

Organisation
Comments
<p><b>SECTION 107(1):</b> Section 81 read with section 108 of the Principal Act allows companies to create and vary its shares. Same should be allowed for warrants to be converted into shares.</p>
<p><b>SECTION 112 (9) (b):</b> Companies already maintain a register of directors which contains all the information listed. This is a duplication of section 223.</p>
<p><b>SECTION 112(10):</b> Timelines are unrealistic. Current legislative provision requires annual reporting. Proposed FIA amendments only require annual reporting. Timelines unrealistic for listed companies. Shares are traded every day. The issue receives this information in Monthly reports.</p>
<p><b>SECTION 112(17): Conflict</b> – liquidators are not currently required to do this by the insolvency Act. There is no provision requiring the officers of the company to hand over the records to a liquidator or the Master. It is likely that the Liquidator will not have such records or documents.</p>

**Working Draft**

**CRONJE INCORPORATED**

**SECTION 107(1):** Bearer of existing warrants after the amendment of this section are to convert their warrants into ordinary par value shares

**SECTION 112(9) (b):** Every company shall maintain an accurate and up-to-date register of the beneficial owner or owners of the company , to be known as the register of beneficial owners which register shall — ) with respect to each director, 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 company.

**SECTION 112(10):** Every company 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.

**SECTION 112(17):** The company or its administrators, liquidators or other persons involved in the dissolution of the company, shall maintain beneficial ownership information records for a period of at least five years after the date on which the company is dissolved or otherwise ceases to exist. Does not make commercial sense for liquidator to pay for record keeping, they cannot recover this cost.  
As they are public documents,.

**Companies Act, 2004 (Act 28 of 2004)**

**Section 107(1):** A public company having a share capital, if so authorised by its articles, may, with respect to any paid-up shares, or to stock, issue a warrant stating that the bearer of the warrant is entitled to the shares or stock specified in the warrant, and may provide, by coupons or otherwise, for the payment of the future dividends on the shares or stock included in the warrant.

Section 223 provides Directors register

The Principal Act provides for different days for which material changes to a company can be filed. Updated membership and shareholdership information is expected at the end of the financial year and information on change of directorship must be filed with the Registrar within 28 days when the change has been effected

Not refered to in Principal Act
---------------------------------

BIPA Action
<p>Repeal bearer shares/warrants in its entirety</p>
<p>This provision has been removed from the final draft Bill. Consideration to consolidate registers under one Bill.</p>
<p>As per FATF requirements, BIPA is required to keep accurate and up to date BO information hence material changes that affect BO should be filed within seven days. Days to be considered further</p>
<p>Registrar of Companies or the Master to keep BO after entity has been dissolved</p>