

KPSG

Kanye Pamba Strategy Group

**COMPANY SECRETARIAL PRACTICE
ASSISTING IN PRODUCING DOCUMENTATION IN
COMPLIANCE WITH THE COMPANY'S ACT 2008 AS AMENDED**



**COMPANY SECRETARIAL SERVICES
2019**

Company secretarial services

We are experts in providing comprehensive company secretarial, administrative and corporate services to a range of companies from small start-ups through to entities listed on the Johannesburg Stock exchange.

We ensure your company complies with its statutory obligations pro-actively and efficiently. Our staff have depth of knowledge and skill in the corporate secretarial space. We have a wealth of experience in providing flexible, tailored services to more than 2 000 clients throughout South Africa.

We are one of the few leading professional service providers able to offer consultancy services to boards of directors to help them navigate the complex requirements of our Companies Act. With a qualified FCIS practitioner as part of our management team, we are able to provide advice to companies on matters including The King Code and report on Governance for South Africa "King III" as well as a range of deeper Companies Act consultancy services.

Our services include:

- Registration of new companies
- Assistance with memorandum of incorporation
- Corporate compliance matters
- Restructuring of groups or companies
- Director training on the duties and responsibilities of directors
- Corporate governance assessments
- Ethics consulting
- Board and committee structure reviews

Registration of Companies

Our office is equipped to ensure that the statutory records of your entity or client entity complies with the requirements of the Companies Act by providing any of the following requested services:

- Registration of companies, providing shelf companies and attending to statutory changes thereto.
- Conversion of Close Corporations to private companies or public companies.
- Maintaining the statutory registers and minute books at our offices.
- Restructuring of groups of companies.
- Appointment/resignation of directors, public officers, company secretaries, etc.
- Transferring shares, allotment of shares, issuing of share certificates and the payment of the Securities Transfer Tax to the South African Revenue Service through E-Filing.
- Special resolutions relating to changes to the Memorandum and Articles of Association such as name changes, adoption of the new Memorandum of Incorporation (MOI), increase of the share capital and the conversion from par value to no par value shares and the creation of preference shares for SPV purposes.
- Acquisition of shares by the company.
- Changing the financial year-end of the Company.
- Appointing/resigning the auditor of the Company.
- Changing the registered office and postal addresses of the Company.
- Attending meetings of the Directors and the taking of the minutes.
- Attending Annual General Meetings and acting as an independent scrutineer and assisting in the compilation of the proxy register, vote reconciliation and the taking of minutes of the meeting.
- Submission of CIPC annual returns and if so required, the cancellation of the deregistration process.
- Deregistration of companies.
- Director training on the duties and responsibilities of Directors.
- Director training on the King Code of Governance Principles for South Africa 2009 ("King III").

We partner with YOU and YOUR NEW COMPANY through each start-up phase of your new venture.

REGISTER *We start with business consultation and then "Register" your Company at CIPC*

Company Registrations

Company name reservation (COR9.1 form)	R130.00
Company name reservation extension (COR9.2 form)	R100.00
Resubmit name if name has expired or rejected by The Commission	R130.00
New Private Company Registration - Pty Ltd	R450.00
New Personal Liability Company registration - Inc	R999.00
New Non-Profit Company Registration (CIPC)	R450.00
Manual New Non-Profit Company Registration (CIPC) (long format)	R1,199.00
Memorandum of incorporation amendments	R570.00
New NPO/NGO Registration (Social Development)	R800.00
Appointment/registration or removing of director	R400.00
Appointment of director and removing of director	R370.00
Change of address of registered office	R195.00
Change the Year End - PTY	R430.00
Change Name - PTY	R650.00
Deregistration of Company or CC	R450.00
Share Certificate	R150.00
Credit Searches (Company)	R750.00
Credit Searches (Individual)	R200.00
Other changes	Per quotation

CC related Registrations

Urgent CC (completed within 48 hours) while name stock last	R0.00
Basic CC amendments (Change in composition of members, accounting officer, member, members of CCs addresses, members contributions and % ownership)	R550.00
Comprehensive CC amendment (including change name of CC and change in principal business)	R599.00
Conversion from CC to (Pty) Ltd	R899.00

Co-operative related Registrations

Co-Operative Registration	R900.00
Urgent Co-op (completed within 48 hours) while name stock last	R0.00
Basic Co-op amendments (Change in composition of members, accounting officer, member, members of Co-ops addresses,)	R550.00
Comprehensive Co-op amendment (including change name of Co-op and change in principal business)	R599.00
Conversion from Co-op to (Pty) Ltd	R899.00

COID Registrations

COID Registration	R600.00
Letter of good standing	R410.00
Earnings Returns	R350.00

Other registrations

Income Tax Registrations	R400.00
Income Tax Exemption	R650.00
PAYE/UIF/SDL Registration	R1,095.00
VAT Registration	R1999.00
PAYE Registration	R550.00
Tax Clearance application (tender/good standing)	R400.00
Tax Clearance application (foreign investment)	R400.00
UIF Registration with Department of Labour	R550.00
EME BEE Certificate (Turnover under R5 million) start up	R499.00
EME BEE Certificate (Turnover under R5 million) (old than a year)	R599.00
CIDB Registration (Grade 1)	R800.00
CIDB Registration (Grade 2-9)	R2,650.00
1 Municipality database registration	R500.00
Trust Registrations	R1,350.00
New Company Combo 1	R2,100.00
Resubmit name if name has expired or rejected by The Commission	R130.00
Submission of annual returns - CC's and small companies	R250.00
Late Submission of annual returns - CC's and small companies	R300.00
Submission of annual returns - Large Companies	R400.00
Late Submission of annual returns - Large Companies	R500.00

Documents needed to process your application

PTY REGISTRATION

1. Online or manual application form
2. Certified ID copies of all directors
3. Signed Power of Attorney

ADD/REMOVE A DIRECTOR

1. Application form
2. Certified ID copies of all directors
3. Minutes of a meeting
4. Resolution letter
5. Signed Power of attorney

NON PROFIT COMPANY REGISTRATION (CIPC)

1. Online or manual application form
2. Certified ID copies of all directors
3. Signed Power of Attorney

NGO/NPO REGISTRATION (DEPARTMENT OF SOCIAL DEVELOPMENT)

1. Online or manual application form
2. Certified ID copies of all directors
3. Signed Constitution (will be sent to you)

COIDA REGISTRATION (CF)

1. Manual Application form
2. Certified ID copies of all directors
3. Company registration certificate /CoR14.3
4. Notice of Incorporation CoR14.1
5. Power of attorney (will be sent to you)

TAX CLEARANCE APPLICATION (SARS)

1. ID copies of all directors
2. Company registration certificate /CoR14.3
3. Signed SARS Power of Attorney
4. Signed Appointment letter (available on request)

CO-OPERATIVE REGISTRATION (CIPC)

Minimum members should be 5

1. Application form
2. Certified ID copies of all member
3. Signed constitution

CIDB REGISTRATION (GRADE 1)

1. Application form
2. Certified ID copies of all directors
3. Company registration certificate /CoR14.3
4. Original Certified Share Certificate/s
5. Bank account confirmation letter
6. Tax clearance certificate

All documents must be original certified and must be sent via post or must be carried to us

VAT REGISTRATION (SARS)

1. Company tax number required
2. Certified copies of registration document (COR14.1, COR14.1A, COR14.3, COR15.1A)
3. Certified copies of identity documents of the two main directors
4. Original signed and stamped letter from bank confirming business bank details (no internet printouts)
5. Copy of financial (e.g. bank statements showing deposits and copies of invoices issued for last 3 months showing R 50,001 or more)

Board Services

Board and Shareholder Meeting Services

Our office ensures that your company secretarial and corporate governance duties are performed efficiently, leaving you with more time to focus on the growth of your business.

We are able to provide you with a full outsourced company secretarial function for your Board, Board Committee or Shareholder meetings

Our Board Meeting Services include the following:

- Sitting with the CEO and assisting with the compilation of the Board meeting Agenda;
- Compilation of the Board Agenda and the collation of the Board packs;
- Circulation of the Board meeting packs to all Board members and attendees in either printed format, electronic format or Ipad software enabled format;
- Compilation of the Board meeting attendance register;
- Compilation of the Director disclosure form;
- Attendance at the Board meeting;
- Compilation of the minutes of the Board meeting and the action list emanating from the Board meeting;
- Following up with management on the completion of the action items.

Our Shareholder Meeting Services include the following:

- Sitting with the CEO and the Chairman of the Board and assisting with the compilation of the Notice convening the General/Annual General Meeting;
- Preparation of the Notice convening the General/Annual General Meeting and the proxy form;
- Circulation of the Notice convening the General/Annual General Meeting to all shareholders;
- Compilation of the proxy register;
- Compilation of the Chairman's pack;
- Attendance at the General/Annual General Meeting for the purposes of verifying the vote count and the taking of the minutes of the meeting;
- Registration of any Special Resolutions with the CIPC.

Advisory Services

Growing your business in the face of ever fiercer competition, while continuing to deliver profitability and shareholder value, can be tough.

In today's business world you need to react to opportunities and threats faster than ever before, while implementing long-term strategies to plan for future success.

KPSG advisory services:

- assist with growth through transaction support such as mergers and acquisitions, strategic alliances and international operations
- support and protect your business through ethical practices, solid infrastructure and compliance assistance
- improve performance from business advice and consulting with advisory, technical, and industry specific skills
- help you ensure that you have the right processes in place
- mitigate against the risk of unseen events
- Whether you are pursuing new opportunities, dealing with a serious issue or managing the daily pressures of organisational maintenance, our diverse team of experienced professionals are here to help, with expert local knowledge, both at home and internationally.

Broad- Based Black Economic Empowerment (B-BBEE)

Broad-Based Black Economic Empowerment (B-BBEE) is a significant strategic issue, challenge, threat and potential opportunity facing businesses of all sizes, structures and shapes in South Africa today.

The Amended Codes of Good Practice transitional period expires on 30 April 2015, notwithstanding the fact that there is uncertainty about the Sector Codes and the Qualifying Small Enterprise scorecard. B BBEE remains a strategic imperative for many businesses, particularly those impacted on by public sector procurement, licencing and concessions, grants and incentives, private-public partnerships.

B-BBEE has a variety of ingredients, dimensions and facets - better known as elements; it is not only limited to ownership and management considerations. Nevertheless 57 points on the Amended Codes Scorecard relate to black ownership

Corporate Governance

Governance as a business advisory process provides an exemplary structure for an organisation to work with. It promotes ethical behaviour, accountability and transparency. It encourages economic and financial stability and control, social and environmental responsibility and ethical investment policies and products. Ultimately, it results in enhanced shareholder value.

Recovery and Restructuring

Since The Companies Act, 71 of 2008 introduced Business Rescue legislation to enable the rehabilitation of economically viable but financially distressed companies, KPSG Business Rescue experts have been assisting financially distressed companies, irrespective of size or situation, find the best solution.

Forensic Services

Just how actively are you managing your fraud risk? Most people think fraud is something that only happens to other people - until it actually happens to them...

Legal Services

Offering extensive services in all commercial contracts we are able to provide an advantageous role in corporate restructuring and drafting of contracts.

This includes:

- Corporate Restructuring
- Company Memorandum of Incorporations and Shareholders' Agreements
- Negotiation and drafting of all Commercial Contracts
- Purchase and supply agreements
- Partnerships
- Franchise Agreements
- Commercial Leases

With the set of processes and laws which control how a business is developed, directed and administered it is vital for us to provide the appropriate solutions our clients require.

Tax

Taxation presents arguably the most dynamic and complex challenge in the context of financial planning.

Ever changing legislation and rules are matched only by the new methods devised to make the discharging of tax liabilities as efficient as possible.

When it comes to tax planning and strategy, every case is unique. Our approach remains versatile with an awareness that individual issues must be dealt with on their own merits but with the overall, long-term considerations always in mind.

Whether you are the tax director of a multi-national group, an owner manager, an individual setting up a trust or in receipt of a trust income, an employee or a Public Benefit Organisation, we make sure you don't pay more tax than is necessary and that your activities remain tax efficient.

We also value the importance of relationships, especially over the long-term. Getting to know your needs over time means we will become more knowledgeable of your affairs and can react proactively to changing tax requirements in line with your own special circumstances.

Doing Business in South Africa

The Business and Taxation Guide South Africa, provides an insightful overview for companies who are interested in doing business in South Africa. This guide contains all the information you need to best understand our legislative environment and tax regime enabling you to make the best decisions about starting a business in the country

Corporate Tax

Structuring companies so they benefit from high operational performance and legal protection, whilst ensuring that they don't pay more tax than is necessary, provides the foundation for many a successful business. And as you grow you must be certain that expansion will not be hampered by unforeseen liabilities.

Private Individuals

Dealing with your personal tax affairs is an essential task in maximising quality of life as well as enabling you to plan for a more abundant future.

However, the complexities of ever-changing tax regulations along with sometimes cumbersome record-keeping requirements can prove discouraging for many people.

Employment Tax

Administering employment tax requirements can be complicated and time consuming.

Public Benefit Organisations (PBOs)

Generally, PBOs are tax exempt but, in some cases, VAT and corporate tax can still apply.