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# Beneficial Ownership Declaration Toolkit

Aligned with Companies Act, 2008 and Companies Amendment  
Regulations, 2023

Prepared by RK Corporate Consulting (RKCC) | July 2025

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Chief Executive Officer: Rozanne van Heerden  
Chief Operations Officer: Wilhelm Kuhn



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## INTRODUCTION

In alignment with South Africa's strengthened commitment to global anti-money laundering standards, the [Companies Amendment Regulations, 2023](#), introduced a statutory obligation for all companies and close corporations to declare and submit up-to-date Beneficial Ownership (BO) information to the [Companies and Intellectual Property Commission \(CIPC\)](#). This Beneficial Ownership Declaration Toolkit serves as a practical, step-by-step guide to assist entities in accurately completing and filing their beneficial ownership declarations in compliance with the [Companies Act, 71 of 2008](#), and the accompanying Amendment Regulations. It provides detailed insights into filing procedures, legal mandates, control thresholds, supporting documentation, and CIPC requirements.

This toolkit builds upon the foundation laid in our [Beneficial Ownership Register Toolkit](#), which outlines how to develop and maintain a compliant BO register. While the Register Toolkit helps identify and record beneficial owners internally, this Declaration Toolkit focuses on submitting that information formally to the CIPC.

The legal obligation to file rests with the Declaring Entity, which must ensure all submitted data is accurate, complete, and continuously updated. Only an authorised individual with a valid mandate may file on the entity's behalf, and the declaration must include certified supporting documents and valid identification for all beneficial owners.

Non-compliance may lead to administrative penalties, delayed access to compliance documentation (such as Letters of Good Standing), or potential deregistration of the entity.

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## LEGAL FRAMEWORK AND FILING OBLIGATIONS

South Africa's beneficial ownership disclosure regime is firmly grounded in the Companies Act, 2008 and significantly expanded through the Companies Amendment Regulations, 2023. Together, these instruments form the legislative foundation for the CIPC's compliance oversight regarding beneficial ownership (BO) and beneficial interest (BI) declarations.

These obligations are not mere administrative formalities but form part of South Africa's broader commitment to combating money laundering and terrorist financing under the [Financial Action Task Force \(FATF\) standards](#). Failure to comply exposes entities to reputational damage, administrative penalties, and regulatory enforcement..

### Key Legal Instruments

#### **Companies Act, 2008 (Act No. 71 of 2008)**

The Act introduces key definitions, including “**beneficial interest**” and “**securities register**,” and provides the legislative foundation for shareholder disclosures and record-keeping requirements. Relevant sections include:

- **Section 1: Definitions, including beneficial interest**
- **Section 50: Maintenance of a securities register**
- **Section 56: Disclosure of beneficial interest in securities**
- **Section 122: Required disclosures of certain acquisitions or disposals of securities**

#### **Companies Amendment Regulations, 2023**

These regulations introduced mandatory BO filing obligations, including new thresholds and timelines for submission to the CIPC. Importantly, they also outline who qualifies as

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a beneficial owner and detail the requirements for maintaining a Beneficial Ownership Register (BO) register.

### **CIPC Practice Note 2 of 2023**

This practice note provides detailed administrative guidance for filing beneficial ownership information with the CIPC. It outlines the processes for uploading documents, the authorisation of third parties, and validation procedures for compliance.

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## **OVERVIEW OF FILING OBLIGATIONS**

Entities incorporated or operating in South Africa are now required to assess whether they fall into the category of **Affected** or **Non-Affected companies**, as this determines the type of disclosure obligation: Beneficial Interest (BI) or Beneficial Ownership (BO), respectively.

**Non-Affected Companies** are required to maintain a **Beneficial Ownership Register (BO) register** and submit that information to the **CIPC**:

- When: Within 10 business days of incorporation or of any change in beneficial ownership.
  - How: Through the CIPC's e-services portal or via authorised filing.
  - What: Full disclosure of individuals who directly or indirectly exercise control, including through trusts, nominee arrangements, or layered corporate structures.

**Affected Companies**, such as **public companies**, **state-owned entities**, or **private companies with more than 10 shareholders** and **public interest ownership**, are **not** required to file **BO** details with the CIPC. However, they must:

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- **Maintain an updated securities register disclosing all beneficial interests in their shares.**
- **Disclose such beneficial interests in compliance with Sections 56 and 122 of the Companies Act, particularly where voting rights or ownership percentages are substantial enough to influence control.**

**Penalties for Non-Compliance: Missing filing deadlines or submitting inaccurate information may result in administrative fines, delays in compliance certification, and in severe cases, deregistration of the entity.**

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#### **WHEN MUST YOU FILE BENEFICIAL OWNERSHIP DECLARATIONS?**

- **On Incorporation**
    - **A newly formed Non-Affected Company** must file its **BO** information within **10 business days of registration**.
  - **Upon Change in Control or Ownership**
    - If there is **any change in who qualifies as a beneficial owner** (e.g., change in shareholding, trust structure, or control arrangements), the updated information must be filed **within 10 business days** of the change.
  - **Ongoing Maintenance**
    - Companies must ensure that the BO Register is **continuously maintained and updated**. Filing only occurs when changes arise, but the internal register must always reflect the current state of control.
  - **Annual Return Filing**

The CIPC may require the verification of BO data during the annual return process.
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Entities must ensure alignment between internal records and CIPC-submitted information

### Filing Obligations at a Glance

Type of Company	Required Disclosure	Filing Deadline	BO Register Required?
Non-Affected Companies	Beneficial Ownership (BO)	Within 10 days of incorporation/changes	<input checked="" type="checkbox"/> Yes
Affected Companies	Beneficial Interest (BI)	Annually via Securities Register	<input checked="" type="checkbox"/> Not submitted to CIPC

## CONTROL THRESHOLDS AND LEGAL DEFINITION OF CONTROL

Understanding the concept of control is central to determining who qualifies as a beneficial owner and whether your entity has met its legal disclosure obligations under the Companies Act and its Regulations.

In terms of the Companies Amendment Regulations, 2023, a BO is any **natural person** who, **directly or indirectly, ultimately owns or controls a company**. Control may arise through shareholding, voting rights, contractual arrangements, or influence over management decisions.





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### **Legal Definition of Control**

Control is defined not only in terms of ownership but also in terms of substantial influence or decision-making authority. The Companies Amendment Regulations, 2023 specify that a person is deemed to have control where they:

- **Hold more than 5% of a company's beneficial ownership, whether directly or indirectly;**
- Have the power to appoint a majority of the board of directors;
- Influence or direct the financial and operating policies of the company;
- Act through nominee shareholders, trusts, or other legal arrangements to exercise de facto control;
- Control entities that themselves own shares in the company.

This definition ensures that companies look beyond legal ownership structures and interrogate indirect and layered ownership, especially when trust structures or offshore entities are involved.

### **Thresholds That Trigger Reporting Obligations**

The 5% threshold introduced in the 2023 Regulations creates a filing obligation for any individual who, through any form of control, meets or exceeds this threshold. However, control may also be established below this percentage if there is material influence over decision-making or strategic direction, especially in small private companies.

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**Companies must identify:**

- Direct shareholders with  $\geq 5\%$  interest;
- Indirect controllers such as beneficiaries of trusts, controlling persons in group structures, or shadow directors;

Any individual who exercises ultimate effective control, regardless of formal shareholding. Failure to investigate and declare such arrangements risks non-compliance, even where control is exercised informally.

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**Case Study: Indirect Control through a Trust Structure**

ABC (Pty) Ltd is a private company owned by XYZ Trust. The trust holds 100% of the shares in ABC (Pty) Ltd. The trustee is a nominee acting under instruction from Ms X, the principal beneficiary and founder of the trust.

**Analysis:**

- Ms X does not appear in the CIPC records.
- However, as the founder, principal beneficiary, and effective controller of the trust, Ms X indirectly controls ABC (Pty) Ltd.
- Despite holding no shares in her name, Ms X meets the definition of a beneficial owner under the 2023 Regulations.
- ABC (Pty) Ltd must disclose Ms X in its BO Register and file the declaration with the CIPC.

**Takeaway:**

Control is not limited to named directors or shareholders. Entities must trace through legal

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arrangements to identify the natural persons who ultimately influence or benefit from the company's operations.

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## **CATEGORISATION OF AFFECTED AND NON-AFFECTED COMPANIES**

South Africa's BO disclosure obligations differ depending on whether a company is classified as an affected or non-affected company. This distinction determines what must be disclosed, where it must be disclosed, and how often filings are required.

The Companies Act, 2008 and Companies Amendment Regulations, 2023 clearly define these categories, and misunderstanding the distinction can lead to incorrect filings, non-compliance, or exposure to administrative penalties.

### **Non-Affected Companies**

Non-affected companies include:

- Private companies (Pty Ltd) with fewer than 10 shareholders;
- Close corporations (CCs);
- Non-profit companies that do not fall within the affected category.

These companies **are required to file beneficial ownership information directly** with the Companies and Intellectual Property Commission (CIPC) and maintain a Beneficial Ownership Register at their registered office.

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#### **Legal Obligations for Non-Affected Companies:**

- File a BO Register with CIPC within 10 business days of incorporation or any changes in beneficial ownership;
- Ensure that the BO Register reflects all natural persons who directly or indirectly own or control 5% or more of the company;
- Update the register and CIPC filing every time there is a change in beneficial ownership;
- Maintain full supporting documentation identifying and verifying each beneficial owner.

These filings are mandatory and apply even where there is no material change in shareholding but a change in control arises through other means (e.g., control of a holding company, trust arrangements, nominee arrangements, or de facto management control).

Failure to comply with the above may result in refusal to issue a Letter of Good Standing, administrative penalties, or other regulatory enforcement by CIPC.

#### **Affected Companies**

Affected companies are defined in section 118(1)(c) of the Companies Act and include:

- Public companies listed on a regulated exchange;
  - State-owned companies;
  - Private companies with 10 or more shareholders and public interest involvement (for example, institutional investors or retirement funds holding shares).
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Unlike non-affected companies, affected companies are not required to file beneficial ownership declarations with CIPC. Instead, **they are obligated to maintain an internal securities register disclosing Beneficial Interests (BI)** (as defined in section 56 of the Companies Act).

#### **Legal Obligations for Affected Companies:**

- Maintain a securities register reflecting all individuals who hold a beneficial interest in the company's securities;
- Update the securities register annually or upon changes in beneficial interest;
- Ensure records are accessible and properly maintained in terms of section 24 and 50 of the Companies Act;
- Respond to stakeholder or regulatory queries, including from the Takeover Regulation Panel (TRP), Financial Intelligence Centre (FIC), or the Companies Tribunal.

**There is no requirement to submit this register to CIPC, but affected companies must still demonstrate compliance with disclosure principles, especially during audits or due diligence processes.**

#### **Why This Distinction Matters**

Incorrectly categorising your company can result in missed filings, invalid registers, or regulatory sanctions.

Non-affected companies face direct enforcement through the CIPC. Failure to comply can affect your ability to secure contracts, open bank accounts, or prove legal compliance.

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Affected companies face scrutiny from regulators such as the TRP and FIC and must maintain rigorous internal registers to reflect true ownership.

The regulatory expectation is transparency, regardless of category. Both affected and non-affected entities must take active steps to identify and document control structures.

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## **FILING BENEFICIAL OWNERSHIP INFORMATION: WHEN AND HOW TO COMPLY**

Complying with South Africa's beneficial ownership (BO) disclosure requirements involves more than just submitting a form to CIPC. It requires accurate classification of your entity, careful tracking of control structures, and ongoing documentation.

Below is a step-by-step breakdown of when and how to file, who must file, and what supporting documents are required. This section is based on the Companies Act, 2008, the Companies Amendment Regulations, 2023, and CIPC Practice Note 2 of 2023.

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### **When Must You File Beneficial Ownership Information?**

The obligation to file arises under three distinct circumstances for non-affected companies:

#### **Upon Incorporation**

BO information must be filed within 10 business days of registration with the CIPC.

#### **Upon Changes in Beneficial Ownership**

Any change in control, whether direct or indirect, triggers a new filing obligation.

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This includes changes in shareholding, voting rights, or de facto control (e.g., through a trust or nominee).

### **Annual Confirmations**

While there is no formal annual filing obligation for unchanged BO data, CIPC may require confirmation of accuracy during routine compliance reviews or when issuing a Letter of

### **Good Standing.**

Important: The 10-day timeline is strict and non-negotiable. Late filings may result in administrative penalties or delays in CIPC compliance processes.

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### **How to File Beneficial Ownership Information**

All filings must be made via the CIPC e-Services platform using the company's registered credentials. The following steps apply:

- Prepare Internal BO Register
    - Compile a register of all natural persons who directly or indirectly own or control 5% or more of the company.
  - This includes:
    - Name, ID/passport number
    - Nationality and residency
    - Nature and extent of ownership/control
  - Supporting documents (e.g., share certificates, trust deeds, shareholder agreements)
  - Login to [CIPC e-Services](#)
  - Use the 'BO Filing' function to upload the register.
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- Enter data for each beneficial owner as per the internal register.
  - Confirm the filing on behalf of the company.
  - Document Retention
  - Maintain both a digital and hard copy of the internal BO Register.
  - Keep evidence of submission (confirmation receipts, timestamps, and screenshots).
  - Retain supporting documentation for at least seven years.
- 

### **Key Considerations During Filing**

#### **Trusts and Indirect Ownership:**

If a trust holds shares in the company, you must identify the natural persons behind the trust, typically the founder, trustees, and beneficiaries with control or benefit.

#### **Nominees and Shell Structures:**

If shares are held in the name of another person or entity (nominee), disclose the true beneficial owner, not just the legal holder.

#### **Complex Ownership Chains:**

Where control is exercised through layers of holding companies, identify the ultimate natural person(s) who hold the final control.

#### **Multiple Filings:**

If there are multiple layers or several beneficial owners, submit multiple entries within one filing, ensuring each individual's control is clearly explained.

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### **Case Study: Filing Under a Complex Ownership Structure**

A private company is 100% owned by a second private company, which is in turn owned by a trust. The trust has two beneficiaries who hold equal rights to income and capital.

#### **Action Steps:**

The filing company identifies the trust as the shareholder.

It then traces control back to the beneficiaries and trustees of the trust.

The beneficial ownership filing includes:

- Full details of the trust deed;
- Names and ID details of the beneficiaries and trustees;
- The rationale for identifying them as having indirect control;
- Upload of supporting documents (e.g., trust resolution, share certificates, declarations of control).

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### **COMMON PITFALLS**

- Submitting filings without a valid written mandate
  - Uploading uncertified copies of ID documents
  - Failing to file changes promptly after ownership shifts
  - Confusing affected vs non-affected company obligations
  - Filing incomplete BO details below the 5% threshold
  - Ignoring entity status restrictions (filing while entity is liquidated)
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## TEMPLATES AND CHECKLISTS

### Essential Documents Checklist

- Written filing mandate on entity letterhead
- Certified copy of authorised filer's ID
- Certified copies of beneficial owners' IDs or passports
- Updated BO register or securities register (as applicable)

### Filing Readiness Checklist

- ☐ Confirm CIPC customer code and portal access
- ☐ Verify entity status is active and eligible for filing
- ☐ Collect and certify all supporting documents
- ☐ Prepare complete BO details for owners controlling  $\geq 5\%$
- ☐ Upload documents and submit on CIPC portal
- ☐ Verify OTPs and retain confirmation email

## MANDATE TO SUBMIT BENEFICIAL OWNERSHIP DECLARATION

[Entity Letterhead]

Date: [Insert Date]

To: Companies and Intellectual Property Commission (CIPC)

From: [Entity Name], Registration Number: [Registration Number]

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#### Appointment of Authorised Agent

I / We, the undersigned, in my / our capacity as director(s) / member(s) of [Entity Name]  
("the Company"), hereby nominate and appoint:

[Agent Name / Service Provider]

Registration Number: [Reg No] (if applicable)

Duly represented by: [Full name of authorised individual]

ID Number: [ID Number]

CIPC Customer Code: [Customer Code]

(hereinafter referred to as "**the Agent**"), with power of substitution, to act as the Company's lawful agent and authorised representative to engage with, lodge, file, and submit any information and supporting documentation, including beneficial ownership information, as required under the Companies Act, 71 of 2008 (the "**Act**"), and the Companies Amendment Regulations, 2023, with the Companies and Intellectual Property Commission ("**CIPC**")

#### Company Undertakings

The Company undertakes to provide the Agent with all necessary information and documentation required to fulfil this mandate.

The Company warrants that any information or documents submitted by the Agent on its behalf shall be verified as true, accurate, and complete by an appropriate senior representative of the Company.

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The Agent will use reasonable endeavours to ensure the information submitted complies with the CIPC's filing requirements but will not alter or amend the information provided by the Company. The Company remains fully responsible for the accuracy and completeness of all submissions.

The Company acknowledges that knowingly submitting false or misleading information to the CIPC is a criminal offence under the Companies Act.

Except in cases of gross negligence or wilful misconduct proven against the Agent, the Company indemnifies and holds the Agent harmless from all claims, liabilities, or damages arising from this mandate.

This mandate remains valid until revoked in writing by the Company.

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### **Scope of Authorisation**

The authorised Agent is empowered to:

- Complete and submit the Beneficial Ownership Declaration and any related documentation via the CIPC e-services portal;
- Upload all necessary supporting documents, including certified copies of identification and beneficial ownership registers;
- Receive correspondence from CIPC regarding filings and respond as necessary;
- Make amendments or corrections to filings to maintain compliance.
- valid until revoked in writing by the Company

Signatories

Signed by authorised persons on behalf of [Entity Name]:

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Name	Capacity (Director/Member)	Signature	Date
[Full Name]			
[Full Name]			

Certified copy of the authorised filer's ID must be attached.

#### Notes:

For companies, at least 50% plus one of the directors must sign this mandate.

For close corporations, all members must sign.

The authorised individual must be a natural person holding a valid CIPC customer code.

## FREQUENTLY ASKED QUESTIONS (FAQS)

### Who must file a BO declaration?

Non-affected companies and close corporations must file BO declarations. Affected companies file BI disclosures annually but not to CIPC.

### What is the filing deadline?

Within 10 business days of incorporation or any beneficial ownership change.

### Can a third party file on behalf of the entity?

Yes, but only with a valid written mandate authorised by the Declaring Entity.



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### **Are trusts required to disclose?**

Trusts holding  $\geq 5\%$  beneficial interest must be declared as beneficial owners.

### **What penalties exist for non-compliance?**

Penalties range from administrative fines to deregistration and reputational damage.

### **How do I handle complex ownership structures?**

Apply the look-through principle to identify ultimate beneficial owners with control or  $>5\%$  interest.

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## **HOW RKCC SUPPORTS YOU**

At RK Corporate Consulting, we provide end-to-end support tailored to your beneficial ownership compliance needs:

- **Proactive Compliance Management:** We continuously monitor legislative changes and keep you ahead of evolving filing requirements.
  - **Customised Filing Support:** From meticulous review of your Beneficial Ownership Register to preparing and submitting declarations, we handle the complexities so you do not have to.
  - **Expert Guidance on Mandates:** We ensure authorised representatives have the correct mandates in place, helping you avoid common filing rejections and delays.
  - **Comprehensive Training and Resources:** Equip your internal teams with the latest compliance knowledge through targeted training and practical tools.
- 

Chief Executive Officer: Rozanne van Heerden  
Chief Operations Officer: Wilhelm Kuhn



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- **Ongoing Advisory Services:** We're here to answer your queries, clarify complex ownership structures, and assist with audits, due diligence, or any regulatory engagement.
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## NAVIGATING COMPLIANCE WITH CONFIDENCE

Navigating the complexities of beneficial ownership compliance can feel overwhelming. RKCC takes on the red tape, ensuring your filings are accurate, timely, and fully compliant, so you can focus on growing your business without distraction.

Our team is ready to guide you every step of the way, from initial registration through ongoing updates and audits. **Do not leave compliance to chance; take control with expert support tailored to your needs.**

**Book your free 30-minute consultation today to discuss your specific situation and get practical next steps.**

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**Navigating compliance with confidence, we handle the red tape so you can focus on growth.**

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