek, this _____
day of _____ One thousand Nine hundred and _____

Seal of Companies Registration Office

Registrar of Companies

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

* Delete whichever is not applicable

Form CM 10

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
(Section 61)

Revenue stamp or
Revenue franking
machine impression
NS10

CERTIFICATE OF CONSOLIDATION OF ARTICLES

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
One thousand Nine hundred and _____

..... 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 _____, One thousand Nine
hundred and _____

Seal of Companies Registration Office

.....
Registrar of Companies

Form CM11

REPUBLIC OF NAMIBIA
PAYMENT OF FEES ON INCREASE OF CAPITAL

[Section 75(3)]

Paste revenue receipt here
or
Affix revenue stamps here
or
Impress revenue franking machine impression here

Registration No. of Company

Name of Company

INCREASE OF PAR VALUE SHARE CAPITAL

Existing capital	Amount of increase	Amount of total capital after increase
NS	NS	NS

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 NS

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 75(3) (B) (ii) OF THE ACT

I/We being 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 NS

Date
Rubber stamp of auditor Signature of auditor

Date
Rubber stamp of company, if any, or of the secretaries Signature of director/manager/secretary of the company

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[SECTION 80(2)]

Form CM12

Revenue Stamp or franking
machine impression
NS2

STATEMENT OF PAYMENT OF COMMISSION ON SHARES

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

Registration No. of Company

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

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

Rubber stamp of company, if any, or of secretaries
To be completed by company.
(Perforated)

Signature of Director/Secretary/Manager

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
Date stamp of Companies Registration Office
Registrar of Companies

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 83(2) and 86(4)(b)]

Form CM13

Revenue Stamp or
franking machine
impression
NS2

AFFIDAVIT BY DIRECTOR OR OFFICER IN RESPECT OF REDUCTION OF CAPITAL

REGISTRATION NO. OF COMPANY

Name of company _____

I, _____, being a _____
(full names) (director/officers*)

of the above-mentioned company, make oath/†affirmation and declare that -

1. the company has resolved, by special resolution passed on _____ to reduce the
capital of the company from N\$ _____ to N\$ _____;

†2. by order of the _____ Division of the Supreme Court dated _____.

(Case No. _____) the Court confirmed the reduction of capital involving the payment to shareholders of paid-up
share capital in instalments†/future payments subject to such proposed instalments†/future payments being authorised by the Registrar.
(To be accompanied by form CM 18.)

†3. as at the date of the affidavit, the company has no creditors;

4. all shares†/all shares of the class are affected proportionately;

5. (a) as at the date of this affidavit the company has the following creditors _____

(b) each and every creditor has consented to-

†(i) the reduction of capital;

†(ii) the payment of an amount of N\$ _____ to each shareholder;

†(iii) the payment of an instalment of N\$ _____ to each shareholder; and

(c) the consents of the creditors are attached.

Signature _____ Director/Officer*

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

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

Sworn to†/Affirmed and signed before me at _____, this _____ day of _____

One thousand Nine Hundred and _____
Address of Commissioner of Oaths†/Justice of the Peace

Commissioner of Oaths†/Justice of the Peace

* Designation in company

† Delete and initial whichever not applicable

‡ Delete whichever not applicable

To be completed by company
(Perforated)

Affidavit by director/officer in respect of reduction of capital dated

Name of _____
company _____

Postal _____

address _____

Registration No. of Company

Reduction authorised
Payment authorised

Registrar of Companies
Date stamp of Companies
Registration office

Not valid unless stamped by the Registrar of Companies

TO BE LODGED
IN DUPLICATE

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

Form CM 14

Revenue stamp or
revenue franking
machine impression
R510

**SPECIAL RESOLUTION FOR REDUCTION OF
SHARE CAPITAL**

[Section 87(1)]

Registration No. of Company

Name of Company _____

Date of notice of meeting given to members _____ 19__ Date of passing special resolution _____ 19__
(Copy of notice of meeting attached) (Consent CM25 to be attached if less than 21 days notice given)

1. The company has by special resolution RESOLVED to reduce the capital of the company as follows:

	Existing share capital	Particulars of proposed reduction of capital	Resultant share capital of the company after reduction
Total authorised capital	N\$	N\$	N\$
Total issued capital	N\$	N\$	N\$

Class of shares	Number of shares		Nominal amount of each share *	Number of shares	Nominal amount of each share *	Number of shares		Nominal amount of each share *
	Authorised	Issued				In Reserve	Issued	

* State whether par value (PV) or not par value (NPV)

Share premium account before reduction	Amount of reduction	Amount of share premium account after reduction
N\$	N\$	N\$

2. The reduction will be effected in the following manner _____

3. It was further resolved to *apply /not apply to the court for the reduction to be confirmed.

4. It was further resolved that the reduction of capital would take effect on * _____ 19__ /
subject to confirmation by the Court.

(*Delete whichever is not applicable)

Date _____

Signature _____
Director/Manager/Secretary

rubber stamp of company, if any, or of secretaries
To be completed by company
(Perforated)

Special resolution for the reduction of the share capital passed on _____ 19__
Name of Company _____
Postal _____
address _____

Registration No. of Company

Reduction authorised
Payment authorised Registrar of Companies
Date stamp of Companies Registration office

Not valid unless stamped by the Registrar of Companies

7. Issued capital at date of this return:

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

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

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Form CM 15

Return of allotment of shares
[Section 93(3)]

Revenue stamp
or revenue
franking machine
impression
NS2

Registration No. of company

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\$

(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

Date stamp of companies
Registration Office

Registrar of Companies

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	Number of shares	Class of shares	Nominal amount of each share	Amount of issued paid-up capital
			N\$			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\$

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	Deemed 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

Form CM17

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Section 96, 177, 179(3), 307(3)]

Application for extension of time

Registration No. of Company

Revenue stamp or revenue
franking machine
impression N\$10

Name of company _____

An extension of time from _____ 19 _____ to _____ 19 _____
is required in respect of * _____

The ground for requiring the extension are _____

Date _____ Signature _____
Director/Secretary/Manager

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

- *Section 96 _____ Issue of share certificates
- Section 177 _____ Lodging of documents (to be specified)
- Section 179(3) _____ Holding of annual general meeting
- Section 307 (3) _____ (a) Issue of interim report
(b) Issue of provisional annual financial statements

To be completed by company

Perforated

Application for extension of time in respect of _____
dated _____

Registration No. of Company

Name of company _____
Postal address _____

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

Not valid unless stamped by Registrar of Companies

Form CM18

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

ORDER OF COURT FOR REGISTRATION

[Sections 87(3), 97(3), 252(5)(a), 311 (6)(a) 313(3)]

Registration No. of Company

Revenue stamp or revenue
franking machine
impression NS10

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 87(3) _____ Reduction of capital.
- Section 97(3) _____ Validation of irregular allotment of shares
- Section 252 (5) (a) _____ Relief from oppression
- Section 311 (6) (a) _____ Sanctioning a compromise or arrangement
- Section 313 (3) _____ Scheme for reconstruction or amalgamation

To be completed by company

*Order of Court for registration
Registration No. of Company

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

Name of company _____

Postal address _____

Not valid unless stamped by Registrar of Companies

Form CM 19

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Notice of redemption of Redeemable Preference Shares
[Section 98]

Revenue stamp
or revenue
franking machine
impression
N\$2

Registration No. of company

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\$
TOTAL			N\$	N\$

B. SHARES REDEEMED OUT OF:

(i) Profits [Section 98(1)] on _____ (Date)

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

(ii) A fresh issue of shares [SECTION 98(2)] on _____ (Date)

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

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

*DESCRIPTION OF CLASSES OF SHARES	AMOUNT PER SHARE	PREMIUM PER SHARE	SHARE CAPITAL
		N\$	N\$
		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\$
TOTAL			N\$ (A)	N\$ (B)

* INDICATE PAR VALUE AND NO PAR VALUE SHARE SEPARATELY

TOTAL (A) + (B)	N\$
-----------------	-----

DATE _____

SIGNATURE _____

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
Date stamp of companies
Registration Office
Registrar of Companies

Form CM20

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Notice of Variation of Rights in respect of Shares

[Section 102(3)]

(To be attached to special resolution, if any)

Registration No. of company

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\$

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 company

Acknowledgement of notice of variation of rights in respect of shares

Name of company _____

Postal address _____

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

Form CM21

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

NOTICE OF PLACE WHERE REGISTERS KEPT

[Sections 107(20), 110, 127, 129, 215(4), 230(2) and 240(2)]

Revenue stamp
or revenue
franking machine
impression
NS2

Registration No. of company

Name of company _____

Notice is hereby given that the * _____

which is not kept at the registered office of the company is, with effect from _____ 19 _____

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 107	Branch register in foreign country	Section 215(4)	Register of directors and officers.
Section 110(4)	Register of members	Section 230(2)	Registers of interest of directors and others in shares and debentures
Section 127	Register of pledges and bonds	Section 240(2)	Register of interests in contract of directors and officers
Section 129	Register of debenture holders		

To be completed by company

Perforated

Notice of place where registers kept.

(* _____)

Registration No. of Company

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

Name of company _____

Postal address _____

Not valid unless stamped by Registrar of Companies

Form CM22

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

Notice of Registered Office and Postal Address of Company
{Section 107}

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

Revenue stamp
or revenue
franking machine
impression
NS2

Registration No. of company

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

Form CM23

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

ANNUAL RETURN
[Sections 173, 174 and 330]

Name and postal address

Name And Number Of Holding Company	Registration Number of Company

	Day	Month	Year
A Annual return for calendar 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			
E Proof of payment of Annual Duty and or Additional Fee			

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

Impress revenue machine impression or paste revenue receipt or affix revenue stamps here

F Signed Date

(Representative)

(Perforated)

(To be completed by company)

Form CM23

ANNUAL RETURN FOR CALENDAR YEAR 19

Name of company _____

Postal address _____

Return received
Date stamp of Companies Registration Office
Invalid unless stamped by Registrar of Companies

Form CM26

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 200]

SPECIAL RESOLUTION

(To be lodged in duplicate)

Revenue stamp or
Revenue franking machine
Impression of N\$5

Registration No of company

Name of company _____

Date notice given to members _____ 19 _____ Date resolutions passed _____ 19 _____

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 (CM25) * 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

To be completed by company	Special resolution registered this day
Herewith copy of special resolution as registered	Date stamp of Companies Registration Office
Name of Company _____	Registrar of Companies
Postal address _____	

Not valid unless stamped by Registrar of Companies

CM27

REPUBLIC OF NAMIBIA
 COMPANIES ACT, 1973
 (Sections 211, 218 and 327)

Name of company _____ No. _____

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 218 or 219 of the Companies Act, 1973 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

CM29

Contents of Register of Directors, Auditors and Officers

Companies Act, 1973, Sec 216(2), 276, 322(1), 325(1) and 327(1)
 COMPANIES REGISTRATION OFFICE

MINISTRY OF TRADE AND INDUSTRY
 P O Box 21214
 WINDHIEK, NAMIBIA

Registration No. of Company

Return of particulars as at

I,

(name of director or 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 CM27, the directors or officers are not disqualified under section 218 or 219.

Signed _____ Date _____

A. Directors

KEY TO PERSONAL PARTICULARS REQUIRED	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. (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				

Registration No. of Company

FOR KEY TO PARTICULARS, SEE PAGE 1

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.:
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12.:

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

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

C. Officers and Local Managers

KEY TO PERSONAL PARTICULARS REQUIRED	PERSONAL PARTICULARS	Registration No. of Company
1. Surname		
2. Full forenames		
3. Former surname and forenames		
	Year Month Day	
4. Identity number or, if not, available, date of birth		
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.:	

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

Form CM30

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 2271(2)]

NOTICE OF FAILURE TO APPOINT OR REAPPOINT AUDITOR
AT ANNUAL GENERAL MEETING

Registration No of company

Name of company _____

No auditor was * appointed/reappointed at the annual general meeting held on _____ 19

As at _____ 19

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 271(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

Form CM31

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 172(j)(c), 269, 271, 273, 276, 277, 278, 280, 322(i)(c) and 325]

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

NAME OF COMPANY _____

Registration Number of Company _____

* Mark the applicable square in Part I or II

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 _____ 19 _____ and declare that I am not disqualified in terms of section 275 of the Companies Act, 1973 for the appointment.

* B CHANGE OF NAME

The firm _____ has with effect from _____ 19 _____ changed its name and will in future be known as _____

Date _____ 19 _____

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 of 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 caused or is likely to cause financial loss to the company or to any of its members or creditors.
- (b) I reported a material irregularity to the Public Accountants' and Auditors' Board on _____ 19 _____ 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 280(3) and (4) of the Companies Act, 1973)

Date _____ 19 _____

Signature _____ Auditor

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 277/278 of the

Companies Act, 1973 on _____ 19 _____. 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 215 of the Companies Act, 1973.

(Note: This resignation shall take effect on the date upon which another auditor is appointed in terms of section 280(3) and (4) of the Companies Act, 1973)

Date _____ 19 _____

Signature _____ Auditor

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

NOTICE RELATING TO A CHANGE IN RESPECT OF AN AUDITOR DATED _____ 19 _____

Name of auditor / company _____
Postal address _____

Return received
Date stamp of Companies Registration Office
Invalid if not stamped

Form CM32

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 285(2) and 329(2)]

CHANGE OF THE END OF THE CURRENT FINANCIAL YEAR

Companies Registration Office
Ministry of Trade and Industry
P O Box 21214
WINDHOEK

Name of Company _____

Registration No.

Revenue stamp or Revenue franking
machine impression
NS2

The current financial year is _____

A. The end of the current financial year has brought forward to * _____

B. The end of the current financial year must be extended to * _____

Reason for extension

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

*Not exceeding six months

Approved/Refused : Registrar of Companies _____
(Perforated)

(To be completed by 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

Form CM33

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 291(3)]

APPLICATION TO REGISTRAR BY COMPANY NOT TO DEAL IN GROUP
ANNUAL FINANCIAL STATEMENTS WITH SUBSIDIARY

Registration No. of Company

Revenue stamp or Revenue franking machine
impression
NS10

Name of holding company _____

Name of subsidiary company _____

Registration No. _____

- 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 CM35

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 307(1) to read with section 291(3)]

APPLICATION NOT TO ISSUE INTERIM REPORTS

Registration No. of Company

Revenue stamp or Revenue franking
machine impression
N\$10

Name of holding company _____

The company applies for exemption to issue a half-yearly report for the financial year beginning on _____ 19 _____

The interim report is required to be issued on or before _____ 19 _____

and _____ 19 _____

The same exemption is required in respect of the interim report for the financial year beginning on _____ 19 _____

which is due to be issued on or before _____ 19 _____

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 not to issue interim reports; due on _____ 19 _____

and _____ 19 _____

Application refused
Application granted for report due on _____ and _____ 19 _____
Registrar of Companies Registration Office

Name of company _____

Postal address _____

Not valid unless stamped by Registrar of Companies

Form CM36

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 314(2)(d), 316(3)]

TAKE-OVER OFFER AND TAKE-OVER STATEMENT

Registration No. of Company

Revenue stamp or Revenue franking machine impression
N\$10

Name of offeree company

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

Registration No. (if any)

Name _____
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 _____ 19 _____
by the offeror/take over statement by directors of the offeree company with annexures
dated _____ 19 _____ are attached hereto.

Delete whichever is not applicable

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

Date _____

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

Form CM37

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
{Sections 322(1)(g), 326(3)}

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

Registration number of company

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:

Surname _____ Full forenames _____

Residential address	Business address	Postal address

with effect from _____ 19 ____

*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 CM38

To be lodged in duplicate

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 32(2)]

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

Registration No. of Company

Revenue stamp or Revenue franking machine
impression
N\$10

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 _____ 19 _____

*Date _____ Signature _____

RESERVED FOR REGISTRAR OF COMPANIES

To: The Directors
(the company mentioned above)

Gentlemen,
In confirmation.

It would be appreciated if you could please attach form CM37 (Notice of person authorised to accept service on behalf of
external company) to this form and return it to me within 21 days of the date at *above.

Yours faithfully
Registrar of Companies
WINDHOEK

*Date stamp of Companies
Registration Office*

Name of Company _____

Postal address _____

Form CM39

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 328]

ALTERATION TO MEMORANDUM OF EXTERNAL COMPANY

Registration No. of Company

Revenue stamp or Revenue franking
machine impression
NS10

Name of company _____

The company has altered its memorandum on _____ 19 _____

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
_____ 19 _____

Name of offeror _____

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

Form CM40

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
{Sections 375 (5)(a), 430(b), 433(d)(i),(ii)}

Appointment as Liquidator / Provisional judicial manager/ Judicial manager

Registration No. of company

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

To be completed by Liquidator/Provisional judicial manager/Judicial manager

Perforated

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
 COMPANIES ACT, 1973
 [Sections 134]

Form CM41

BROKER'S TRANSFER FORM

For exchange control purposes

This portion to be completed by the broker	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 [in block letters insert the full name(s) of FROM 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)			
This portion to be completed by the agent of the transferee(s)	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)		
LODGED FOR CERTIFICATION BY		* FOR USE IN REGISTERING OFFICE	
NAMIBIAN REVENUE STAMPS or endorsement claiming exemption in terms of the Stamp Duties Act, 1993			

REPUBLIC OF NAMIBIA COMPANIES ACT, 1973 [Sections 13-1]	Form CM42
SECURITIES TRANSFER FORM For exchange control purposes	

Certification, if any, by issuer of security.

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 [in block letters insert the full name(s) of FROM the present registered holder(s)] [transferor(s)] 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)

THIS PORTION TO BE COMPLETED BY THE TRANSFEROR(S) (that is, the person(s) in whose name(s) the securities are at present registered)

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. If no consideration was paid, to market value of the securities at the date of the transaction must be stated.	
	NS 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)		

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.

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

Lodged for certification by:

FOR USE BY REGISTRAR OF COMPANIES

DEAR

As you are no doubt aware, section 421 of the Companies Act, 1973, requires me 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 me 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, I would suggest that you give this matter your most urgent attention.

Date stamp

Yours faithfully

Registrar of Companies

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(To be lodged in duplicate)

REPUBLIC OF NAMIBIA
Companies Act, 1973

Form CM43

Surname _____

Former surnames _____

Surname _____

Former forenames _____

Full forenames _____

**Director of dissolved company
within the meaning of Section 421(1)**

Postal address _____

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.	
Date of birth			2.	
Occupation			3.	
			4.	

LIQUIDATOR'S REPORT [IN TERMS OF SECTION 421(2)]

Date _____

Signature _____

Liquidator

Rubber stamp of liquidator, if any

* Delete whichever is not applicable.

Postal address of liquidator

Business address of liquidator

P.T.O

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Form CM 44

REPUBLIC OF NAMIBIA
COMPANIES, 1973

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

ADOPTING SCHEDULE 1

[Section 60(1); Regulation 18]

Registration No. 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, 1973, 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, 1973

ARTICLES OF ASSOCIATION
OF A COMPANY HAVING A SHARE CAPITAL

NOT ADOPTING SCHEDULE 1

[Section 60(1); Regulation [8]

Registration No. of Company

NAME OF COMPANY :

- A. The articles of Table B contained in Schedule 1 to the Companies Act, 1973, shall not apply to the Company.
- B. The articles of the company are as follows:

Form CM 44B

REPUBLIC OF NAMIBIA
COMPANIES, 1973

ARTICLES OF ASSOCIATION

OF A COMPANY NOT HAVING SHARE CAPITAL

NOT ADOPTING SCHEDULE 1

{Section 60(1); Regulation 18}

Registration No. of Company

NAME OF COMPANY :

- A. The articles of Table A contained in Schedule 1 to the Companies Act, 1973, shall not apply to the Company.

Form CM 44C

Signatories to Articles of Association

Particulars of Subscribers	Date and signature	Particulars of witness	Date and signature
Full Names		Full Names	
Occupation		Occupation	
Residential address		Residential address	
Business address		Business address	
Postal address		Postal address	
Full Names		Full Names	
Occupation		Occupation	
Residential address		Residential address	
Business address		Business address	
Postal address		Postal address	

CM45

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
Section 28(1)

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

Registration No. 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 _____, One thousand Nine hundred
and _____

Seal of the Companies Registration Office

Registrar of Companies

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

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
(Section 28(1), regulation 26)

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

Registration No. of Company

Revenue stamp or
revenue franking
machine impression
N\$5

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 _____

Date stamp of companies
Registration Office

Registrar of Companies

Form CM45

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
Section 28(1)

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

Registration No. 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 _____, One thousand Nine hundred and _____

Seal of the Companies Registration Office

Registrar of Companies

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

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

APPLICATION FOR CERTIFICATE TO COMMENCE BUSINESS

[Section 172]

Registration No. of Company

Place revenue receipt here

or

Affix revenue Stamps here

or

Impress revenue franking machine impression here

Name of Company

The Company which was incorporated on the _____ day of _____ 19____ applies for a certificate to commence business and attaches hereto the documents prescribed by regulation 27.

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

Postal Address

Signature

Name in block capitals

WINDHOEK

TO BE COMPLETED BY COMPANY

CERTIFICATE TO COMMENCE BUSINESS DATED

HEREWITH

NAME OF COMPANY

DATE STAMP OF COMPANIES
REGISTRATION OFFICE

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

APPLICATION FOR CERTIFICATE TO COMMENCE BUSINESS

[Section 172]

Registration No. of Company

Place revenue receipt here

or

Affix revenue Stamps here

or

Impress revenue franking machine impression here

Name of Company

The Company which was incorporated on the _____ day of _____ 19 ____ applies for a certificate to commence business and attaches hereto the documents prescribed by regulation 27.

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

Postal Address

Signature

Name in block capitals

WINDHOEK

TO BE COMPLETED BY COMPANY

CERTIFICATE TO COMMENCE BUSINESS DATED

HEREWITH

NAME OF COMPANY

DATE STAMP OF COMPANIES
REGISTRATION OFFICE

FORM CM 46

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

CERTIFICATE TO COMMENCE BUSINESS

[Section 172]

Registration No. of Company

I hereby certify that

which was incorporated on the day of 1995 has complied with the requirements of Section 172 of the Act and is with effect from this day entitled to commence business.

Signed and sealed at WINDHOEK this day of , One Thousand Nine Hundred and Ninety .

.....
Seal of Companies Registration Office

.....
Registrar of Companies

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

FORM CM 46

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

CERTIFICATE TO COMMENCE BUSINESS

[Section 172]

Registration No. of Company

I hereby certify that

which was incorporated on the day of 19 has complied with the requirements of Section 172 of the Act and is with effect from this day entitled to commence business.

Signed and sealed at WINDHOEK this day of One Thousand Nine
Hundred and Ninety

.....
Seal of Companies Registration Office

.....
Registrar of Companies

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

Form CM 47

**REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973**

[Section 172(3)]

Statement by each director regarding adequacy of capital of company

Registration No. of Company

Name of Company

Date of Registration

I, _____, of _____

declare that:

- 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 _____, *One Thousand Nine Hundred And Ninety*
in the presence of the witness whose signature appears below.

.....
Director

Witness

Signature

Full Names

Occupation

Residential address

Business address

Postal Address

**Delete whichever is not applicable*

Form CM 48

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

AFFIDAVIT PURSUANT TO SECTION 172 (2) OF THE ACT

Registration No. of Company

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, and for which he 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 N\$ _____ (repeat in words).
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 _____ 19

Signature

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

Sworn to */affirmed and signed before me at _____

this _____ day of _____

One thousand Nine hundred and _____

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, 1973

**CERTIFICATE OF REGISTRATION OF MEMORANDUM OF
EXTERNAL COMPANY**

[Section 322(2)]

Registration No. of Company

I hereby certify that

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

Signed and sealed at WINDHOEK this day of , One
Thousand Nine Hundred and Ninety Six.

.....
Seal of Companies Registration Office

.....
Registrar of Companies

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

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973

APPLICATION FOR THE REGISTRATION OF MEMORANDUM OF EXTERNAL
COMPANY

[Section 322(1)]

Registration No. of Company

Place revenue receipt here

or

Affix revenue Stamps here

or

Impress revenue franking machine impression here

N\$50 plus annual duty prescribed in section 175 (1) read with section 174 (2)

Name of Company

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

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

Dated this _____ day of _____ 19____

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

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

Full names
Occupation
Business address
Postal Address

(TO BE LODGED IN DUPLICATE)

Form CM50

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 304(2)]

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

Registration No. of Company

Revenue stamp or Revenue franking
machine impression
NSZ

Name of Company _____

Registered address	Postal address (if known)

Date of end of financial year _____ 19 _____

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 302(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 _____

Form CM51

REPUBLIC OF NAMIBIA
COMPANIES ACT, 1973
[Sections 22]

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

Registration No. of Company

Revenue stamp or Revenue franking
machine impression
NS2

I/We _____
(Name of Company or 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

