

MINISTRY OF INDUSTRIALISATION AND TRADE

NOTICE 0101 OF 2022

CLOSE CORPORATIONS AMENDMENT BILL, 2022

1. Section 1 of the Principal Act is hereby amended –
by inserting, in the appropriate alphabetical order, the following new definition –
“beneficial owner” or “ultimate beneficial owner” –
 - (a) means any natural person or legal arrangement that ultimately owns or controls a corporation or the natural person on whose behalf a transaction or activity is being conducted in relation to a corporation; and
 - (b) is the natural person or legal arrangement that ultimately owns or controls a corporation through –
 - (i) direct or indirect ownership of such membership interest
in such percentage as may be prescribed;
 - (ii) voting rights;
 - (iii) membership interest;
 - (iv) control by any other means;
2. Section 16 of the Principal Act is hereby amended to add subsections 4 -13:
 - (4) Every corporation shall maintain an accurate and up-to-date register of the beneficial owner or owners of the corporation, to be known as the register of beneficial owners which register shall—
 - (a) be kept, within Namibia, and at the same office at which the register of members is kept; and
 - (b) with respect to each member, record his or her first name and surname, any former first name and surname, an identification reference number appearing in his or her identity document, his or her full residential or business address and postal address and his or her nationality, as well as the nature and extent of his or her beneficial ownership in the corporation.
 - (5) Every corporation shall file with the Registrar, in prescribed form, accurate and up-to-date beneficial ownership information referred to in this section and shall within seven days of any change file updates as and when there is any material change to the information.

(6) Beneficial ownership information held and maintained in terms of this section, either by the corporation or by the Registrar, shall be made available for inspection by the Financial Intelligence Centre or by a Competent Authority referred to in the Financial Intelligence Act or any other relevant legislation,

(7) The corporation shall appoint a person, resident in Namibia, who shall be responsible for keeping custody of the register of beneficial owners and who shall be authorised to make the information available to the Financial Intelligence Centre or Competent authorities, upon request.

(8) The names and sufficient contact details of the person referred to in subsection (6) shall be recorded in the form filed by the corporation with the Registrar in terms of subsection (5).

(9) Beneficial ownership and other corporation information held by the Registrar, shall be public information and shall be available for inspection, whether electronically or physically—

(a) by members of the public (subject to section 5); and

(b) by a financial institution or a designated non-financial business or profession

(10) The Registrar or the Financial Intelligence Centre may each, on its own behalf or on behalf of a Competent authority, seek beneficial ownership or other corporation information from their foreign counterparts, in respect of any corporation, and, likewise, may provide beneficial ownership or other corporation information to their foreign counterparts.

(11) The Registrar and the Financial Intelligence Centre and any competent authority which, through them, requests beneficial ownership and other corporation information from other countries, shall monitor the quality of the assistance given by the foreign authorities and shall keep records of such requests and responses.

(12) The corporation or its administrators, liquidators or other persons involved in the dissolution of the corporation, shall maintain beneficial ownership information records for a period of at least five years after the date on which the corporation is dissolved or otherwise ceases to exist.

(13) Any person who fails to comply with the requirements of subsection (4), (5), (6), (7), (8) or (12) shall be guilty of an offence and be liable to a fine not exceeding 10 million Namibian

dollars or to imprisonment for a period not exceeding 10 years or to both such fine and such imprisonment.