

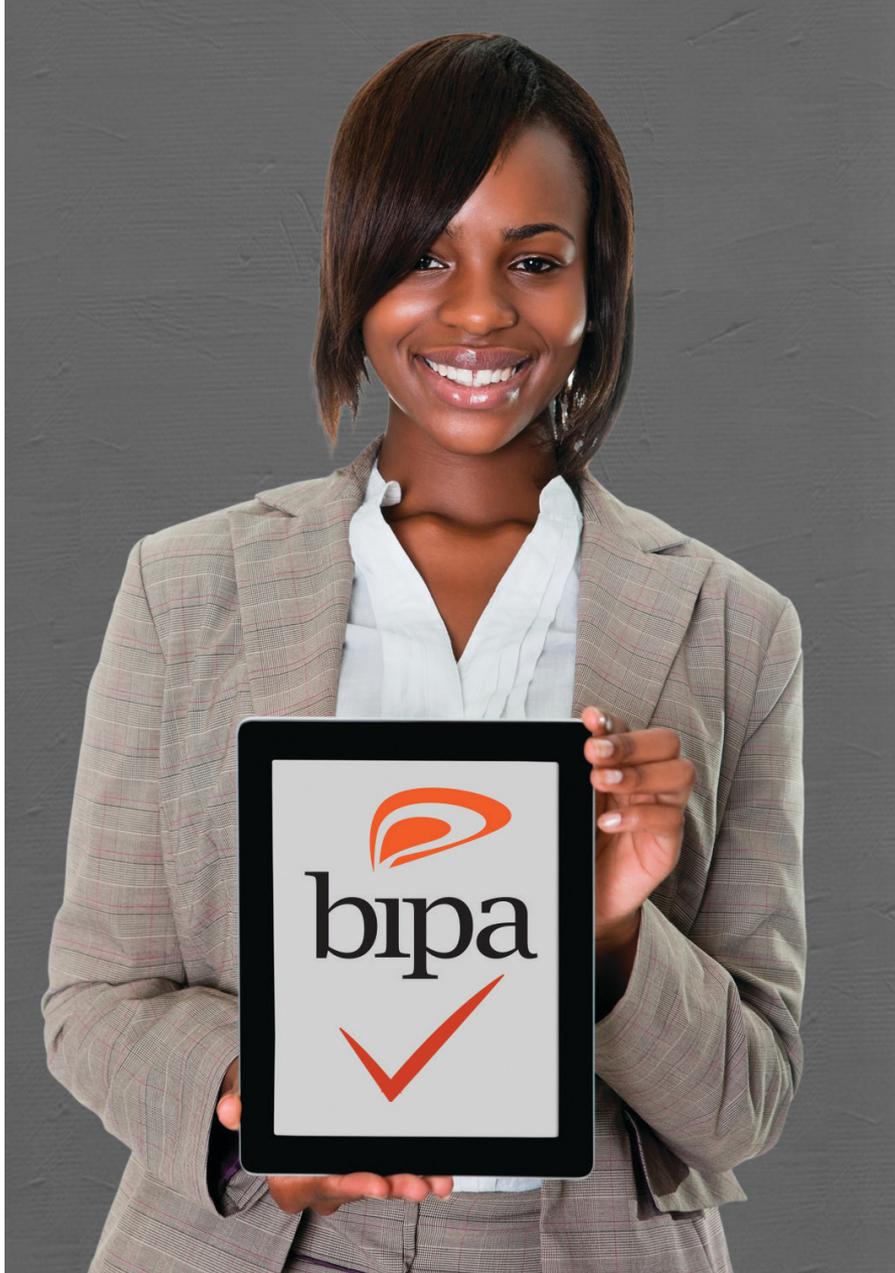
# BUSINESS REGISTRATION GUIDE

HOW TO REGISTER A BUSINESS  
IN NAMIBIA



**BUSINESS AND INTELLECTUAL  
PROPERTY AUTHORITY**

*Protecting Entrepreneurship and Innovation*



## CONTENTS

1. Sole Proprietorship (Defensive Name)..... Page 3
2. Close Corporation..... Page 6
3. Company..... Page 8
4. Online Registration..... Page 10
5. Contact Persons for Business Registrations in Namibia..... Page 11

## ABOUT BIPA

### *Robust Business Registration Services Delivered Efficiently...*

In an effort to improve service delivery and ensure effective administration of business and intellectual property rights (IPRs) registration, the Business and Intellectual Property Authority (BIPA) has been established under the auspices of the Ministry of Trade and Industry. BIPA serves as a one-stop-center for all business and IPR registrations and related matters on behalf of Government. BIPA is currently established in terms of Section 21 of the Companies Act, pending the enactment of the enabling legislation to transform it into a fully-fledged regulatory body.

The functions of BIPA are:

- › to be the central focal point for the registration, administration and protection of businesses, commercial and industrial properties rights; and
- › to be the legal depository of information, documents and data required to be lodged under the applicable legislations.

BIPA will further be tasked with the provision of general advisory services and information dissemination on business registration and IPRs.

# AN EXPLANATORY GUIDE - HOW TO REGISTER A BUSINESS



## Different Types of Business Registration in Namibia

1. Sole Proprietorship (Defensive Name)
2. Close Corporation
3. Companies (Private, Public, Section 21, (NGO's) and Foreign Companies)

## Other Legal Structures for Registering a Business

- › Partnerships
- › Joint Ventures
- › Trading As

### *Note:*

*The above legal structures CANNOT be lodged with BIPA or the Ministry of Trade and Industry.*

## Applicable Laws for Business Registration in Namibia

- › The Close Corporation Act (Act No. 26 of 1988)
- › The Companies Act (Act No. 28 of 2004) (1 November 2010) (Increased Fees, Sections)
- › The Companies Administrative Regulations: Companies Act 2004
- › The Amended Companies Act (Act No. 9 of 2007)

## 1 SOLE PROPRIETORSHIP (DEFENSIVE NAME)

### What is a Sole Proprietorship (Defensive Name)?

- › In its basic form, a Sole Proprietorship (Defensive Name) is a one-man business, owned and managed by one individual.
- › Generally the business carries the name of the owner or trades under a different trade name.
- › All loans taken out for this type of business are taken out in the owner's name, thus making the owner vulnerable to losing everything including his/her private estate if the business fails.
- › All profits are due to the owner in his/her personal capacity.
- › Registration as a Sole Proprietorship (Defensive Name) is only valid for a period of two years and is renewable thereafter.

### What are the Advantages of a Sole Proprietorship (Defensive Name)?

- › You can use a registered Defensive Name to open a bank account.
- › A Sole Proprietorship (Defensive Name) can be converted into either a Close Corporation or a Company at a later stage.
- › Easy to register.
- › No accounting officer required.

### What are the Disadvantages of a Sole Proprietorship (Defensive Name)?

- › The business and personal assets of the owner are considered to be one. Therefore the owner is personally responsible for all debts and liabilities incurred by the business.
- › The owner stands to lose everything including his/her private estate if the business fails.

*Note:* You cannot change ownership of a Defensive Name.

## Who can register a Sole Proprietorship (Defensive Name)?

Any Namibian citizen with valid identity documents can register a Sole Proprietorship (Defensive Name).

## What Forms and Fees (Revenue Stamps / Proof of Payment) are required for registration?

- CM 5 (N\$50.00) - Application
- CM 8 (N\$250.00) - Actual Registration
- CM 8 A (N\$100.00) - Renewal

## What are the Procedures for registering a Sole Proprietorship (Defensive Name)?

- Step 1: Apply for reservation of a Defensive Name on form CM5.
- Step 2: Once the name has been approved, apply for the registration of the approved Defensive Name on form CM8.

**Note:** A Defensive Name is valid for two (2) years and is renewable on the submission of form CM8.



## FORM: CM 5 - N\$ 50

REPUBLIC OF NAMIBIA COMPANIES ACT 2004 (Sections 48(1) and 49)) (Regulation 14(1)) (To be lodged in duplicate)		<b>Form CM 5</b>																					
<b>APPLICATION FOR RESERVATION OF NAME OR SHORTENED FORM OR DEFENSIVE NAME</b>																							
Close Corporations Registration Office P. O. Box 21214 WINDHOEK NAMIBIA	<table border="1" style="margin: auto;"> <tr> <td style="padding: 5px;">                     Revenue stamp                      or revenue franking                      machine impression  <b>N\$50,00</b> </td> </tr> </table>		Revenue stamp or revenue franking machine impression <b>N\$50,00</b>																				
Revenue stamp or revenue franking machine impression <b>N\$50,00</b>																							
A. Proposed Name <input type="checkbox"/> or Shortened Form <input type="checkbox"/> or Defensive Name <input type="checkbox"/> (Indicate with a cross)																							
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">In order of preference</th> <th style="text-align: left;">For Office Use</th> <th style="text-align: left;">Initials &amp; Date</th> </tr> </thead> <tbody> <tr><td>1. _____</td><td>Approved /not approved</td><td></td></tr> <tr><td>2. _____</td><td>Approved /not approved</td><td></td></tr> <tr><td>3. _____</td><td>Approved /not approved</td><td></td></tr> <tr><td>4. _____</td><td>Approved /not approved</td><td></td></tr> <tr><td>5. _____</td><td>Approved /not approved</td><td></td></tr> <tr><td>6. _____</td><td>Approved /not approved</td><td></td></tr> </tbody> </table>	In order of preference	For Office Use	Initials & Date	1. _____	Approved /not approved		2. _____	Approved /not approved		3. _____	Approved /not approved		4. _____	Approved /not approved		5. _____	Approved /not approved		6. _____	Approved /not approved		<b>Reservation is valid for sixty days</b>	
In order of preference	For Office Use	Initials & Date																					
1. _____	Approved /not approved																						
2. _____	Approved /not approved																						
3. _____	Approved /not approved																						
4. _____	Approved /not approved																						
5. _____	Approved /not approved																						
6. _____	Approved /not approved																						
B. Comparative Names (For Office Use) _____																							
C. Is the proposed name associated with a person or a company? If so, what is the name and number (if a company) and the nature of the association (e.g. holding/subsidiary/director etc)? _____																							
D. Purpose of proposed company _____																							
E. In case of a DEFENSIVE NAME, submit written proof that applicant has a direct and material interest in the name _____																							
F. If name of company or shortened form thereof is in a language other than the official language, provide translation thereof in as far as possible. Translation: _____																							
Name of Applicant (print) _____																							
Address to which form must be returned _____		Signature of applicant/agent _____																					
_____		Date _____																					
Copyright: Ministry of Trade and Industry, Namibia																							

**FORM: CM 8 - N\$ 250**

REPUBLIC OF NAMIBIA  
COMPANIES ACT, 2004  
(Section 49(2)(a)) (Regulation 15(4))

**Form CM 8**

**APPLICATION FOR REGISTRATION OF DEFENSIVE NAME**

Companies Registration Office P. O. Box 21214 WINDHOEK NAMIBIA	Registration Number of Defensive Name	Revenue stamp or revenue franking machine impression <b>N\$250,00</b>
---	---------------------------------------	--

Name to be registered: \_\_\_\_\_

I/We request that the above name be registered as a defensive name.

Our reasons for making this request are as follows: \_\_\_\_\_  
\_\_\_\_\_

*(Separate loose sheets of paper may be used if space is insufficient.)*

Translation of defensive name, where possible, if defensive name is not in official language: \_\_\_\_\_  
\_\_\_\_\_

Name of applicant: \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Postal address \_\_\_\_\_  
\_\_\_\_\_

*Note - Form CM5 on which the name has been approved, must be attached when registration is first requested.*

Date \_\_\_\_\_ Signature \_\_\_\_\_

*Perforated* ..... *(To be completed by applicant)*

The name \_\_\_\_\_  
has been registered as a defensive name for a period of two years from the date of this notification

Name of \_\_\_\_\_

Applicant \_\_\_\_\_

Postal address \_\_\_\_\_  
\_\_\_\_\_

Registrar of Companies

---

Date stamp of Companies  
Registration Office

Seal of Companies Registration Office:

*This notification is not valid unless sealed by the seal of the Companies Registration Office*

Copyright: Ministry of Trade and Industry, Namibia

**FORM: CM 8A - N\$ 100**

REPUBLIC OF NAMIBIA  
COMPANIES ACT 2004  
(Section 49(2)(b)) (Regulation 15(6))

**Form CM 8A**

**APPLICATION FOR THE RENEWAL OF REGISTRATION OF DEFENSIVE NAME**

Companies Registration Office P. O. Box 21214 WINDHOEK NAMIBIA	Registration Number of Defensive Name	Revenue stamp or revenue franking machine impression <b>N\$100,00</b>
---	---------------------------------------	--

A. Name presently registered \_\_\_\_\_  
Current Registration Number \_\_\_\_\_

B. Date of present registration or renewal \_\_\_\_\_

C. Submit written proof that applicant still has a direct and material interest in the name \_\_\_\_\_  
\_\_\_\_\_

Name of applicant (print) \_\_\_\_\_  
\_\_\_\_\_

Signature of applicant \_\_\_\_\_  
\_\_\_\_\_

Date \_\_\_\_\_ Provide above address of applicant \_\_\_\_\_

Renewal of registration approved/not approved for two years from \_\_\_\_\_  
\_\_\_\_\_

Date \_\_\_\_\_ Registrar of Companies \_\_\_\_\_

*Perforated* ..... *(To be completed by company)*

Form CM 8A

Defensive name \_\_\_\_\_

Registration number \_\_\_\_\_

Renewal of the registration of the above defensive name has been approved for two years from \_\_\_\_\_

Name \_\_\_\_\_

Postal address \_\_\_\_\_  
\_\_\_\_\_

Registrar of Companies

---

Date stamp of Companies  
Registration Office

Copyright: Ministry of Trade and Industry, Namibia

## 2 CLOSE CORPORATION

### What is a Close Corporation?

- › A Close Corporation generally referred to as a CC is a legal entity that provides its members with limited liability (legal responsibility).
- › A CC can be registered by a minimum of one (1) and a maximum of ten (10) persons.
- › Such persons are referred to as members and they usually own and manage the CC.
- › The interest of the members in the CC must always add up to 100% and be expressed as a percentage.
- › The underlying principle of a CC is to be profit making in its intentions.
- › The members have to comply with certain legal and statutory requirements.
- › A CC must be run on sound business principles.

### What are the Advantages of a Close Corporation?

- › As it is a separate legal entity, it provides limited liability for its members meaning that no member can be held personally liable for the debts of the CC unless if they act negligently.
- › The legal procedure for registration, incorporation and administration is relatively simple.

### What are the Disadvantages of a Close Corporation?

- › The assets of the business rest in the CC and not in the personal estate of the member/s.
- › The number of members allowed is limited.

### Who can register a Close Corporation?

- › Any person or persons (Namibian or foreign nationals) with valid identity and passport documents can register a Close Corporation.
- › Accounting officer is compulsory.

### What Forms and Fees (Revenue Stamps / Proof of Payment) are required for registration?

- › CC8 : Name Reservation - N\$50.00
- › CC1 x 3 : Founding Statement - N\$100.00 (Original Copy)
- › CC2 x 3 : Amended Founding Statement - N\$ 30.00
- › Consent Letter from recognized Accounting Officer

**Note:** All forms are available online at [www.bipa.na](http://www.bipa.na) or for those with no access to the Internet, the forms are also available nationwide at the Head Office or Regional Offices of the Ministry of Trade and Industry.

### What are the Procedures for registering a Close Corporation?

- › Step1: Submit a name application/reservation on form CC8.
- › Step2: Upon approval of name reservation, submit a Founding Statement on form CC 1 in triplicate.

**Note:** Form CC1 to be submitted together with the following documents:

- › Copy of the approved form for name reservation
- › Founding statement in triplicate
- › Consent letter from the accounting officer
- › Certified copy of passport in case of foreigners
- › If no identity document has been issued, written statement to this effect must be attached.
- › Minors need assistance by parent or guardian. A written statement to this effect must be attached.

### What and When is an Amended Founding Statement required?

An Amended Founding Statement is generally required in the following instances:

- › Change of Name (need to apply for the new name in advance).
- › Appointment of new member/members/accounting officer.
- › Resignation of members/accounting officer.
- › Change of financial year-end, principal business or addresses, etc.

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988  
(Section 12, 13, 14, 24, 27, 29, 47 and 60)  
(Regulations 2, 3 and 13)

CC 1

**Founding Statement**

Before filling in the form, first see notes on page 2.

REGISTRATION NUMBER OF CORPORATION	DATE OF RECEIPT
------------------------------------	-----------------

Full name of corporation \_\_\_\_\_

Literal translation of name (if applicable) \_\_\_\_\_

Shortened form of name (if applicable) \_\_\_\_\_

Description of principal business \_\_\_\_\_

Date of end of financial year \_\_\_\_\_

Postal address \_\_\_\_\_

Address of registered office (not post office box) \_\_\_\_\_

Name and address of accounting officer \_\_\_\_\_

(Attach written consent to appointment)

Full name of association or body of which accounting officer is a member \_\_\_\_\_

Membership/Practice No. \_\_\_\_\_

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988  
(Section 13, 15, 24, 27, 29, 47 and 60)  
(Regulations 3 and 12)

CC 2

**Amended Founding Statement**

Before filling in the form, first see notes on page 2.

REGISTRATION NUMBER OF CORPORATION	DATE OF RECEIPT
------------------------------------	-----------------

**PART A**

	Dates of commencement of change
Full name of corporation*	*
Previous name of corporation (if applicable)*	*
Literal translation of name (if applicable)*	*
Description of principal business*	*
Date of end of financial year*	*

**PART B**

Postal address*	*
Address of registered office (not post office box)*	*
Name and address of accounting officer*	*

(Attach written consent to appointment)

Full name of association or body of which accounting officer is a member \_\_\_\_\_

Membership/Practice No. \_\_\_\_\_

\* See note 2 on page 2

REPUBLIC OF NAMIBIA  
CLOSE CORPORATIONS ACT, 1988  
(Section 19(2))

CC 8

**Application for Reservation of a Name or Translated Form or Shortened Form**  
(To be lodged in duplicate)

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Close Corporations Registration Office  
P. O. Box 21214  
WINDHOEK  
NAMIBIA

Paste revenue receipt or affix revenue stamp or impress revenue franking machine impression here  
**N\$50,00**

A. Proposed Name  or Translated Form  or Shortened Form   
(Indicate with a cross)

In order of preference	For Office Use	Initials & Date
1.	Approved /not approved	
2.	Approved /not approved	
3.	Approved /not approved	
4.	Approved /not approved	
5.	Approved /not approved	
6.	Approved /not approved	

*Reservation is valid for sixty days*

B. Comparative names (For Office Use) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

C. Is the proposed name associated with a person, corporation or company? If so, what is the name and number (if a corporation or company) and the nature of the association (e.g. holding/subsidiary/director, etc.). If not, reason(s) for, or origin of name \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

D. Principal business of the corporation/proposed corporation \_\_\_\_\_  
 \_\_\_\_\_

Name of Applicant (print) \_\_\_\_\_

(TO BE COLLECTED) \_\_\_\_\_ Signature of applicant/agent \_\_\_\_\_

Address to which form must be returned \_\_\_\_\_  
 \_\_\_\_\_ Date \_\_\_\_\_  
 \_\_\_\_\_

Reproduced under Government Authority Registrar of Close Corporations Reference 1/2/3/5

### 3 COMPANY

#### What is a Company?

- › A company is a more complex business structure.
- › It is a separate legal entity with certain rights, privileges and liabilities beyond those of an individual.
- › The owners of a company are its shareholders.
- › The shareholders elect a board of directors to oversee the major policies and decisions.
- › The company has a life of its own and does not dissolve when ownership changes.
- › Companies may be formed for profit or non-profit purposes and can assume any of the following forms:
  - Private Company (Pty) Ltd - limited to 50 shareholders;
  - Public Company (Ltd) - unlimited shareholding options;
  - Non-Profit Association incorporated under Section 21 (NGO's);
  - Foreign (External) Companies.

#### How to register a Company?

Applicants applying for any of the above types of business entities are strongly encouraged to make use the services of legal practitioners, secretarial or auditing firms. This is due to the complexity of the memorandum and articles of association of a company and the fact that these documents to a greater extent have to be adjusted to fit the specific circumstances and needs of each individual company.



## What is the difference between a Close Corporation and a Company?

### Close Corporation:

- › No Returns required.
- › No compulsory meetings.
- › All members may take part in management.
- › Company may not be a member of a close corporation.
- › No audit required.

### Companies:

- › Returns required at specific intervals.
- › Compulsory meetings as prescribed by the Act.
- › Management rests mainly with the directors.
- › A close corporation may be a shareholder in a company.
- › Audit of annual financial statements required.



### Introducing the BIPA Corporate Website

BIPA is proud to introduce its revolutionary corporate website which will serve as its window to the world.

This innovative and interactive website offers online services that up to now have not been available to the public and is aimed at streamlining the registration process, cut costs and reduce the time spend to register and start a business. This in turn is expected to stimulate employment, wealth creation and economic growth for the benefit of all Namibians.

### You can now perform the following functions on the BIPA Website

#### Download Application Forms for:

- › Name Reservation
- › Defensive Name
- › Close Corporation
- › Companies (Section 21/(NGO), Private, Public and External)
- › Patents
- › Trade Marks

#### Online Features:

- › Online Name Search
- › Online Application Status Check
- › Reservation of Name (Defensive, Close Corporation and Companies) with proof of payment
- › Registration of Business (Defensive and Close Corporation)
- › Company registrations will be available in the second phase

## 4 EASY STEPS TO REGISTER YOUR BUSINESS ONLINE

*- Saving you time and money -*

### STEP 1: Register Online with BIPA and Create an Account

- i. Register online.
- ii. You must have a valid email address.

### STEP 2: Apply for Name Reservation Online, Make Payment and Await Approval

- i. Apply for name reservation (Defensive, Close Corporation and Companies).
- ii. Upload proof of payment against application.

### STEP 3: Apply for a Close Corporation or Defensive Name and Make Payment

- i. Await approval or rejection of name reservation application via email.
- ii. If approved, apply for defensive name online and submit proof of payment.
- iii. Please note that registration of companies must be done physically. The online function is not yet available.

### STEP 4: Await Approval and Collect Certificate of Incorporation from nearest BIPA / MTI Office

- i. Await approval or rejection of application via email.
- ii. Collect your certificate from nearest BIPA / MTI office.

## 5 CONTACT PERSONS FOR BUSINESS REGISTRATIONS IN NAMIBIA

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Ms. Maria Pogisho  
Acting Director  
Registrar of Companies and  
Close Corporations  
Directorate: Commerce  
Ministry of Trade and Industry  
Tel: +264 61 283 7239  
Fax: +264 61 222 576  
Email: pogisho@mti.gov.na



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**BE ON THE LOOKOUT  
FOR OUR MOBILE REGISTRATION VAN**



### **BIPA Head Office**

7 Golden Street, Prosperita  
P.O.Box 185  
Windhoek, Namibia  
Tel: +264 61 299 4400  
Fax: +264 61 401 061  
Email: [info@bipa.na](mailto:info@bipa.na)  
Website: [www.bipa.na](http://www.bipa.na)



### **Registrar of Companies and Close Corporations**

Ministry of Trade and Industry  
Block B, Brendan Simbwaye Square, Goethe Street  
Private Bag 13340  
Windhoek, Namibia  
Tel: +264 61 283 7239/40/25/71  
Fax: +264 61 222 576  
Website: [www.mti.gov.na](http://www.mti.gov.na)

### **Ministry of Trade and Industry - Regional Offices**

//Karas, Keetmanshoop, Tel: +264 63 222 480, Fax: +264 63 224 795, P.O.Box 925, Keetmanshoop  
Erongo, Swakopmund, Tel: +264 64 463 864, Fax: +264 64 463 749, Private Bag 5026, Swakopmund  
Hardap, Mariental, Tel: +264 63 240 321 / 319, Fax: +264 63 240 320, Private Bag 2019, Mariental  
Kavango, Rundu, Tel: +264 66 255 916, Fax: +264 66 255 351, Private Bag 2137, Rundu  
Kunene, Opuwo, Tel: +264 65 273 190, Fax: +264 65 273 384, Private Bag 3017, Opuwo  
Ohangwena, Eenhana, Tel: +264 65 263 037, Fax: +264 65 263 051, Private Bag 22010, Eenhana  
Omaheke, Gobabis, Tel: +264 62 564 692, Fax: +264 62 564 634, Private Bag 2003, Gobabis  
Omusati, Outapi, Tel: +264 65 251 087, Fax: +264 65 251 097, Private Bag 528, Outapi  
Oshana, Ongwediva, Tel: +264 65 230 663, Fax: +264 65 231 449, Private Bag 77001, Ongwediva  
Oshikoto, Omuthiya, Tel: +264 65 244 190, Fax: +264 65 244 191, P.O.Box 19126, Omuthiya  
Otjozondjupa, Otjiwarongo, Tel: +264 67 303 994, Fax: +264 67 304 091, P.O.Box 1382, Otjiwarongo  
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