CIPC Statutory Compliance Checklist

Companies Act 71 of 2008. What a private company has to file and keep.

CIPC compliance is mostly a calendar problem with a hard consequence at the end of it. Failure to file annual returns for two or more years in succession is a ground for deregistration, and on final deregistration the company ceases to exist. Beneficial ownership is now a hard stop: you cannot complete an annual return without it.

1. Company record, registers and registered office

Section 23 requires a registered office. Sections 24 to 26 set the form, location, retention and access rules for company records. Section 50 with regulation 32 requires a securities register.

- [ ] **1. Confirm registered office and record location**
  The registered office on the CIPC register must be where records are actually kept, or the alternative location must be notified. Update it on Form CoR21.1 when it changes.
  Companies Act s23 and s25

- [ ] **2. Maintain a complete securities register**
  Record every share issue and transfer, with holder name, address, identity number and date. This is also the document CIPC asks for on a beneficial ownership filing.
  Companies Act s50, Regulation 32

- [ ] **3. File director changes within 10 business days**
  Every appointment, resignation, removal or change of particulars must be notified on Form CoR39. CIPC asked companies to correct inaccurate director data in April 2026.
  Companies Act s70(6)

- [ ] **4. Retain company records for seven years**
  The Memorandum of Incorporation, board and shareholder minutes and resolutions, annual financial statements and accounting records, in written or electronic form.
  Companies Act s24

2. Annual filings to CIPC

Section 33(1) requires an annual return within 30 business days after the anniversary of incorporation. The Compliance Checklist has been mandatory since 1 January 2020.

- [ ] **5. File the annual return within 30 business days**
  The clock runs from the anniversary of your incorporation date, not your financial year end and not a national deadline. One day late moves you into a higher fee band.
  Companies Act s33(1), Regulation 30

- [ ] **6. Apply the correct turnover fee band**
  CIPC charges on annual turnover for the relevant year. Understating turnover to reduce the fee is a false statement on a CIPC filing.
  CIPC annual return fee schedule

- [ ] **7. Submit the annual Compliance Checklist**
  A separate declaration of 24 questions covering solvency and liquidity, accounting records and financial statements, financial assistance and the securities register. CIPC warned in June 2026 that a growing number of companies are missing it.
  CIPC Notice 52 of 2019

3. Beneficial ownership

The 2022 anti-money laundering amendments inserted beneficial ownership duties into the Companies Act, effective 24 May 2023, through regulation 30A and regulation 32(3A).

☐ **8. File beneficial ownership within 10 business days of incorporation**
A newly incorporated company must lodge its declaration within 10 business days. This is separate from the annual return cycle.
Regulation 30A

☐ **9. Update beneficial ownership on every change**
Any change must be filed within 10 business days. Do not wait for your annual return anniversary.
Regulations 30A and 32(3A)

☐ **10. Lodge the supporting registers and identity documents**
The securities register, and for affected companies the beneficial interest register, plus certified identity copies for the filer and each beneficial owner, certified no more than three months earlier.
Companies Act s50 and s56(7)

4. Financial reporting and assurance

Section 30(1) requires annual financial statements within six months of year end. Section 30(2) with regulations 26, 28 and 29 determines audit, independent review, or neither.

☐ **11. Prepare annual financial statements within six months**
The statements must be prepared within six months after financial year end whether or not they are audited or reviewed.
Companies Act s30(1)

☐ **12. Calculate your public interest score every year**
One point per average employee, one per R1 million or part of third party liabilities at year end, one per R1 million or part of turnover, and one per individual holding a beneficial interest at year end.
Regulation 26(2)

☐ **13. Determine audit or independent review correctly**
An audit is required if your MOI requires it, if you held more than R5 million in a fiduciary capacity for unrelated persons at any time in the year, if your score is 350 or more, or if it is 100 or more and the statements were compiled internally.
Companies Act s30(2), Regulations 28 and 29

☐ **14. File AFS in XBRL or lodge a FAS**
If your statements must be audited, file them in XBRL with the annual return. If not, complete the online Financial Accountability Supplement.
Companies Act s33(1)(a)

5. Governance and directors' duties

Section 66(2) sets the minimum director count, section 69 eligibility, sections 75 to 77 disclosure, conduct and liability, and section 72(4) with regulation 43 the social and ethics committee threshold.

☐ **15. Appoint and maintain at least one director**
A private company needs a minimum of one director, and more if its MOI requires it. Each must be eligible and not disqualified.
Companies Act s66(2) and s69

☐ **16. Declare personal financial interests before decisions**
A director with a personal financial interest must disclose it and, subject to the exceptions, leave the meeting and not vote. Record it in the minutes.
Companies Act s75 and s76

- [ ] **17. Check the social and ethics committee threshold**
  A private company must appoint one if its public interest score exceeded 500 points in any two of the previous five financial years.
  Companies Act s72(4), Regulation 43

- [ ] **18. Confirm your remuneration reporting scope**
  The remuneration policy and report regime that commenced on 22 May 2026 applies to public and state-owned companies, not private companies. Directors' remuneration disclosure in audited statements can still reach a private company through its public interest score.
  Companies Act s30(4), s30(5), s30A and s30B

What non-compliance costs

- Annual return fees rise when you file late: R100 to R150 under R1 million turnover, R450 to R600 up to R10 million, R2 000 to R2 500 up to R25 million, and R3 000 to R4 000 above R25 million.
- Deregistration: CIPC may deregister a company that has not filed annual returns for two or more successive years. On final deregistration the company's juristic personality is withdrawn, and CIPC's published guidance states that directors and members active at the time may be held liable for the debts of the entity.
- Reinstatement is available on Form CoR40.5 for R200, lodged online only since 11 August 2025, and requires all outstanding returns to be filed within 30 business days.
- Compliance notices: where a company fails to comply with a compliance notice, a court may impose an administrative fine of the greater of 10 percent of turnover during the period of non-compliance or R1 000 000, section 175. CIPC has confirmed it is approaching the courts for these.