



**REPUBLIEK VAN SUID-AFRIKA**

**STAATSKOERANT**

**GOVERNMENT GAZETTE**

**OF THE REPUBLIC OF SOUTH AFRICA**

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**KANTOOR VAN DIE STAATSPRESIDENT**

No. 1599.

11 Julie 1990

Hierby word bekend gemaak dat die Staatspresident sy goedkeuring geheg het aan die onderstaande Wet wat hierby ter algemene inligting gepubliseer word:—

No. 96 van 1990: Wysigingswet op Onderlinge Bouverenigings, 1990.

**STATE PRESIDENT'S OFFICE**

No. 1599.

11 July 1990

It is hereby notified that the State President has assented to the following Act which is hereby published for general information:—

No. 96 of 1990: Mutual Building Societies Amendment Act, 1990.

**Wet No. 96, 1990 WYSIGINGSWET OP ONDERLINGE BOUVERENIGINGS, 1990****ALGEMENE VERDUIDELIKENDE NOTA:**

**[ ]** Woorde in vet druk tussen vierkantige hake dui skrappings uit bestaande verordeningen aan.

**—** Woorde met 'n volstreep daaronder, dui invoegings in bestaande verordeningen aan.

**WET**

Tot wysiging van die bepalings van die Wet op Onderlinge Bouverenigings, 1965, ten einde die omskrywings van sekere uitdrukking te skrap en sekere uitdrukking te omskryf of nader te omskryf; sommige van daardie bepalings in ooreenstemming te bring met nuwe wetgewing; die betaling van periodieke bydraes ten opsigte van subskripsie-aandele deur onderlinge bouverenigings uitgereik, verder te reël; die voortydige aflossing van aandele in en terugbetaling van vaste deposito's by 'n onderlinge bouvereniging verder te reël; die vereistes met betrekking tot die minimum aandelekapitaal wat onderlinge bouverenigings in stand moet hou, lichter te maak; die grondslae vir die berekening van die minimum bedrag likwiede bates wat onderlinge bouverenigings in stand moet hou en die minimum reserwesaldo wat dié bouverenigings by die Reserwebank in stand moet hou, te verander; die inspeksiebevoegdhede van die Registrateur van Depositonemende Instellings verder te reël; voorsiening te maak vir die omskepping van 'n onderlinge bouvereniging in 'n depositonemende instelling beoog in die Wet op Depositonemende Instellings, 1990; die verpligte instandhouding van 'n fonds of die verkryging van versekeringsdekking deur onderlinge bouverenigings om voorsiening te maak vir sekere verliese, af te skaf; en die aanstelling van ouditeure deur onderlinge bouverenigings verder te reël; en om voorsiening te maak vir aangeleenthede wat daarmee in verband staan.

*(Engelse teks deur die Staatspresident geteken.)  
(Goedgekeur op 28 Junie 1990.)*

**D**AAR WORD BEPAAL deur die Staatspresident en die Parlement van die Republiek van Suid-Afrika, soos volg:—

Wysiging van artikel 1 van Wet 24 van 1965, soos gewysig deur artikel 1 van Wet 64 van 1968, artikel 5 van Wet 67 van 1973, artikel 54 van Wet 101 van 1976, artikel 22 van Wet 80 van 1978, artikel 50 van Wet 99 van 1980, artikel 18 van Wet 82 van 1982, artikel 69 van Wet 4 van 1984, artikel 20 van Wet 46 van 1984, artikel 34 van Wet 86 van 1984, artikel 37 van Wet 106 van 1985, artikel 1 van Wet 81 van 1986 en artikel 17 van Wet 96 van 1988

1. Artikel 1 van die Wet op Onderlinge Bouverenigings, 1965 (hieronder die Hoofwet genoem), word hierby gewysig—
  - (a) deur in subartikel (1) die omskrywings van "bank" of "bankier" en "bouvereniging" te skrap;
  - (b) deur in subartikel (1) voor die omskrywing van "direkteur" die volgende omskrywing in te voeg:  
"depositonemende instelling" 'n depositonemende instelling soos omskryf in artikel 1 van die Wet op Depositonemende Instellings, 1990;"
  - (c) deur in subartikel (1) die omskrywings van "Gebied" en "korttermynverpligting" te skrap;

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## MUTUAL BUILDING SOCIETIES AMENDMENT ACT, 1990

Act No. 96, 1990

## GENERAL EXPLANATORY NOTE:

**[ ]** Words in bold type in square brackets indicate omissions from existing enactments.

**—** Words underlined with solid line indicate insertions in existing enactments.

**ACT**

To amend the provisions of the Mutual Building Societies Act, 1965, so as to delete the definitions of certain expressions and to define or further define certain expressions; to bring certain of those provisions into line with new legislation; to further regulate the payment of periodical contributions in respect of subscription shares issued by mutual building societies; to further regulate the premature redemption of shares in and repayment of fixed deposits with a mutual building society; to render less onerous the requirements relating to the minimum share capital which mutual building societies are required to maintain; to alter the bases on which the amount of the minimum liquid assets which mutual building societies are required to maintain, and the minimum reserve balance which such building societies are required to maintain with the Reserve Bank, shall be calculated; to further regulate the powers of inspection of the Registrar of Deposit-taking Institutions; to provide for the conversion of a mutual building society into a deposit-taking institution contemplated in the Deposit-taking Institutions Act, 1990; to abolish the compulsory maintenance of a fund or taking out of insurance by mutual building societies as provision against certain losses; and to further regulate the appointment of auditors by mutual building societies; and to provide for matters connected therewith.

(English text signed by the State President.)  
(Assented to 28 June 1990.)

**B**E IT ENACTED by the State President and the Parliament of the Republic of South Africa, as follows:—

Amendment of section 1 of Act 24 of 1965, as amended by section 1 of Act 64 of 1968, section 5 of Act 67 of 1973, section 54 of Act 101 of 1976, section 22 of Act 80 of 1978, 5 section 50 of Act 99 of 1980, section 18 of Act 82 of 1982, section 69 of Act 4 of 1984, section 20 of Act 46 of 1984, section 34 of Act 86 of 1984, section 37 of Act 106 of 1985, section 1 of Act 81 of 1986 and section 17 of Act 96 of 1988

1. Section 1 of the Mutual Building Societies Act, 1965 (hereinafter referred to as the principal Act), is hereby amended—
  - 10 (a) by the deletion in subsection (1) of the definitions of “bank” or “banker” and “building society”;
  - (b) by the insertion in subsection (1) after the definition of “court” of the following definition:  
“deposit-taking institution” means a deposit-taking institution as defined in section 1 of the Deposit-taking Institutions Act, 1990;”;
  - 15 (c) by the deletion in subsection (1) of the definition of “Gazette”;

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- (d) deur in subartikel (1) na die omskrywing van "kwartaal" die volgende omskrywing in te voeg:  
"Landbank" die Land- en Landboubank van Suid-Afrika bedoel in artikel 3 van die Landbankwet, 1944 (Wet No. 13 van 1944);";
- (e) deur in subartikel (1) die omskrywing van "langtermynverpligting" te skrap;
- (f) deur in subartikel (1) die omskrywing van "likwiede bates" deur die volgende omskrywing te vervang:  
 "likwiede bates"—  
 (a) Reserwebanknote, pasmunt en goudmunt; 10  
 (b) enige [kredietsaldo's] kredietsaldo in 'n rekening gehou by die Reserwebank ingevolge artikel 32;
- (c) [Onmiddellik opeisbare lenings aan 'n diskontohuis] vir 'n tydperk wat eindig op 'n datum deur die Minister by kennisgewing in die Staatskoerant bepaal (welke datum 'n datum nie later as twee jaar vanaf die datum van die inwerkingtreding van die Wysigingswet op Onderlinge Bouverenigings, 1990, moet wees nie), lenings wat op aanvraag terugbetaalbaar is, aan sodanige depositonemende instellings as wat die Minister, na aanleiding van die aard van die fasilitete wat sodanige depositonemende instellings aanbied, by kennisgewing in die Staatskoerant aanwys; 15  
 (d) skatkisbiljette van die Republiek;  
 (e) verhandelbare leningsheffingsertifikate deur die Tesourie uitgereik ten opsigte van enige leningsheffing op maatskappye gelê ingevolge enige Wet van die Parlement, en met 'n oorblywende termyn van hoogstens 25 drie jaar tot hul onderskeie aflosdatums;
- [(e)](f) effekte uitgereik kragtens artikel 19 van die [Skatkis- en Ouditwet] Skatkiswet, 1975 (Wet No. 66 van 1975), met 'n oorblywende termyn van hoogstens drie jaar tot die laaste aflosdatum;
- [(f)](g) wissels deur die Landbank uitgereik vir doeleinades van die verstrekking van korttermynfinansiering—  
 (i) aan 'n landboukoöperasie of 'n spesiale boerekoöperasie kragtens die Koöperasiewet, 1981 (Wet No. 91 van 1981), opgerig en ingelyf of wat kragtens daardie Wet geag word aldus opgerig en ingelyf te wees, vir die aankoop van landbouprodukte van boere 35 en van landbou-implemente, -uitrusting en ander produksiemiddelle vir herverkoop aan boere vir die produksie van landbouprodukte; of  
 (ii) aan 'n beheerraad ingestel kragtens die Bemarkingswet, 1968 (Wet No. 59 van 1968), vir die aankoop van landbouprodukte; 40  
[(g)](h) skuldbriewe van genoemde Land- en Landboubank wat voor 31 Julie 1985 uitgereik is en waarvan die vervaldatum hoogstens drie jaar na daardie datum is;
- [(h)](i) obligasies of notas van die Nywerheid-ontwikkelingskorporasie van Suid-Afrika, Beperk, ingestel by artikel 2 van die Nywerheid-ontwikkelingswet, 1940 (Wet No. 22 van 1940), in verband met 'n skema om die uitvoer van kapitaalgoedere te finansier, wat voor 31 Julie 1985 uitgereik is en waarvan die vervaldatum hoogstens drie jaar na daardie datum is; 45  
[(i)](h) aksepte van 'n [bank] depositonemende instelling wat deur die Reserwebank verdiskonterbaar is; [(f)]
- [(j)](i) effekte van die Reserwebank met 'n oorblywende termyn van hoogstens drie jaar tot die laaste aflosdatum; of  
[(k)](j) self-likwiderende wissels of promesses wat uit die beweging van goedere ontstaan, wat binne hoogstens 120 dae of, in die geval van 55 landbouwissels, ses maande verval, en wat deur die Reserwebank verdiskonterbaar is;";
- (g) deur in subartikel (1) die omskrywing van "middeltermynverpligting" te skrap;
- (h) deur in subartikel (1) paragraaf (a) van die omskrywing van "onaangetaste reserwes" te skrap;
- (i) deur in subartikel (1) die omskrywing van "opbetaalde aandelekapitaal" deur die volgende omskrywing te vervang:

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- (d) by the insertion in subsection (1) after the definition of "indefinite share capital" of the following definition:
- "Land Bank" means the Land and Agricultural Bank of South Africa referred to in section 3 of the Land Bank Act, 1944 (Act No. 13 of 1944);
- (e) by the substitution in subsection (1) for the definition of "liquid assets" of the following definition:
- "liquid assets" means—
- (a) Reserve Bank notes, subsidiary coin and gold coin;
- (b) any credit **[balances]** balance in an account maintained with the Reserve Bank in terms of section 32;
- (c) **Loans to a discount house repayable on demand** for a period terminating on a date fixed by the Minister by notice in the *Gazette* (which date shall be a date not later than two years as from the date of commencement of the Mutual Building Societies Amendment Act, 1990), loans, repayable on demand, to such deposit-taking institutions as the Minister may, with reference to the nature of the facilities offered by such deposit-taking institutions, designate by notice in the *Gazette*;
- (d) Treasury bills of the Republic;
- (e) negotiable loan levy certificates issued by the Treasury in respect of any loan levy on companies imposed in terms of any Act of Parliament, and with a maturity of not more than three years to their respective redemption dates;
- [(e)](f)** stocks issued under section 19 of the Exchequer **[and Audit]** Act, 1975 (Act No. 66 of 1975), with a maturity of not more than three years to the last redemption date;
- [(f)](g)** bills issued by the Land Bank for purposes of extending short-term financing—
- (i) to an agricultural co-operative or a special farmers' co-operative formed and incorporated under the Co-operatives Act, 1981 (Act No. 91 of 1981), or which is deemed to be so formed and incorporated under that Act, for the purchase of agricultural products from farmers and of agricultural implements, equipment and other means of production for resale to farmers for the production of agricultural products; or
- (ii) to a control board established under the Marketing Act, 1968 (Act No. 59 of 1968), for the purchase of agricultural products;
- [(g)] debentures of the said Land and Agricultural Bank issued prior to 31 July 1985 and maturing not more than three years from that date;**
- [(h)] debentures and notes of the Industrial Development Corporation of South Africa Limited, established by section 2 of the Industrial Development Act, 1940 (Act No. 22 of 1940), in connection with a scheme for financing the export of capital goods, issued prior to 31 July 1985 and maturing not more than three years from that date;]**
- [(i)](h)** acceptances of a **[bank]** deposit-taking institution which are discountable by the Reserve Bank; **[or]**
- [(j)](i)** securities of the Reserve Bank with a maturity of not more than three years to the last redemption date; **or**
- [(k)](j)** self-liquidating bills or promissory notes arising out of the movement of goods, with a maturity not exceeding 120 days, or six months in the case of agricultural bills, and which are discountable by the Reserve Bank;";
- (f) by the deletion in subsection (1) of the definitions of "long-term liability" and "medium-term liability";
- (g) by the substitution in subsection (1) for the definition of "paid-up share capital" of the following definition:
- "paid-up share capital" means the **[sum total of the share capital]** aggregate amount paid up on all shares referred to in the definition of "indefinite share capital" and on all shares issued in terms of section 28 (1) (b);";

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“‘opbetaalde aandelekapitaal’ die totale bedrag **[van die aandelekapitaal]** wat opbetaal is op alle aandele vermeld in die omskrywing van ‘onbepaalde aandelekapitaal’ en op alle aandele uitgerek kragtens artikel 28 (1) (b);”;

- (j) deur in subartikel (1) die omskrywing van “registereur” deur die volgende omskrywing te vervang:  
“‘registereur’ die Registrateur **[of Adjunk-registrateur]** van **[Bouverenigings]** Depositonemende Instellings kragtens artikel **[5]** 4 van die **[Wet op Bouverenigings, 1986]** **[Wet op Depositonemende Instellings, 1990, aangewys];**”;
- (k) deur in subartikel (1) die omskrywing van “Republiek” te skrap;
- (l) deur in subartikel (1) voor die omskrywing van “sekretaris” die volgende omskrywing in te voeg:  
“‘Reserwebank’ die Bank soos omskryf in artikel 1 van die Wet op die Suid-Afrikaanse Reserwebank, 1989 (Wet No. 90 van 1989);”;
- (m) deur in subartikel (1) die omskrywing van “Staatskoerant” te skrap; en
- (n) deur in subartikel (1) paragraaf (e) van die omskrywing van “stedelike vaste eiendom” deur die volgende paragraaf te vervang:  
“(e) ‘n eenheid soos in artikel 1 van die Wet op Deeltels, **[1971]** **1986** (Wet No. **[66]** **95** van **[1971]** **1986**), omskryf; of”.

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**Wysiging van artikel 7 van Wet 24 van 1965, soos gewysig deur artikel 23 van Wet 80 van 1978 en artikel 6 van Wet 81 van 1986**

2. Artikel 7 van die Hoofwet word hierby gewysig deur subartikel (1) deur die volgende subartikel te vervang:

- “(1) ‘n Onderlinge bouvereniging word nie geregistreer nie onder ‘n naam wat—  
(a) dieselfde is as die naam van ‘n bestaande onderlinge bouvereniging of ‘n **[bouvereniging wat ingevolge die Wet op Bouverenigings, 1986, geregister is]** depositonemende instelling;  
(b) soveel met die naam van ‘n bestaande onderlinge bouvereniging of **[so]** ‘n **[bouvereniging]** depositonemende instelling ooreenstem dat die een waarskynlik met die ander verwarr sal word; **[of]**  
(c) dieselfde is as die naam waaronder ‘n ander onderlinge bouvereniging of **[so]** ‘n **[bouvereniging]** depositonemende instelling geregistreer was indien daar redelike grond vir beswaar teen die gebruik van daardie naam deur die onderlinge bouvereniging bestaan; of  
(d) waarskynlik die publiek sal mislei.”.

**Wysiging van artikel 14 van Wet 24 van 1965, soos gewysig deur artikel 9 van Wet 81 van 1986**

3. Artikel 14 van die Hoofwet word hierby gewysig deur in subartikel (3) van die Engelse teks die woord “building” te skrap.

**Wysiging van artikel 22 van Wet 24 van 1965, soos gewysig deur artikel 5 van Wet 64 van 1968, artikel 1 van Wet 91 van 1969, artikel 24 van Wet 80 van 1978, artikel 32 van Wet 103 van 1979, artikel 51 van Wet 99 van 1980, artikel 13 van Wet 81 van 1986 en artikels 46 en 47 van Wet 97 van 1986**

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4. Artikel 22 van die Hoofwet word hierby gewysig—

- (a) deur subparagraaf (iii) van paragraaf (a) van subartikel (1) deur die volgende subparagraaf te vervang:  
“(iii) om aandele te verkry en te hou in ‘n maatskappy met beperkte aanspreeklikheid wat kragtens die Maatskappywet, **[1926]** **1973** (Wet No. **[46]** **61** van **[1926]** **1973**), geregistreer is en wat die eiennaar is van grond, met of sonder gebou daarop, waar ‘n deel van ‘n gebou op daardie grond gebruik word, of ‘n deel van ‘n gebou wat op daardie grond opgerig staan te word, gebruik gaan word, deur die vereniging of sy agent, en om lenings toe te staan aan so ‘n maatskappy waarin die vereniging aldus aandele verkry of hou;”;

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- (h) by the substitution in subsection (1) for the definition of "registrar" of the following definition:

"registrar" means the Registrar [or Deputy Registrar] of [Building Societies] Deposit-taking Institutions designated under section [5] 4 of the [Building Societies Act, 1986] Deposit-taking Institutions Act, 1990;";

- (i) by the deletion in subsection (1) of the definition of "Republic";  
 (j) by the insertion in subsection (1) before the definition of "right" of the following definition:

"Reserve Bank" means the Bank as defined in the South African Reserve Bank Act, 1989 (Act No. 90 of 1989);";

- (k) by the deletion in subsection (1) of the definitions of "short-term liability" and "Territory";

- (l) by the deletion in subsection (1) of paragraph (a) of the definition of "unimpaired reserves"; and

- (m) by the substitution in subsection (1) for paragraph (e) of the definition of "urban immovable property" of the following paragraph:

"(e) any unit as defined in section (1) of the Sectional Titles Act, [1971] 1986 (Act No. [66] 95 of [1971] 1986); or".

20 Amendment of section 7 of Act 24 of 1965, as amended by section 23 of Act 80 of 1978 and section 6 of Act 81 of 1986

2. Section 7 of the principal Act is hereby amended by the substitution for subsection (1) of the following subsection:

"(1) A mutual building society shall not be registered under a name which—

(a) is identical to the name of an existing mutual building society or a [building society registered in terms of the Building Societies Act, 1986] deposit-taking institution;

(b) so closely resembles the name of an existing mutual building society or any [such building society] deposit-taking institution that the one is likely to be mistaken for the other;

(c) is identical to the name under which any other mutual building society or any [such building society] deposit-taking institution was previously registered if there exists reasonable ground for objection against the use of that name by the mutual building society; or

(d) will probably mislead the public.".

Amendment of section 14 of Act 24 of 1965, as amended by section 9 of Act 81 of 1986

3. Section 14 of the principal Act is hereby amended by the deletion in subsection (3) of the word "building".

40 Amendment of section 22 of Act 24 of 1965, as amended by section 5 of Act 64 of 1968, section 1 of Act 91 of 1969, section 24 of Act 80 of 1978, section 32 of Act 103 of 1979, section 51 of Act 99 of 1980, section 13 of Act 81 of 1986 and sections 46 and 47 of Act 97 of 1986

4. Section 22 of the principal Act is hereby amended—

(a) by the substitution for subparagraph (iii) of paragraph (a) of subsection (1) of the following subparagraph:

"(iii) to acquire and hold shares in any company with limited liability registered under the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), which is the owner of land with or without buildings thereon, where any portion of any building on such land is being used, or any portion of any building to be erected on such land is to be used, by the society or its agent, and to grant loans to any such company in which it so acquires or holds shares;";

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- (b) deur paragraaf (j) van subartikel (1) deur die volgende paragraaf te vervang:
- “(j) om pensioene of gratifikasies te betaal aan, of pensioen-, voorsorgs-, hulp- of mediese hulpfondse of -skemas te aanvaar of in te stel en in stand te hou, of saam met ander verenigings **[(met inbegrip van bouverenigings kragtens die Wet op Bouverenigings, 1986, geregistreer)] of met depositonemende instellings so 'n fonds of skema te aanvaar en in stand te hou ten opsigte van, sy werknemers of die werknemers van 'n maatskappy beoog in paragraaf (a) (iii), (m), (mB) of (mF)**: Met dien verstande dat die bates van so 'n fonds of skema nie met die bates van die vereniging saamgesmelt mag word nie;”;
- (c) deur in paragraaf (mB) van subartikel (1) die woorde wat subparagraaf (i) voorafgaan deur die volgende woorde te vervang:
- “om alleen of saam met ander verenigings **[(met inbegrip van bouverenigings kragtens die Wet op Bouverenigings, 1986, geregistreer)] of met depositonemende instellings of met persone of maatskappye met beperkte aanspreeklikheid wat kragtens die Maatskappywet, 1973, geregistreer is, 'n maatskappy met beperkte aanspreeklikheid te verkry of op te rig wat kragtens die Maatskappywet, 1973, geregistreer is of moet word en waarvan die hoofbedrywighede een of meer van of al die volgende is, naamlik—”;**
- (d) deur paragraaf (b) van die voorbehoudsbepaling by paragraaf (mB) van subartikel (1) deur die volgende paragraaf te vervang:
- “(b) die vereniging of die vereniging en sodanige ander verenigings of sodanige depositonemende instellings, persone of maatskappye te alle tye aandele in so 'n maatskappy moet hou wat aan die vereniging of aan die vereniging en die ander verenigings **of sodanige depositonemende instellings, persone of maatskappye 'n reg op 'n meerderheid of oorwig van stemme en op die aanstelling van 'n meerderheid van die direkteure van so 'n maatskappy verleen;**”;
- (e) deur paragraaf (mE) van subartikel (1) deur die volgende paragraaf te vervang:
- “(mE) om die aandele van 'n maatskappy met beperkte aanspreeklikheid wat kragtens die Maatskappywet, **[1926] 1973, geregistreer is en waarvan die hoofbedrywighede die verkryging en die behou van eiendomsreg op vaste eiendom is en waaraan 'n voorskot teen sekuriteit van 'n verband op vaste eiendom wat gebruik word of staan te word vir die doeleindes van 'n gebou waarvan minstens 50 persent van die vloeroppervlakte vir woondoeleindes of daarmee in verband staande doeleindes gebruik word, deur die vereniging toegestaan is of staan te word, te verkry, te hou of van die hand te sit: Met dien verstande dat die vereniging nie aandele wat meer as 25 persent van so 'n maatskappy se opbetaalde aandelekapitaal verteenwoordig, mag verkry of hou nie en dat die vereniging nie meer as R10 000 in die aandele van so 'n maatskappy mag belê nie;”;**
- (f) deur paragraaf (mF) van subartikel (1) deur die volgende paragraaf te vervang:
- “(mF) om alleen of saam met ander verenigings **[(met inbegrip van bouverenigings kragtens die Wet op Bouverenigings, 1986, geregistreer)] of met depositonemende instellings of met persone of maatskappye met beperkte aanspreeklikheid wat kragtens die Maatskappywet, 1973, geregistreer is, 'n maatskappy met beperkte aanspreeklikheid te verkry of op te rig wat kragtens laasgenoemde Wet geregistreer is of moet word, en waarvan die hoofbedrywighede die verskaffing van administratiewe, rekeningkundige, tegniese en ander dienste aan die vereniging of aan die vereniging en sodanige ander verenigings **of sodanige depositonemende instellings, persone of maatskappye is: Met dien verstande dat die bepalings van paragraaf (d) van die voorbehoudsbepaling by paragraaf (mB) en van paragraaf (mD) mutatis mutandis ten opsigte van so 'n maatskappy van toepassing is;**”.**

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- (b) by the substitution for paragraph (j) of subsection (1) of the following paragraph:
- “(j) to pay pensions or gratuities to, or to adopt or to establish and maintain or to join with other societies [(including building societies registered under the Building Societies Act, 1986)] or with deposit-taking institutions in adopting and maintaining pension, superannuation, benevolent or medical aid funds or schemes in respect of, its employees or the employees of a company contemplated in paragraph (a) (iii), (m), (mB) or (mF): Provided that the assets of any such fund or scheme shall not be merged with the assets of the society;”;
- (c) by the substitution in paragraph (mB) of subsection (1) for the words preceding subparagraph (i) of the following words:
- “to acquire or establish or join with other societies [(including building societies registered under the Building Societies Act, 1986)] or with deposit-taking institutions or with any persons or companies with limited liability registered under the Companies Act, 1973, in acquiring or establishing a company with limited liability registered or to be registered under the Companies Act, 1973, the main activities of which shall be any or all of the following, namely—”;
- (d) by the substitution for paragraph (b) of the proviso to paragraph (mB) of subsection (1) of the following paragraph:
- “(b) the society or the society and such other societies or such deposit-taking institutions, persons or companies shall at all times hold shares in any such company entitling the society or the society and the other societies or such deposit-taking institutions, persons or companies to a majority or preponderance of votes and to appoint a majority of the directors of any such company;”;
- (e) by the substitution for paragraph (mE) of subsection (1) of the following paragraph:
- “(mE) to acquire, hold or dispose of the shares of a company with limited liability registered under the Companies Act, [1926] 1973, the main activities of which are the acquisition and the retention of the ownership of immovable property and to which an advance on the security of the mortgage of immovable property which is or is to be used for the purposes of any building of which not less than 50 per cent of the floor area is used for residential purposes or purposes incidental thereto, has been or is to be granted by the society: Provided that the society shall not acquire or hold shares representing more than 25 per cent of any such company’s paid-up share capital and that the society shall not invest more than R10 000 in the shares of any such company;”; and
- (f) by the substitution for paragraph (mF) of subsection (1) of the following paragraph:
- “(mF) to acquire or establish or join with other societies [(including building societies registered under the Building Societies Act, 1986)] or with deposit-taking institutions or with any persons or companies with limited liability registered under the Companies Act, 1973, in acquiring or establishing a company with limited liability registered or to be registered under the latter Act, the main activities of which shall be the rendering of administrative, accounting, technical or other services to the society or to the society and such other societies or such deposit-taking institutions, persons or companies: Provided that the provisions of paragraph (d) of the proviso to paragraph (mB) and of paragraph (mD) shall *mutatis mutandis* apply in respect of any such company;”.

**Wet No. 96, 1990****WYSIGINGSWET OP ONDERLINGE BOUVERENIGINGS, 1990****Wysiging van artikel 25 van Wet 24 van 1965, soos gewysig deur artikel 15 van Wet 81 van 1986**

**5.** Artikel 25 van die Hoofwet word hierby gewysig deur subartikel (1B) deur die volgende subartikel te vervang:

- “(1B) Die registrator staan nie 'n aansoek bedoel in subartikel (1A) toe nie 5 indien hy van oordeel is dat die voorgestelde naam—  
 (a) dieselfde is as die naam van 'n ander vereniging of **[ 'n bouvereniging geregistreer ingevolge die Wet op Bouverenigings, 1986 ]** van 'n depositonemende instelling;  
 (b) soveel met die naam van 'n vereniging of **[ so 'n bouvereniging ]** van 'n depositonemende instelling ooreenstem dat die een waarskynlik met die ander verwarring sal word; 10  
 (c) dieselfde is as die naam waaronder 'n ander vereniging of **[ so 'n bouvereniging ]** 'n depositonemende instelling voorheen geregistreer was en dat daar redelike grond vir beswaar teen die gebruik van daardie naam deur 15 die applikant bestaan; of  
 (d) waarskynlik die publiek sal mislei.”.

**Wysiging van artikel 28 van Wet 24 van 1965, soos gewysig deur artikel 3 van Wet 99 van 1967, artikel 7 van Wet 64 van 1968, artikel 8 van Wet 23 van 1970, artikel 7 van Wet 67 van 1973, artikel 52 van Wet 99 van 1980, artikel 26 van Wet 36 van 1981 en 20 artikel 18 van Wet 81 van 1986**

**6.** Artikel 28 van die Hoofwet word hierby gewysig—

- (a) deur subartikel (1C) deur die volgende subartikel te vervang:  
 “(1C) 'n Vereniging kan, behalwe in die geval van 'n subskripsie-aandeel wat voor 24 Maart 1965 uitgereik is aan 'n ander maatskappy met beperkte 25 aanspreeklikheid as 'n vereniging wat kragtens artikel 21 van die Maatskappylwet, **[1926] 1973** (Wet No. **[46] 61** van **[1926] 1973**), geregistreer is, te eniger tyd voor verstryking van die termyn waarna 'n subskripsie-aandeel bereken is om te verval, sodanige termyn op versoek van die aandeelhouer verleng vir 'n verdere termyn van nie minder nie as twaalf maande na die 30 verstryking waarvan so 'n aandeel bereken is om te verval, en in daardie geval verval so 'n aandeel na verstryking van daardie verlengingstermyn, en die vereniging kan daarna van tyd tot tyd die totale termyn na die verstryking waarvan so 'n aandeel bereken is om te verval insgelyks 35 verleng, en in daardie geval verval so 'n aandeel na verstryking van enige verdere termyn waarvoor dit aldus verleng is.”;  
 (b) deur subartikel (1D) deur die volgende subartikel te vervang:  
 “(1D) 'n Vereniging reik nie 'n subskripsie-aandeel uit ten opsigte waarvan vereis word dat die periodieke bydraes anders as in gelyke 40 maandelikse paaimeente gemaak word nie, uitgesonderd gevalle waar dividende op aandele in of rente op deposito's by **[ 'n bouvereniging ]** die vereniging aangewend word as sodanige bydraes, in welke gevalle sodanige dividende of rente wanneer hulle ook al betaalbaar word en tot die werklike bedrae daarvan aangewend mag word as sodanige paaimeente 45 **[die bydraes in gelyke driemaandelikse of sesmaandelikse paaimeente gemaak kan word]**.”; en  
 (c) deur paragraaf (e) van subartikel (6) deur die volgende paragraaf te vervang:  
 “(e) in die geval van 'n aandeel wat **[as kollaterale sekerheid]** aan die vereniging of 'n ander vereniging of 'n **[bouvereniging geregistreer ingevolge die Wet op Bouverenigings, 1986 ]** depositonemende instelling as kollaterale sekerheid ten opsigte van 'n verbandlening gesedeer is, indien die sessionaris van daardie aandeel aflossing daarvan aanvra; of”.

## MUTUAL BUILDING SOCIETIES AMENDMENT ACT, 1990

Act No. 96, 1990

**Amendment of section 25 of Act 24 of 1965, as amended by section 15 of Act 81 of 1986**

**5.** Section 25 of the principal Act is hereby amended by the substitution for subsection (1B) of the following subsection:

- 5       “(1B) The registrar shall not grant any application referred to in subsection (1A) if he is of the opinion that the proposed name—  
       (a) is identical to the name of any other society or of a [building society registered in terms of the Building Societies Act, 1986] deposit-taking institution;  
 10      (b) so closely resembles the name of any other society or of [such] a [building society] deposit-taking institution that the one is likely to be mistaken for the other;  
       (c) is identical to the name under which any other society or any [such building society] deposit-taking institution was previously registered and that reasonable ground for objection against the use of that name by the applicant exists; or  
 15      (d) will probably mislead the public.”.

**20** **Amendment of section 28 of Act 24 of 1965, as amended by section 3 of Act 99 of 1967, section 7 of Act 64 of 1968, section 8 of Act 23 of 1970, section 7 of Act 67 of 1973, section 52 of Act 99 of 1980, section 26 of Act 36 of 1981 and section 18 of Act 81 of 1986**

**6.** Section 28 of the principal Act is hereby amended—

- (a) by the substitution for subsection (1C) of the following subsection:

25       “(1C) A society may, except in the case of any subscription share issued before 24 March 1965 to any limited liability company other than an association registered in terms of section 21 of the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), at any time before the expiry of the period after which a subscription share is calculated to mature, at the request of the shareholder, extend such period for a further period of not less than twelve months after the expiry of which such share is calculated to mature, in which event such share shall mature after the expiry of such period of extension, and the society may thereafter from time to time similarly extend the total period after the expiry of which such share is calculated to mature, in which case such share shall mature after the expiry of any further period of such extension.”;

- (b) by the substitution for subsection (1D) of the following subsection:

30       “(1D) A society shall not issue a subscription share in respect of which the periodical contributions are required to be made otherwise than in equal monthly instalments, except in cases where dividends on shares in or interest on deposits with [a building] the society are used as such contributions, in which cases [the] such dividends or interest may whenever it becomes payable and to the actual amounts thereof be utilized as such contributions [may be made in equal three-monthly or six-monthly instalments].”; and

- 35       (c) by the substitution for paragraph (e) of subsection (6) of the following paragraph:

40       “(e) in the case of a share ceded [as collateral security] to the society or another society or a [building society registered in terms of the Building Societies Act, 1986] deposit-taking institution as collateral security for a mortgage loan, if the cessionary of such share requires its redemption; or”.

Wet No. 96, 1990

## WYSIGINGSWET OP ONDERLINGE BOUVERENIGINGS, 1990

**Wysiging van artikel 29 van Wet 24 van 1965, soos gewysig deur artikel 8 van Wet 64 van 1968, artikel 2 van Wet 91 van 1969, artikel 26 van Wet 80 van 1978, artikel 20 van Wet 46 van 1984, artikel 38 van Wet 106 van 1985 en artikel 19 van Wet 81 van 1986**

## 7. Artikel 29 van die Hoofwet word hierby gewysig—

- (a) deur paragraaf (e) deur die volgende paragraaf te vervang:
  - “(e) in die geval van 'n tydelike vereniging, in deposito's by permanente verenigings **[bouverenigings finaal geregistreer ingevolge die Wet op Bouverenigings, 1986, of bankinstellings wat anders as voorlopig geregistreer is kragtens die Bankwet, 1965]** of by depositonemende instellings wat as sodanig finaal geregistreer is;”; en
- (b) deur paragraaf (eC) deur die volgende paragraaf te vervang:
  - “(eC) in aandele van, of effekte of skuldbrieve uitgereik deur, 'n **[bouvereniging] permanente vereniging** of 'n ander instelling wat kragtens artikel 55A 'n gedeelte van die bates en laste oorneem van die vereniging wat die belegging maak;”.

**Wysiging van artikel 30 van Wet 24 van 1965, soos vervang deur artikel 20 van Wet 81 van 1986 en gewysig deur artikel 18 van Wet 96 van 1988**

## 8. Artikel 30 van die Hoofwet word hierby gewysig deur paragraaf (c) van subartikel (3) deur die volgende paragraaf te vervang:

- “(c) die bedrag wat sy **[onbepaalde] opbetaalde** aandelekapitaal ingevolge artikel 30B op die toepaslike laaste besigheidsdag minstens moet bedra.”.

**Vervanging van artikel 30B van Wet 24 van 1965, soos ingevoeg deur artikel 21 van Wet 81 van 1986**

## 9. Artikel 30B van die Hoofwet word hierby deur die volgende artikel vervang: 25

**“Minimum opbetaalde aandelekapitaal**

**30B. (1)** Behoudens die bepalings van subartikel (2), moet 'n permanente vereniging **[moet]** sy sake so bestuur dat sy **[onbepaalde] opbetaalde** aandelekapitaal op geen tydstip gedurende die een of ander kwartaal minder bedra nie as vyf persent van sy verpligtings soos op die laaste besigheidsdag van die vorige kwartaal of, indien die opgawe ingevolge artikel 34A (1) (b) of (c) nog nie op daardie **[betrokke]** bepaalde tydstip ten opsigte van bedoelde vorige kwartaal volgens voorskrif van artikel 71A gesertifiseer is nie, soos op die laaste besigheidsdag van die voorlaaste kwartaal. 30 35

## (2) By die toepassing van subartikel (1)—

- (a) moet die verpligtings van 'n vereniging bereken word deur van die bedrag daarvan af te trek—
  - (i) die bedrag waarmee sy likwiede bates die bedrag wat ingevolge artikel 31 vereis word, op die toepaslike laaste besigheidsdag oorskry; en
  - (ii) die bedrag wat op die toepaslike laaste besigheidsdag aan hom verskuldig is ten opsigte van algemene voorskotte deur hom toegestaan teen sekerheid van vaste deposito's wat by hom belê is of aandele wat deur hom uitgereik is; en
- (b) moet 'n vereniging, by die berekening van sy opbetaalde aandelekapitaal, die waarde van aandele in die vereniging gelykstaande met die totale bedrag wat op die toepaslike laaste dag aan die vereniging verskuldig is ten opsigte van lenings deur hom toegestaan teen sekerheid van daardie aandele, buite rekening laat.”. 40 45 50

## MUTUAL BUILDING SOCIETIES AMENDMENT ACT, 1990

Act No. 96, 1990

**Amendment of section 29 of Act 24 of 1965, as amended by section 8 of Act 64 of 1968, section 2 of Act 91 of 1969, section 26 of Act 80 of 1978, section 20 of Act 46 of 1984, section 38 of Act 106 of 1985 and section 19 of Act 81 of 1986**

**7. Section 29 of the principal Act is hereby amended—**

- 5      (a) by the substitution for paragraph (e) of the following paragraph:  
       “(e) in the case of a terminating society, [on deposit] in deposits with permanent societies [building societies finally registered in terms of the Building Societies Act, 1986, or banking institutions registered otherwise than provisionally under the Banks Act, 1965] or with deposit-taking institutions finally registered as such;”; and
- 10     (b) by the substitution for paragraph (eC) of the following paragraph:  
       “(eC) in shares of, or stock or debentures issued by, a [building] permanent society or any other institution which in terms of section 55A takes transfer of a portion of the assets and liabilities of the society making the investment;”.
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**Amendment of section 30 of Act 24 of 1965, as substituted by section 20 of Act 81 of 1986 and amended by section 18 of Act 96 of 1988**

**8. Section 30 of the principal Act is hereby amended by the substitution for paragraph (c) of subsection (3) of the following paragraph:**

- 20     “(c) the amount which its [indefinite] paid-up share capital shall at least amount to on the relevant last business day in terms of section 30B.”.

**Substitution of section 30B of Act 24 of 1965, as inserted by section 21 of Act 81 of 1986**

**9. The following section is hereby substituted for section 30B of the principal Act:**

25     **“Minimum paid-up share capital**

30     **30B. (1) Subject to the provisions of subsection (2), a permanent society shall manage its affairs in such a way that its [indefinite] paid-up share capital does not at any time during any quarter amount to less than five per cent of its liabilities as at the last business day of the preceding quarter or, if the return in terms of section 34A (1) (b) or (c) has not yet at that particular time been certified as required by section 71A in respect of the said preceding quarter, as at the last business day of the penultimate quarter.**

35     **(2) For the purposes of subsection (1)—**

- 40     (a) the liabilities of a society shall be calculated by deducting from the amount thereof—  
       (i) the amount by which its liquid assets exceed on the relevant last business day the amount required in terms of section 31; and  
       (ii) the amount owing to it on the relevant last business day in respect of general advances granted by it against security of fixed deposits invested with it or shares issued by it; and
- 45     (b) a society shall, in calculating its paid-up share capital, leave out of account the value of shares in the society to the aggregate amount owing to the society on the relevant last business day in respect of loans granted by it against the security of such shares.”.

Wet No. 96, 1990

WYSIGINGSWET OP ONDERLINGE BOUVERENIGINGS, 1990

**Vervanging van artikel 31 van Wet 24 van 1965, soos vervang deur artikel 22 van Wet 81 van 1986 en gewysig deur artikel 19 van Wet 96 van 1988****10. Artikel 31 van die Hoofwet word hierby deur die volgende artikel vervang:****"Minimum likwiede bates**

**31. (1)** 'n Permanente vereniging moet in die Republiek likwiede bates hou met 'n waarde wat nie minder bedra nie as die som van bedrae bereken as persentasies, wat by regulasie voorgeskryf word maar wat in geen geval 20 persent mag oorskry nie, van die verskillende kategorieë van sy verpligtigs wat by regulasie gespesifiseer word met verwysing na die tydstip waarop sodanige verpligtigs opeisbaar word of met verwysing na enige ander aspek wat op daardie verpligtigs betrekking het.

(2) Die bedrae van die likwiede bates en van die verpligtigs vermeld in subartikel (1) moet bereken word op dié wyse en moet bepaal word op dié tye wat by regulasie voorgeskryf word.

(3) 'n Vereniging mag nie enige gedeelte van die likwiede bates wat hy ter voldoening aan die bepalings van subartikel (1) hou, verpand of andersins beswaar nie: Met dien verstande dat die registrator, indien hy dit nodig ag vanweë spesiale omstandighede waarin 'n vereniging verkeer, daardie vereniging van die verbod in hierdie subartikel vervat, kan vrystel op die voorwaardes en in die mate en vir die tydperk wat hy bepaal.

(4) By die toepassing van hierdie artikel word sekuriteite waardeer teen hul markwaarde, soos gesertifiseer deur die Openbare Beleggingskommissaris bedoel in artikel 2 van die Wet op die Openbare Beleggingskommissaris, 1984 (Wet No. 45 van 1984)."

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**Vervanging van artikel 32 van Wet 24 van 1965, soos ingevoeg deur artikel 23 van Wet 81 van 1986 en gewysig deur artikel 20 van Wet 96 van 1988****11. Artikel 32 van die Hoofwet word hierby deur die volgende artikel vervang:****"Minimum reserwesaldo**

**32. (1)** 'n Permanente vereniging moet 'n rekening by die Reserwebank hou waarin hy van tyd tot tyd minstens die bedrae moet stort wat nodig is om aan die vereistes van subartikel (2) te voldoen en waaruit hy, behoudens daardie subartikel, van tyd tot tyd bedrae kan onttrek.

(2) Die kredietsaldo in 'n rekening deur 'n vereniging ingevolge subartikel (1) gehou tesame met die gemiddelde daagliks bedrag van daardie vereniging se Reserwebanknote en pasmunte bereken volgens die totale bedrae aan daardie bates wat die vereniging op al die dae van die jongste maand ten opsigte waarvan hy 'n opgawe ingevolge artikel 34 aan die registrator verstrek het, voorhande gehad het, moet op geen tydstip in enige maand minder bedra nie as 'n bedrag gelykstaande met die som van bedrae wat die persentasies, ooreenkomsdig die bepalings van subartikel (3) deur die President van die Reserwebank vasgestel, verteenwoordig van die bedrae van dié verskillende kategorieë van die vereniging se verpligtigs wat by regulasie gespesifiseer word met verwysing na die tydstip waarop sodanige verpligtigs opeisbaar word of met verwysing na enige ander aspek wat op daardie verpligtigs betrekking het.

(3) (a) Die persentasies wat ingevolge subartikel (2) deur die President van die Reserwebank vasgestel word, is die persentasies wat genoemde President, met inagneming van die nasionale ekonomiese belang en met die instemming van die Minister, dit van tyd tot tyd wenslik ag om vas te stel.

(b) Wanneer die President van die Reserwebank kragtens paragraaf (a) 'n vasstelling gedoen het, stel hy die registrator skriftelik daarvan in kennis, en die registrator moet so gou doenlik elke vereniging skriftelik van die vasstelling in kennis stel en die vasstelling by kennisgewing in die Staatskoerant laat afkondig.

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## MUTUAL BUILDING SOCIETIES AMENDMENT ACT, 1990

Act No. 96, 1990

**Substitution of section 31 of Act 24 of 1965, as substituted by section 22 of Act 81 of 1986 and amended by section 19 of Act 96 of 1988****10. The following section is hereby substituted for section 31 of the principal Act:****"Minimum liquid assets**

- 5           **31. (1) A permanent society shall hold in the Republic liquid assets to a value which does not amount to less than the sum of amounts calculated as percentages, prescribed by regulation but which in no instance may exceed 20 per cent, of such different categories of its liabilities as may be specified by regulation with reference to the time when such liabilities fall due or with reference to any other feature pertaining to such liabilities.**
- 10           **(2) The amounts of the liquid assets and of the liabilities referred to in subsection (1) shall be calculated in such manner and shall be determined at such times as may be prescribed by regulation.**
- 15           **(3) A society shall not pledge or otherwise encumber any portion of the liquid assets held by it in compliance with the provisions of subsection (1): Provided that the registrar may, if he deems it necessary on account of any special circumstances in which a society may find itself, exempt such society from the prohibition contained in this subsection on such conditions and to such an extent and for such a period as he may determine.**
- 20           **(4) For the purposes of this section, securities shall be valued at their market value, as certified by the Public Investment Commissioners referred to in section 2 of the Public Investment Commissioners Act, 1984 (Act No. 45 of 1984).".**

**25 Substitution of section 32 of Act 24 of 1965, as inserted by section 23 of Act 81 of 1986 and amended by section 20 of Act 96 of 1988****11. The following section is hereby substituted for section 32 of the principal Act:****"Minimum reserve balance**

- 30           **32. (1) A permanent society shall maintain an account with the Reserve Bank into which it shall from time to time deposit at least such amounts as may be necessary to comply with the requirements of subsection (2) and from which it may, subject to that subsection, from time to time withdraw amounts.**
- 35           **(2) The credit balance in an account maintained in terms of subsection (1) by a society, together with the average daily amount of that society's Reserve Bank notes and subsidiary coin calculated according to the total amounts of those assets held by the society on all the days of the latest month in respect of which it has furnished a return to the registrar in terms of section 34, may at no time during any month amount to less than an amount equal to the sum of amounts representing the percentages, determined in accordance with the provisions of subsection (3) by the Governor of the Reserve Bank, of the amounts of such different categories of the society's liabilities as may be specified by regulation with reference to the time when such liabilities fall due or with reference to any other aspect pertaining to such liabilities.**
- 40           **(3) (a) The percentages determined by the Governor of the Reserve Bank in terms of subsection (2) shall be such percentages as the said Governor may, having regard to the national economic interest and with the concurrence of the Minister, deem desirable to determine from time to time.**
- 45           **(b) Whenever the Governor of the Reserve Bank has made a determination under paragraph (a), he shall inform the registrar thereof in writing, and the registrar shall as soon as is practicable give written notice of the determination to every society and cause the determination to be published by notice in the *Gazette*.**
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## Wet No. 96, 1990

## WYSIGINGSWET OP ONDERLINGE BOUVERENIGINGS, 1990

- (c) So 'n vasstelling word van krag op 'n datum vermeld in die kennisgewing waarby die vasstelling ingevolge paragraaf (b) in die *Staatskoerant* aangekondig word.
- (4) 'n Vereniging se verpligtings bedoel in subartikel (2) word bereken op die wyse en bepaal op die tye wat by regulasie voorgeskryf word.".

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## Wysiging van artikel 32B van Wet 24 van 1965, soos ingevoeg deur artikel 23 van Wet 81 van 1986

12. Artikel 32B van die Hoofwet word hierby gewysig deur subartikel (3) deur die volgende subartikel te vervang:

"(3) Ongeag of enige strafregtelike stappe ingevolge hierdie Wet ten opsigte van 'n versuum of onvermoë in subartikel (1) bedoel teen 'n vereniging gedoen is of gedoen kan word, kan die registrator behoudens enige kondonasië kragtens subartikel (2) ten opsigte van so 'n versuum of onvermoë verleen, daardie vereniging by wyse van 'n skriftelike kennisgewing 'n boete ten opsigte van die versuum of onvermoë ople—

- (a) in die geval van 'n versuum of onvermoë om aan die voorskrifte van artikel 30, 30B [31] of 32 of van 'n skema bedoel in artikel 30A te voldoen, van hoogstens een tiende van een persent van die bedrag van die tekort vir elke dag waarop die versuum of onvermoë voortduur; [of]
- (b) in die geval van 'n versuum of onvermoë om aan die voorskrifte van artikel 31 te voldoen, van hoogstens drie persent van die tekort; of
- [b]** (c) in die geval van 'n versuum of onvermoë om aan die voorskrifte van artikel 32A te voldoen, van hoogstens een tiende van een persent van die bedrag van die oorskryding vir elke dag waarop die versuum of onvermoë voortduur."

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## Wysiging van artikel 45 van Wet 24 van 1965, soos vervang deur artikel 29 van Wet 81 van 1986

13. Artikel 45 van die Hoofwet word hierby gewysig deur subartikel (3) deur die volgende subartikel te vervang:

"(3) Geen [bouvereniging] vereniging mag vereis dat 'n vasgestelde minimum bedrag in 'n transmissierekening by die opening daarvan gestort of in die rekening terwyl daarop gewerk word in stand gehou moet word nie: Met dien verstaande dat hierdie subartikel nie 'n [bouvereniging] vereniging belet om 'n transmissierekening waarin daar geen fondse is nie te sluit nie...".

## Wysiging van artikel 49A van Wet 24 van 1965, soos ingevoeg deur artikel 29 van Wet 81 van 1986

14. Artikel 49A van die Hoofwet word hierby gewysig deur paragraaf (e) van subartikel (3) deur die volgende paragraaf te vervang:

"(e) in die geval van [die vaste] so 'n deposito wat as kollaterale sekerheid vir 'n verbandlening aan hom of aan 'n ander vereniging of 'n [bouvereniging] ingevolge die Wet op Bouverenigings, 1986] depositonemende instelling gesedeer is, die sessionaris terugbetaling van daardie deposito aanvra;".

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## Wysiging van artikel 49D van Wet 24 van 1965, soos ingevoeg deur artikel 29 van Wet 81 van 1986 en gewysig deur artikel 23 van Wet 96 van 1988

15. Artikel 49D van die Hoofwet word hierby gewysig—

- (a) deur subartikel (3) deur die volgende subartikel te vervang:

"(3) By die toepassing van hierdie artikel word 'behuisingsvoorskot' geag in te sluit enige voorskot of lening deur 'n [bouvereniging] vereniging toegestaan teen sessie aan hom, as sekerheid vir daardie voorskot of lening, van 'n aandeel in 'n aandeleblokmaatskappy soos omskryf in artikel 1 van die Wet op die Beheer van Aandeleblokke, 1980 (Wet No. 59 van 1980), en van 'n reg of belang verleen deur 'n gebruiksooreenkoms soos in daardie Wet omskryf;" en

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## MUTUAL BUILDING SOCIETIES AMENDMENT ACT, 1990

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- (c) Any such determination shall take effect on a date mentioned in the notice whereby the determination is promulgated in the *Gazette* in terms of paragraph (b).
- 5 (4) A society's liabilities referred to in subsection (2) shall be calculated in such manner and determined at such times as may be prescribed by regulation.”.

**Amendment of section 32B of Act 24 of 1965, as inserted by section 23 of Act 81 of 1986**

12. Section 32B of the principal Act is hereby amended by the substitution for subsection (3) of the following subsection:

- “(3) Irrespective of whether criminal proceedings in terms of this Act have been or may be instituted against a society in respect of any failure or inability referred to in subsection (1), the registrar may, subject to any condonation granted under subsection (2), by way of a written notice impose upon that society, in respect of such failure or inability, a fine—
- 15 (a) in the case of any failure or inability to comply with the requirements of section 30, 30B [31] or 32 or of a scheme referred to in section 30A, not exceeding one-tenth of one per cent of the amount of the shortfall for each day on which such failure or inability continues; **[or]**
- 20 (b) in the case of any failure or inability to comply with the requirements of section 31, not exceeding three per cent of the shortfall; or
- [b]** (c) in the case of any failure or inability to comply with the requirements of section 32A, not exceeding one-tenth of one per cent of the amount of the excess for each day on which such failure or inability continues.”.

**25 Amendment of section 45 of Act 24 of 1965, as substituted by section 29 of Act 81 of 1986**

13. Section 45 of the principal Act is hereby amended by the substitution for subsection (3) of the following subsection:

- 30 “(3) No **[building]** society shall require a fixed minimum amount to be deposited into a transmission account when opening such account or to be maintained in the account while being operated on: Provided that this subsection shall not prevent a **[building]** society from closing a transmission account when there are no funds in the account.”.

**35 Amendment of section 49A of Act 24 of 1965, as inserted by section 29 of Act 81 of 1986**

14. Section 49A of the principal Act is hereby amended by the substitution for paragraph (e) of subsection (3) of the following paragraph:

- 40 “(e) in the case of **[the fixed]** such a deposit **[is]** which has been ceded to it or to another society or a **[building society in terms of the Building Societies Act, 1986]** deposit-taking institution as collateral security for a mortgage loan, the cessionary requires the repayment of that deposit;”.

**Amendment of section 49D of Act 24 of 1965, as inserted by section 29 of Act 81 of 1986 and amended by section 23 of Act 96 of 1988**

- 45 15. Section 49D of the principal Act is hereby amended—

- (a) by the substitution for subsection (3) of the following subsection:

- 50 “(3) For the purposes of this section ‘housing advance’ shall be deemed to include any advance or loan granted by a **[building]** society against the cession to it, as security for that advance or loan, of a share in a share block company as defined in section 1 of the Share Blocks Control Act, 1980 (Act No. 59 of 1980), and of any right or interest conferred by a use agreement as defined in that Act.”;

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- (b) deur subartikel (4) deur die volgende subartikel te vervang:
- “(4) Indien die Minister van oordeel is dat 'n billike gedeelte van die bedrag wat 'n **[bouvereniging]** vereniging ingevolge subartikel (1) vir behuisingsvoorskotte aan lede van die publiek moet aanwend of beskikbaar moet hou, nie aangewend of beskikbaar gehou word vir lede van die publiek wat onder 'n by regulasie voorgeskrewe inkomstegroep val nie, kan hy by regulasie van **[bouverenigings]** verenigings vereis om die gedeelte wat by regulasie voorgeskryf word van die bedrag bedoel in genoemde subartikel (1) uitsluitlik aan te wend of beskikbaar te hou vir behuisingsvoorskotte aan lede van die publiek wat onder bedoelde inkomstegroep val.”.

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**Wysiging van artikel 49H van Wet 24 van 1965, soos ingevoeg deur artikel 29 van Wet 81 van 1986 en gewysig deur artikel 26 van Wet 96 van 1988****16. Artikel 49H van die Hoofwet word hierby gewysig—**

- (a) deur paragraaf (b) van subartikel (4) deur die volgende paragraaf te vervang:
- “(b) 'n deposito by 'n **[bank of 'n bouvereniging ingevolge die Wet op Bouverenigings, 1986]** depositonemende instelling of 'n deposito by of aandele **[van]** in 'n permanente vereniging, teen die volle bedrag van die deposito of aandele;”; en
- (b) deur item (gg) van subparagraph (i) van paragraaf (e) van subartikel (4) deur die volgende item te vervang:
- “(gg) **[Evkom]** Eskom vermeld in artikel 2 van die **[Elektrisiteitswet]** Eskomwet, **[1958]** 1987 (Wet No. 40 van **[1958]** 1987);”.

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**Vervanging van artikel 51 van Wet 24 van 1965****17. Artikel 51 van die Hoofwet word hierby deur die volgende artikel vervang: 25****“Inspeksiebevoegdhede van, en riglyne deur, registrator**

**51.** (1) Benewens die bevoegdhede en pligte by hierdie Wet aan hom verleen of hom opgelê, het die registrator, **[al die]** vir die doeleindes van die verrigting van sy werksaamhede kragtens hierdie Wet, dieselfde bevoegdhede en pligte **[aan hom verleen of hom opgelê]** as dié deur die Wet op Inspeksie van Finansiële Instellings, **[1962]** 1984 (Wet No. **[68]** 38 van **[1962]** 1984), aan 'n registrator bedoel in laasgenoemde Wet verleen of hom opgelê.

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(2) 'n Verwysing in hierdie Wet na 'n inspeksie of ondersoek kragtens hierdie artikel gedoen, word uitgelê as 'n verwysing na 'n inspeksie **[kragtens]** gedoen ooreenkomsdig die bepalings van die Wet op Inspeksie van Finansiële Instellings, **[1962]** 1984.

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(3) Nog die bepalings van hierdie artikel nog enige ander bepaling van hierdie Wet word so uitgelê dat dit die registrator belet om van tyd tot tyd samesprekings te voer met die uitvoerende beampte van 'n vereniging, of met 'n werknemer van daardie vereniging wat deur so 'n uitvoerende beampte aangewys is, met die oog op die bewerkstelliging van doelmatige toesighouding oor so 'n vereniging deur die registrator.

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(4) Die registrator kan van tyd tot tyd deur middel van 'n omsendbrief aan verenigings riglyne verstrek met betrekking tot die toepassing en vertolking van die bepalings van hierdie Wet.”.

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**Wysiging van artikel 55 van Wet 24 van 1965, soos vervang deur artikel 28 van Wet 96 van 1988****18. Artikel 55 van die Hoofwet word hierby gewysig—**

- (a) deur subartikel (1) deur die volgende subartikel te vervang:
- “(1) Twee of meer verenigings kan met die skriftelike goedkeuring van die registrator saamsmelt en een vereniging vorm, en 'n vereniging kan met dergelyke goedkeuring al of 'n gedeelte van sy bates en laste aan 'n ander vereniging of aan 'n **[bouvereniging of 'n bank (wat anders as**

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- 5 (b) by the substitution for subsection (4) of the following subsection:

“(4) If the Minister is of the opinion that a fair proportion of the amount which a [building] society is required in terms of subsection (1) to apply or hold available for housing advances to members of the public, is not being applied for housing advances to members of the public falling under an income group prescribed by regulation, he may by regulation require [building] societies to apply or hold available such proportion as may be prescribed by regulation of the amount referred to in the said subsection (1) exclusively for housing advances to members of the public falling under the said income group.”.

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**Amendment of section 49H of Act 24 of 1965, as inserted by section 29 of Act 81 of 1986 and amended by section 26 of Act 96 of 1988**

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**16. Section 49H of the principal Act is hereby amended—**

- (a) by the substitution for paragraph (b) of subsection (4) of the following paragraph:

“(b) a deposit with any [bank or a building society in terms of the Building Societies Act, 1986] deposit-taking institution or a deposit with or shares in a permanent society, at the full amount of the deposit or shares;”; and

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- (b) by the substitution for item (gg) of subparagraph (i) of paragraph (e) of subsection (4) of the following item:

“(gg) [Eskom] Eskom mentioned in section 2 of the [Electricity] Eskom Act, [1958] 1987 (Act No. 40 of [1958] 1987);”.

**Substitution of section 51 of Act 24 of 1965**

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**17. The following section is hereby substituted for section 51 of the principal Act:**

**“Powers of inspection of, and guide-lines by, registrar**

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51. (1) In addition to the powers and duties conferred or imposed upon him by this Act, the registrar shall, for the purposes of the performance of his functions under this Act, have [all] the same powers and duties as those conferred or imposed [upon him] by the Inspection of Financial Institutions Act, [1962] 1984 (Act No. [68] 38 of [1962] 1984), upon a registrar referred to in the last-mentioned Act.

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(2) Any reference in this Act to an inspection or investigation made under this section shall be construed as a reference to an inspection made [under] in accordance with the provisions of the Inspection of Financial Institutions Act, [1962] 1984.

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(3) Neither the provisions of this section nor any other provision of this Act shall be construed as prohibiting the registrar from holding discussions, from time to time, with the executive officer of any society, or with any employee of that society designated by such executive officer, with a view to achieving effective supervision of such society by the registrar.

(4) The registrar may from time to time by means of a circular furnish societies with guide-lines regarding the application and interpretation of the provisions of this Act.”.

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**Amendment of section 55 of Act 24 of 1965, as substituted by section 28 of Act 96 of 1988**

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**18. Section 55 of the principal Act is hereby amended—**

- (a) by the substitution for subsection (1) of the following subsection:

“(1) Two or more societies may with the written approval of the registrar amalgamate and become one society, and a society may with like approval transfer all or part of its assets and liabilities to another society or to a

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**voorlopig as sodanig geregistreer is] depositonemende instelling wat kragtens die Wet op Depositonemende Instellings, 1990, finaal geregistreer is, oordra.”;**

- (b) deur die woorde wat paragraaf (a) van subartikel (3) voorafgaan deur die volgende woorde te vervang:

“Geen transaksie wat die samesmelting van verenigings of die oordrag van bates en laste van een vereniging aan 'n ander vereniging of aan 'n [bouvereniging of 'n bank] depositonemende instelling behels, is van krag nie, tensy—”;

- (c) deur paragraaf (a) van subartikel (3) deur die volgende paragraaf te vervang:

“(a) die registrator oortuig is dat dié transaksie nie die openbare belang nadelig sal raak of buitensporige ontbering vir die lede van enige van die betrokke verenigings of, na gelang van die geval, van die betrokke vereniging of [bouvereniging of bank] depositonemende instelling sal veroorsaak nie;”;

- (d) deur paragraaf (c) van subartikel (3) deur die volgende paragraaf te vervang:

“(c) die bepalings van die ooreenkoms vir die beoogde samesmelting of oordrag deur elkeen van die betrokke verenigings of deur die betrokke vereniging en die betrokke [bouvereniging of bank] depositonemende instelling, na gelang van die geval, by spesiale besluit bekragtig word.”;

- (e) deur subartikel (8) deur die volgende subartikel te vervang:

“(8) Die likwidateur van 'n vereniging wat vrywilliglik of deur die hof gelikwideer word, of die geregtelike bestuurder van 'n vereniging, kan al die bates en laste van die vereniging wat gelikwideer word of onder geregtelike bestuur is, aan 'n ander vereniging [n bouvereniging] of 'n [bank] depositonemende instelling oordra: Met dien verstande dat die bepaling van subartikel (3) (c) en subartikel (4) nie van toepassing is op 'n vereniging wat gelikwideer word nie.”;

- (f) deur subartikel (9) deur die volgende subartikel te vervang:

“(9) By die registrasie deur die registrator van die kennisgiving van die samesmelting van twee of meer verenigings of van die oordrag van die bates en laste van 'n vereniging aan 'n ander vereniging [n bouvereniging of bank] of 'n depositonemende instelling word al die bates en laste van die vereniging wat aldus saamgesmelt is, bates en laste van die vereniging wat in hul plek geregistreer word, of, na gelang van die geval, word al, of, in die geval van die oordrag van slegs 'n gedeelte van die bates en laste van 'n vereniging, daardie gedeelte van, die bates en laste van die vereniging wat bates en laste oordra, bates en laste van die vereniging of die [bouvereniging of bank] depositonemende instelling waaraan die oordrag geskied.”;

- (g) deur subartikel (10) deur die volgende subartikel te vervang:

“(10) Die beampte in beheer van 'n registrasiekantoor van aktes of ander kantoor waarin enige verband of enige vaste eiendom geregistreer is wat ooreenkomsdig die bepaling van subartikel (9) oorgedra word, moet by oorlegging aan hom deur die betrokke vereniging of [bouvereniging of bank] depositonemende instelling van daardie verband of van die titelbewys van daardie vaste eiendom en 'n sertifikaat deur die registrator van die registrasie deur hom van die kennisgiving van samesmelting of oordrag, na gelang van die geval, [sonder betaling van here- of seëlregte of registrasielede of -koste] die endossemente op daardie verband of titelbewys en die inskrywings in sy registers aanbring wat as gevolg van sodanige samesmelting of oordrag nodig is.”;

- (h) deur subartikel (11) deur die volgende subartikel te vervang:

“(11) Die samesmelting van verenigings of oordrag van bates en laste van 'n vereniging kragtens die bepaling van hierdie artikel raak nie die regte van 'n skuldeiser van enige van die betrokke verenigings of van die betrokke vereniging of [bouvereniging of bank] depositonemende instelling nie.”;

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**[building society or a bank (registered as such otherwise than provisionally)] deposit-taking institution finally registered as such in terms of the Deposit-taking Institutions Act, 1990.”;**

- 5 (b) by the substitution for the words preceding paragraph (a) of subsection (3) of the following words:  
“No transaction involving the amalgamation of societies or the transfer of assets and liabilities from one society to another society or to a **[building society or a bank]** deposit-taking institution shall be of any force or effect unless—”;
- 10 10 (c) by the substitution for paragraph (a) of subsection (3) of the following paragraph:  
“(a) the registrar is satisfied that such transaction will not be detrimental to the public interest or cause undue hardship to the members of any of the societies concerned or of the society or **[building society or bank]** deposit-taking institution concerned, as the case may be;”;
- 15 15 (d) by the substitution for paragraph (c) of subsection (3) of the following paragraph:  
“(c) the provisions of the agreement for the contemplated amalgamation or transfer are confirmed by special resolution by each of the societies concerned or by the society concerned and the **[building society or bank]** deposit-taking institution concerned, as the case may be.”;
- 20 20 (e) by the substitution for subsection (8) of the following subsection:  
“(8) The liquidator of a society which is being wound up voluntarily or by the court, or the judicial manager of a society, may transfer all the assets and liabilities of the society being wound up or under judicial management to another society **[a building society]** or a **[bank]** deposit-taking institution: Provided that the provisions of subsection (3) (c) and subsection (4) shall not apply to a society which is being wound up.”;
- 25 25 (f) by the substitution for subsection (9) of the following subsection:  
“(9) Upon the registration by the registrar of the notice of the amalgamation of two or more societies or of the transfer of the assets and liabilities of any society to another society **[a building society]** or a **[bank]** deposit-taking institution, all the assets and liabilities of the societies so amalgamated shall become assets and liabilities of the society registered in their stead, or, as the case may be, all, or, in the case of the transfer of only part of the assets and liabilities of a society, that part of, the assets and liabilities of the society transferring assets and liabilities shall become assets and liabilities of the society or the **[building society or bank]** deposit-taking institution to which they are transferred.”;
- 30 30 (g) by the substitution for subsection (10) of the following subsection:  
“(10) The officer in charge of a deeds registry or other office in which is registered any mortgage bond or any immovable property which is transferred in accordance with the provisions of subsection (9) shall, upon production to him by the society or **[building society or bank]** deposit-taking institution concerned of such bond or of the title deeds of such immovable property and a certificate by the registrar of the registration by him of the notice of amalgamation or transfer, as the case may be, **[and without payment of transfer or stamp duty or registration fees or charges]** make such endorsements upon such bond or title deeds and such entries in his registers as are necessary by reason of such amalgamation or transfer.”;
- 35 35 (h) by the substitution for subsection (11) of the following subsection:  
“(11) The amalgamation of societies or transfer of assets and liabilities of a society under the provisions of this section shall not affect the rights of any creditor of any of the societies concerned or of the society or **[building society or bank]** deposit-taking institution concerned.”;

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(i) deur subartikel (12) deur die volgende subartikel te vervang:

“(12) In die geval van 'n oordrag van bates en laste van 'n vereniging aan 'n **[bouvereniging of 'n bank]** depositonemende instelling kan, behoudens die bepalings van subartikel (14), in die betrokke ooreenkoms vir die oordrag, voorsiening gemaak word vir vergoeding aan lede van die vereniging, met inagneming van die onaangetaste reserwes van die vereniging, by wyse van 'n kontant-uitbetaling of 'n reg om aandele in die oordragnemende instelling of sy **[beheermaatskappy]** beherende maatskappy op te neem, en kan aldus voorsiening gemaak word vir vergoeding aan die vereniging se amptenare *mutatis mutandis* ooreenkommstig die bepalings van subartikel (3) (b).”;

(j) deur subartikel (14) deur die volgende subartikel te vervang:

“(14) 'n Besluit om vergoeding bedoel in subartikel (12) aan lede te bied, moet deur beide partye tot die ooreenkoms vir die oordrag van bates en laste, by afsonderlike spesiale besluit bekratig word en moet bepaal dat—

(a) slegs 'n lid wat op die dag onmiddellik voor die datum bepaal vir die oordrag van bates en laste aandele in die vereniging wat bates en laste gaan oordra, gehou het wat minstens 12 maande voor daardie datum aan so 'n lid uitgerek is, of waarvoor betaal is uit die opbrengs van aandele wat gedurende die genoemde 12 maande deur daardie vereniging afgelos is, in aanmerking kom vir die vergoeding; **[en]**

(b) so 'n lid nogtans nie op die vergoeding geregtig is nie indien hy—

(i) nie in die Republiek woonagtig is nie; of

(ii) 'n regspersoon is wat nie in die Republiek ingelyf is nie; en

(c) so 'n lid wat die houer is van subskripsie-aandele in die vereniging wat bates en laste gaan oordra, vir die vergoeding in aanmerking kom slegs in soverre sodanige aandele op die dag bedoel in paragraaf (a) opbetaal is.”; en

(k) deur subartikel (15) deur die volgende subartikel te vervang:

“(15) By die oordrag van bates en laste van 'n vereniging aan 'n **[bouvereniging of 'n bank]** depositonemende instelling, word alle beleggings in die vorm van aandele wat deur die vereniging uitgerek was en voor die datum van die oordrag van sy bates en laste nog nie afgelos was nie, geag vaste deposito's by die oordragnemende **[bouvereniging of bank]** depositonemende instelling te wees.”.

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## Wysiging van artikel 56 van Wet 24 van 1965

**19.** Artikel 56 van die Hoofwet word hierby gewysig deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Behoudens die bepalings van hierdie Wet, is die bepalings betreffende die geregtelike bestuur van maatskappye vervat in die Maatskappywet, **[1926] 40 1973** (Wet No. **[46] 61** van **[1926] 1973), *mutatis mutandis* op 'n vereniging van toepassing.”.**

## Wysiging van artikel 59 van Wet 24 van 1965

**20.** Artikel 59 van die Hoofwet word hierby gewysig—

(a) deur subartikel (2) deur die volgende subartikel te vervang:

“(2) Behoudens die bepalings van hierdie artikel is die bepalings van die Maatskappywet, **[1926] 1973** (Wet No. **[46] 61** van **[1926] 1973), met betrekking tot die vrywillige likwidasie van maatskappye, *mutatis mutandis* op 'n permanente vereniging van toepassing.”;**

(b) deur subartikel (3) deur die volgende subartikel te vervang:

“(3) By die toepassing van bedoelde bepalings ingevolge subartikel (2), word subartikel **[(2)] (3)** van artikel **[honderd drie-en-sestig] 357** van bedoelde Wet uitgelê asof daar **[na die woord 'Registrateur' die woorde 'die Registrateur van Bouverenigings']** aan die end van genoemde subartikel (3) die woorde 'asook aan die Registrateur van Depositonemende Instellings' ingevoeg is.”; en

(c) deur subartikel (5) deur die volgende subartikel te vervang:

“(5) Die likwidator van die vereniging moet 'n afskrif van elke kennisgewing of rekening wat hy ingevolge die bepalings van die Maatskap-

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- (i) by the substitution for subsection (12) of the following subsection:
- “(12) In the case of a transfer of assets and liabilities of a society to a [building society or a bank] deposit-taking institution, provision may, subject to the provisions of subsection (14), be made in the relevant agreement for the transfer for compensation to members of the society, taking into account the unimpaired reserves of the society, by way of either a cash payment or a right to take up shares in the transferee institution or its [control] controlling company, and provision may be so made for compensation to officers of the society *mutatis mutandis* in accordance with the provisions of subsection (3) (b).”;
- (j) by the substitution for subsection (14) of the following subsection:
- “(14) A resolution to offer compensation referred to in subsection (12) to members, must be approved by both parties to the agreement for the transfer of assets and liabilities, by separate special resolution, and shall provide that—
- (a) only a member who on the day immediately prior to the date determined for the transfer of assets and liabilities held shares in the transferor society and which shares had been issued to such a member at least 12 months prior to that date, or which had been paid for out of the proceeds of shares redeemed by that society during the said 12 months, shall qualify for such compensation; [and]
- (b) such a member shall nevertheless not be entitled to the compensation if he—
- (i) is not resident in the Republic; or
- (ii) is a body corporate which is not incorporated in the Republic; and
- (c) such a member who is the holder of subscription shares in the transferor society shall qualify for such compensation only to the extent to which such shares are paid up on the day referred to in paragraph (a).”; and
- (k) by the substitution for subsection (15) of the following subsection:
- “(15) Upon the transfer of assets and liabilities from a society to a [building society or a bank] deposit-taking institution, all investments in the form of shares issued by the society and which prior to the date of the transfer of its assets and liabilities have not yet been redeemed, shall be deemed to be fixed deposits with the transferee [building society or bank] deposit-taking institution.”.

**Amendment of section 56 of Act 24 of 1965**

**19.** Section 56 of the principal Act is hereby amended by the substitution for subsection (1) of the following subsection:

- 40     “(1) Subject to the provisions of this Act, the provisions relating to the judicial management of companies contained in the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), shall *mutatis mutandis* apply to a society.”.

**Amendment of section 59 of Act 24 of 1965**

**45     20.** Section 59 of the principal Act is hereby amended—

- (a) by the substitution for subsection (2) of the following subsection:
- “(2) Subject to the provisions of this section the provisions of the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), relating to the voluntary winding-up of companies shall *mutatis mutandis* apply to any permanent society.”;
- (b) by the substitution for subsection (3) of the following subsection:
- “(3) In the application of the said provisions in terms of subsection (2), subsection [(2)] (3) of section [one hundred and sixty three] 357 of the said Act shall be construed as if [after the word ‘Registrar’ there were inserted the words ‘to the Registrar of Building Societies’] at the end of the said subsection (3) there were added the words ‘as well as to the Registrar of Deposit-taking Institutions’.”; and
- (c) by the substitution for subsection (5) of the following subsection:
- “(5) The liquidator of the society shall forward to the registrar a copy of every notice or account which in terms of the provisions of the Companies

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pywet, [1926] 1973, verplig is om aan die Meester van die Hooggereghof te verstrek, aan die registrator stuur.”.

**Wysiging van artikel 60 van Wet 24 van 1965**

**21.** Artikel 60 van die Hoofwet word hierby gewysig deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Behoudens die bepalings van hierdie artikel, is die bepalings van die Maatskappywet, [1926] 1973 (Wet No. [46] 61 van [1926] 1973), met betrekking tot die likwidasie van maatskappye deur die hof *mutatis mutandis* op elke vereniging van toepassing.”.

**Vervanging van artikel 61 van Wet 24 van 1965**

**22.** Artikel 61 van die Hoofwet word hierby deur die volgende artikel vervang:

**“Aanstelling van geregtelike bestuurder en likwidateur**

**61.** Ondanks die bepalings van die Maatskappywet, [1926] 1973 (Wet No. [46] 61 van [1926] 1973), soos by artikels 56 en 60 van hierdie Wet toegepas, stel 'n Meester van die Hooggereghof niemand anders as 'n persoon deur die registrator aanbeveel, as geregtelike bestuurder, voorlopige geregtelike bestuurder, likwidateur of voorlopige likwidateur van 'n [bouvereniging] vereniging aan nie.”.

**Vervanging van artikel 62 van Wet 24 van 1965**

**23.** Artikel 62 van die Hoofwet word hierby deur die volgende artikel vervang:

**“Ontbinding van vereniging**

**62.** Onmiddellik na die bekragtiging van die finale rekening by die likwidasie van 'n vereniging wat gelikwideer word kragtens die bepalings van die Maatskappywet, [1926] 1973 (Wet No. [46] 61 van [1926] 1973), soos by artikels 59 en 60 van hierdie Wet aangepas en toegepas, gee die Meester van die Hooggereghof daarvan kennis aan die registrator, wat dit registreer en die registrasie van die vereniging kanselleer, en daarop is die vereniging ontbind.”.

**Herroeping van artikel 65 van Wet 24 van 1965**

**24.** Artikel 65 van die Hoofwet word hierby herroep.

**Invoeging van Hoofstuk VIIA in Wet 24 van 1965**

**25.** Die volgende hoofstuk word hierby in die Hoofwet na Hoofstuk VII ingevoeg:

**“HOOFSTUK VIIA****OMSKEPPING VAN ONDERLINGE BOUVERENIGINGS****Woordomskrywing**

**65A.** (1) In hierdie Hoofstuk, tensy uit die samehang anders blyk, beteken—

‘kwalifiserende belang’, met betrekking tot 'n vereniging wat in 'n depositonemende instelling omgeskep word, 'n aandeel in so 'n vereniging uitgereik ingevolge artikel 28 in soverre die aandeel onmiddellik voor die toepaslike datum opbetaal is ooreenkomsdig die voorwaardes van toepassing op die opbetaaling van die aandeel, maar nie ook 'n aandeel wat deur die vereniging uitgegee is gedurende die 12 maande (of die korter tydperk deur die vereniging met die registrator se goedkeuring bepaal) wat die toepaslike datum onmiddellik voorafgegaan het in soverre daardie aandeel nie betaal is uit die opbrengs van 'n aandeel in die vereniging wat gedurende bedoelde tydperk afgelos is nie;

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Act, [1926] 1973, he is required to furnish to the Master of the Supreme Court.”.

**Amendment of section 60 of Act 24 of 1965**

21. Section 60 of the principal Act is hereby amended by the substitution for subsection (1) of the following subsection:

“(1) Subject to the provisions of this section, the provisions of the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), relating to the winding-up of companies by the court, shall *mutatis mutandis* apply to every society.”.

**Substitution of section 61 of Act 24 of 1965**

10 22. The following section is hereby substituted for section 61 of the principal Act:

**“Appointment of judicial manager and liquidator**

15 61. Notwithstanding the provisions of the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), as applied by sections 56 and 60 of this Act, no person other than a person recommended by the registrar shall be appointed by the Master of the Supreme Court as judicial manager, provisional judicial manager, liquidator or provisional liquidator of a [building] society.”.

**Substitution of section 62 of Act 24 of 1965**

20 23. The following section is hereby substituted for section 62 of the principal Act:

**“Dissolution of society**

25 62. Immediately after the confirmation of the final account in the winding-up of a society which is wound up under the provisions of the Companies Act, [1926] 1973 (Act No. [46] 61 of [1926] 1973), as modified and applied by sections 59 and 60 of this Act, the Master of the Supreme Court shall give notice thereof to the registrar, who shall register it and cancel the registration of the society, and thereupon the society shall be dissolved.”.

**Repeal of section 65 of Act 24 of 1965**

24. Section 65 of the principal Act is hereby repealed.

30 **Insertion of Chapter VIIA in Act 24 of 1965**

25. The following chapter is hereby inserted in the principal Act after Chapter VII:

**“CHAPTER VIIA****CONVERSION OF MUTUAL BUILDING SOCIETIES**

35 **Definitions**

40 65A. (1) In this Chapter, unless the context otherwise indicates—  
‘applicable date’, in relation to a conversion of a society into a deposit-taking institution, means the date of such conversion or, if any other date is specified in the conversion scheme relating to such conversion as the applicable date for purposes of such conversion, that other date;

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<p>'omskepping in 'n depositonemende instelling' 'n omskepping in 'n publieke maatskappy wat ingevolge artikel 65I (1) geag word as 'n depositonemende instelling geregistreer te wees;</p> <p>'omskeppingskema' 'n skema wat die omskepping van 'n vereniging in 'n depositonemende instelling reguleer en die wedersydse regte en verpligte van die partye by die omskepping beheers, en in die besonder—</p> <p>(a) die grondslag, bedinge en voorwaardes waarop die omskepping bewerkstellig word, vermeld;</p> <p>(b) voorsiening maak vir die uitreiking van aandele of al die aandele in die publieke maatskappy wat deur die omskepping tot stand kom aan 'n publieke maatskappy (as daar is) wat in die omstandighede vermeld in artikel 65F (1) as 'n beherende maatskappy ten opsigte van die depositonemende instelling geregistreer word; en</p> <p>(c) behoudens subartikels (2) en (3), voorsiening maak vir 'n aanbod öf aan persone wat onmiddellik voor die toepaslike datum die houers van 'n kwalifiserende belang in die vereniging is öf aan sodanige persone en aan lede van die publiek, om aandele op te neem—</p> <p style="margin-left: 2em;">(i) indien geen beherende maatskappy bedoel in paragraaf (b) beoog word nie, in die publieke maatskappy wat deur die omskepping tot stand kom; of</p> <p style="margin-left: 2em;">(ii) indien so 'n beherende maatskappy beoog word, in so 'n beherende maatskappy of in sowel so 'n beherende maatskappy as die maatskappy wat deur die omskepping tot stand kom;</p> <p>'toepaslike datum', met betrekking tot 'n omskepping van 'n vereniging in 'n depositonemende instelling, die datum van die omskepping of, indien 'n ander datum in die omskeppingskema wat op daardie omskepping betrekking het as die toepaslike datum vir die doeleindes van die omskepping vermeld word, daardie ander datum.</p> <p>(2) 'n Persoon wat onmiddellik voor die toepaslike datum die houer is van 'n kwalifiserende belang in die vereniging wat in 'n depositonemende instelling omgeskep word; is ondanks 'n andersluidende bepaling nie geregtig op enige aandele beoog in paragraaf (c) (i) of (ii) van die omskrywing van 'omskeppingskema' nie indien hy—</p> <p style="margin-left: 2em;">(a) nie in die Republiek woonagtig is nie; of</p> <p style="margin-left: 2em;">(b) 'n regspersoon is wat nie in die Republiek ingelyf is nie.</p> <p>(3) Aandele beoog in paragraaf (c) (i) of (ii) van die omskrywing van 'omskeppingskema' kan aan lede van die publiek aangebied word slegs in die mate waarin hulle nie opgeneem word deur persone wat onmiddellik voor die toepaslike datum 'n kwalifiserende belang in die betrokke vereniging hou nie.</p>	<p>5</p> <p>10</p> <p>15</p> <p>20</p> <p>25</p> <p>30</p> <p>35</p> <p>40</p> <p>45</p> <p>50</p> <p>55</p> <p>60</p>
<p><b>Omskepping van verenigings in depositonemende instellings</b></p> <p><b>65B.</b> (1) 'n Vereniging wat final as 'n permanente vereniging ingevolge hierdie Wet geregistreer is en wat sake as 'n depositonemende instelling wil doen, kan met die goedkeuring van die registrateur en op gesag van 'n spesiale besluit aangeneem op 'n buitengewone algemene vergadering van lede van die vereniging, ooreenkomsdig die bepalings van hierdie Hoofstuk omgeskep word in so 'n depositonemende instelling.</p> <p>(2) 'n Spesiale besluit bedoel in subartikel (1) kan deur 'n vereniging aangeneem word ondanks die bepalings van sy statute of die bepalings van hierdie Wet.</p>	
<p><b>Aansoek om registrateur se goedkeuring</b></p> <p><b>65C.</b> (1) 'n Vereniging wat beoog om 'n algemene vergadering van lede te hou vir die doeleindes van die aanname van 'n spesiale besluit in artikel 65B bedoel, moet voordat hy so 'n vergadering belê, op die voorgeskrewe vorm by die registrateur om sy goedkeuring in daardie artikel beoog, aansoek doen.</p> <p>(2) 'n Aansoek in subartikel (1) bedoel, gaan vergesel van die volgende stukke in tweevoud, naamlik—</p> <p style="margin-left: 2em;">(a) 'n verduidelikking van die redes vir die voorgestelde omskepping en van die wyse waarop daar voorgestel word om die omskepping te bewerkstellig;</p>	

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'conversion into a deposit-taking institution' means a conversion into a public company which is in terms of section 65I (1) deemed to be registered as a deposit-taking institution;

'conversion scheme' means a scheme regulating the conversion of a society into a deposit-taking institution and governing the reciprocal rights and obligations of the parties to the conversion, and in particular—

(a) specifying the basis, terms and conditions on which the conversion is effected;

(b) providing for the issue of shares or all the shares in the public company established by the conversion to a public company (if any) registered in the circumstances mentioned in section 65F (1) as a controlling company in respect of the deposit-taking institution; and

(c) providing, subject to subsections (2) and (3), for an offer, either to persons who immediately before the applicable date are holders of a qualifying interest in the society or to such persons and to members of the public, to take up shares—

(i) if no controlling company referred to in paragraph (b) is contemplated, in the public company established by the conversion; or

(ii) if such a controlling company is contemplated, in such controlling company or in both such controlling company and the company to be established by the conversion;

'qualifying interest', in relation to a society which is converted into a deposit-taking institution, means any share in such a society issued in terms of section 28 to the extent to which such share immediately before the applicable date is paid up in accordance with the conditions attaching to the paying-up of such share, but excludes any share issued by the society during the 12 months (or such shorter period as may be determined by the society with the approval of the registrar) immediately preceding the applicable date to the extent to which that share has not been paid for out of the proceeds of a share in such society which has been redeemed during the said period.

(2) Any person who immediately before the applicable date is the holder of a qualifying interest in the society which is converted into a deposit-taking institution shall, notwithstanding any provision to the contrary, not be entitled to any shares contemplated in paragraph (c) (i) or (ii) of the definition of 'conversion scheme' if he—

(a) is not resident in the Republic; or

(b) is a juristic person which has not been incorporated in the Republic.

(3) Shares contemplated in paragraph (c) (i) or (ii) of the definition of 'conversion scheme' may be offered to members of the public to the extent only to which they are not taken up by persons holding immediately before the applicable date a qualifying interest in the society concerned.

#### Conversion of societies into deposit-taking institutions

**65B.** (1) A society which is finally registered as a permanent society in terms of this Act and which desires to carry on business as a deposit-taking institution may with the approval of the registrar and under the authority of a special resolution adopted at a special general meeting of members of the society be converted into such a deposit-taking institution in accordance with the provisions of this Chapter.

(2) A special resolution referred to in subsection (1) may be adopted by a society notwithstanding the provisions of its rules or the provisions of this Act.

#### Application for registrar's approval

**65C.** (1) A society contemplating to hold a general meeting of members for the purpose of adopting a special resolution referred to in section 65B, shall before it convenes such a meeting apply to the registrar on the prescribed form for his approval contemplated in that section.

(2) An application referred to in subsection (1) shall be accompanied by the following documents in duplicate, namely—

(a) an exposition of the reasons for the proposed conversion and of the manner in which it is proposed to effect the conversion;

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(b)	'n voorgestelde omskeppingskema;	
(c)	'n voorgestelde akte van oprigting en statute vir die publieke maatskappy wat deur die omskepping tot stand sal kom;	
(d)	die akte van oprigting en statute van 'n publieke maatskappy (as daar is) wat beoog om in die omstandighede in artikel 65F (1) vermeld om registrasie as 'n beherende maatskappy ten opsigte van die voorgestelde depositonemende instelling aansoek te doen of, indien so 'n maatskappy nog opgerig moet word, 'n voorgestelde akte van oprigting en statute;	5
(e)	'n voorgestelde spesiale besluit waarby—	10
	(i) die omskepping van die vereniging in 'n depositonemende instelling ooreenkomsdig die omskeppingskema gemagtig word;	
	(ii) die bepalings van die voorgestelde omskeppingskema goedgekeur word;	
	(iii) die voorgestelde akte van oprigting en statute bedoel in paraaf (c) aangeneem word;	15
	(iv) die akte van oprigting en statute of die voorgestelde akte van oprigting en statute, na gelang van die geval, bedoel in paraaf (d) goedgekeur word, indien 'n beherende maatskappy ten opsigte van die depositonemende instelling beoog word;	20
	(v) die persone wat as die eerste direkteure van die voorgestelde depositonemende instelling moet optree, aangewys word; en	
	(vi) voorsiening gemaak word vir die ander aangeleenthede in verband met die omskepping wat nodig geag word.	
(3)	'n Vereniging wat ingevolge subartikel (1) aansoek om die registrator se goedkeuring gedoen het, moet die bykomende besonderhede in verband met sy aansoek verstrek wat die registrator vereis.	25
<b>Oorweging van aansoek</b>		
<b>65D.</b> (1)	Die registrator verleen nie sy goedkeuring vir die omskeping van 'n vereniging in 'n depositonemende instelling nie indien hy van oordeel is—	30
(a)	dat enige van die stukke vermeld in artikel 65C (2) met 'n bepaling van die Wet op Depositonemende Instellings, 1990, onbestaanbaar is of 'n bepaling bevat wat ongewens is;	
(b)	dat die grondslag en voorwaardes waarop daar beoog word om aandele in die maatskappy wat deur die omskepping tot stand sal kom, of in enige voorgestelde beherende maatskappy, aan persone bedoel in paragraaf (c) van die omskrywing van 'omskeppingskema' in artikel 65A, of aan sodanige persone en aan lede van die publiek, aan te bied, nie redelik en billik is nie of andersins die uitwerking mag hê dat 'n persoon 'n belang in die voorgestelde maatskappy of in 'n voorgestelde beherende maatskappy verkry wat onbestaanbaar met 'n bepaling van die Wet op Depositonemende Instellings, 1990, is; of	35
(c)	dat die aansoek nie aan 'n voorskrif van die Wet op Depositonemende Instellings, 1990, voldoen nie.	40
(2) (a)	By die oorweging van die grondslag en voorwaardes waarop daar beoog word om aandele in die voorgestelde maatskappy of in 'n voorgestelde beherende maatskappy aan die persone bedoel in paragraaf (c) van die omskrywing van 'omskeppingskema' in artikel 65A, of aan sodanige persone en aan lede van die publiek, aan te bied, kan die registrator, na oorleg met die vereniging, 'n persoon aanwys om onafhanklik van die vereniging onderzoek in te stel na, en hom van advies te dien oor, die redelikheid en billikheid van die voorgestelde grondslag en voorwaardes.	45
(b)	Die koste van 'n onderzoek in paragraaf (a) bedoel, word deur die vereniging betaal.	50
(3)	Die registrator wys nie 'n aansoek op grond van subartikel (1) (a) of (b) van die hand nie alvorens hy die vereniging 'n redelike geleentheid gebied het om die betrokke stuk ooreenkomsdig sy voorskrifte aan te pas.	55
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- (b) a proposed conversion scheme;
- (c) a proposed memorandum and articles of association for the public company to be established by the conversion;
- (d) the memorandum and articles of association of any public company (if any) intending to apply for registration as a controlling company in respect of the proposed deposit-taking institution in the circumstances mentioned in section 65F (1) or, if such company is yet to be formed, the proposed memorandum and articles of association;
- (e) a proposed special resolution—
- (i) authorizing in accordance with the conversion scheme the conversion of the society into a deposit-taking institution;
  - (ii) approving the provisions of the proposed conversion scheme;
  - (iii) adopting the proposed memorandum and articles of association referred to in paragraph (c);
  - (iv) approving, if a controlling company for the deposit-taking institution is contemplated, the memorandum and articles of association or the proposed memorandum and articles of association, as the case may be, referred to in paragraph (d);
  - (v) designating persons to act as the first directors of the proposed deposit-taking institution; and
  - (vi) providing for any such other matters in connection with the conversion as may be regarded necessary.
- (3) A society which applies in terms of subsection (1) for the registrar's approval shall furnish such additional particulars in connection with its application as the registrar may require.

**Consideration of application**

- 65D.** (1) The registrar shall not grant his approval for the conversion of a society into a deposit-taking institution if he is of the opinion—
- (a) that any of the documents mentioned in section 65C (2) is inconsistent with a provision of the Deposit-taking Institutions Act, 1990, or contains a provision which is undesirable;
- (b) that the basis or conditions on which it is contemplated to offer shares in the company to be established by the conversion or in any proposed controlling company, to persons referred to in paragraph (c) of the definition of 'conversion scheme' in section 65A, or to such persons and to members of the public, are not reasonable and fair or may otherwise have the effect that a person will acquire an interest in the proposed company or in any proposed controlling company which is inconsistent with a provision of the Deposit-taking Institutions Act, 1990; or
- (c) that the application does not comply with a requirement of the Deposit-taking Institutions Act, 1990.
- (2) (a) For the purposes of considering the basis and conditions on which it is contemplated to offer shares in the proposed company or in any proposed controlling company to persons referred to in paragraph (c) of the definition of 'conversion scheme' in section 65A, or to such persons and to members of the public, the registrar may, after consultation with the society, designate a person to investigate, and advise him on, independently of the society, the reasonableness and fairness of the proposed basis and conditions.
- (b) The costs of an investigation in terms of paragraph (a) shall be paid by the society.
- (3) The registrar shall not refuse any application on the ground of subsection (1) (a) or (b) without having afforded the society a reasonable opportunity to adjust the relevant document in accordance with his requirements.

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**Buitengewone algemene vergadering om omskepping te magtig**

**65E.** (1) Sodra die registrator goedkeuring verleen het vir die omskepping van 'n vereniging in 'n depositonemende instelling, kan die vereniging 'n buitengewone algemene vergadering van lede ooreenkomsdig hierdie Wet en sy statute belê met die doel om die spesiale besluit bedoel in artikel 65B aan te neem.

(2) Die stukke wat aan so 'n vergadering voorgelê word, moet bestaan uit—

- (a) die stukke vermeld in paragrawe (a) tot (e) van artikel 65C (2) of, indien die registrator geweiher het om goedkeuring vir die omskeping te verleen tensy enige van die stukke ooreenkomsdig sy voorskrifte aangepas word, bedoelde stukke soos aldus aangepas; en
- (b) enige bykomende stukke wat die raad van direkteure van die vereniging nodig vind.

(3) Indien die vergadering die voorgestelde spesiale besluit aanneem wat uit hoofde van subartikel (2) (a) aan hom voorgelê is, moet die registrator, op versoek van die vereniging, aan hom 'n sertifikaat uitreik met die strekking dat hy goedkeuring vir die voorgestelde omskepping verleen het.

**Registrasie van beherende maatskappy ten opsigte van depositonemende instelling wat kragtens omskepping tot stand kom**

**65F.** (1) 'n Publieke maatskappy wat voornemens is om beheer te verkry oor 'n depositonemende instelling wat deur 'n omskepping ingevolge hierdie Hoofstuk tot stand kom, kan ondanks artikel 43 (1) van die Wet op Depositonemende Instellings, 1990, ingevolge daardie artikel aansoek doen om registrasie as 'n beherende maatskappy ten opsigte van daardie depositonemende instelling te eniger tyd nadat die spesiale besluit bedoel in artikel 65B ter magtiging van die omskepping, aangeneem is.

(2) 'n Maatskappy wat in die omstandighede vermeld in subartikel (1) om registrasie as 'n beherende maatskappy aansoek gedoen het, word nie as so 'n beherende maatskappy geregistreer alvorens die depositonemende instelling ten opsigte waarvan hy aansoek gedoen het, tot stand gekom het nie.

(3) Benewens enige ander voorwaarde wat die registrator kragtens artikel 44 (1) van die Wet op Depositonemende Instellings, 1990, kan bepaal ten opsigte van 'n maatskappy wat in die omstandighede vermeld in subartikel (1) om registrasie as 'n beherende maatskappy aansoek gedoen het, kan hy 'n voorwaarde oplê wat vereis dat die maatskappy—

- (a) binne 'n bepaalde tydperk na die totstandkoming van die depositonemende instelling beheer oor die depositonemende instelling moet verkry;
- (b) binne 'n bepaalde tydperk aan die persone bedoel in paragraaf (c) van die omskrywing van 'omskeppingskema' in artikel 65A, of aan sodanige persone en aan lede van die publiek, 'n aanbod moet doen om aandele in hom ooreenkomsdig die betrokke omskeppingskema op te neem.

(4) Geen registrasiegeld en bykomende geld bedoel in artikel 63 (2) van die Maatskappywet, 1973 (Wet No. 61 van 1973), is betaalbaar nie ten opsigte van die registrasie ingevolge die Maatskappywet, 1973, van die akte van oprigting en statute van 'n publieke maatskappy wat opgerig is met die uitdruklike oogmerk om registrasie as 'n beherende maatskappy ingevolge hierdie artikel te verkry: Met dien verstande dat bedoelde gelde betaalbaar word indien so 'n maatskappy versuim om aansoek te doen om registrasie as so 'n beherende maatskappy of nie in staat is om registrasie as so 'n beherende maatskappy te verkry nie.

**Registrasie van akte van oprigting en statute deur Registrator van Maatskappye**

**65G.** (1) 'n Vereniging word omgeskep in 'n depositonemende instelling by registrasie deur die Registrator van Maatskappye ingevolge artikel 63 van die Maatskappywet, 1973 (Wet No. 61 van 1973), van die akte van oprigting en statute van die publieke maatskappy wat ingevolge die omskepping tot stand kom.

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**Special general meeting to authorize conversion**

5           **65E.** (1) As soon as the registrar has granted approval for the conversion of a society into a deposit-taking institution, the society may convene a special general meeting of members in accordance with this Act and its rules for the purpose of adopting the special resolution referred to in section 65B;

- 10           (2) The documents laid before any such meeting shall consist of—  
              (a) the documents mentioned in paragraphs (a) to (e) of section 65C (2) or, if the registrar has refused to grant approval for the conversion unless any of such documents are adjusted in accordance with his requirements, the said documents as so adjusted; and  
              (b) any additional documents which the board of directors of the society may find necessary.

15           (3) If such meeting adopts the proposed special resolution submitted to it by virtue of subsection (2) (a), the registrar shall, at the request of the society, issue a certificate to it to the effect that he has granted approval for the proposed conversion.

**Registration of controlling company in respect of deposit-taking institution established by conversion**

20           **65F.** (1) A public company intending to acquire control over a deposit-taking institution established by a conversion in terms of this Chapter may notwithstanding section 43 (1) of the Deposit-taking Institutions Act, 1990, apply in terms of that section for registration as a controlling company in respect of such deposit-taking institution at any time after the special resolution referred to in section 65B authorizing the conversion has been adopted.

25           (2) A company which applied for registration as a controlling company in the circumstances mentioned in subsection (1) shall not be registered as such a controlling company before the deposit-taking institution in respect of which it applied is established.

30           (3) In addition to any other condition which the registrar may impose under section 44 (1) of the Deposit-taking Institutions Act, 1990, in respect of a company applying for registration as a controlling company in the circumstances mentioned in subsection (1), he may impose a condition requiring the company—

- 35           (a) within a specified period after the establishment of the deposit-taking institution to acquire control over the deposit-taking institution;  
              (b) within a specified period to make an offer to persons referred to in paragraph (c) of the definition of 'conversion scheme' in section 65A, or to such persons and to members of the public, to take up shares in it in accordance with the relevant conversion scheme.

40           (4) No registration fee and additional fee referred to in section 63 (2) of the Companies Act, 1973 (Act No. 61 of 1973), shall be payable in respect of the registration in terms of the Companies Act, 1973, of the memorandum and articles of association of a public company formed specifically for the purpose of obtaining registration in terms of this section as a controlling company: Provided that the said fees shall become payable if such a company fails to apply for, or is unable to obtain, registration as such a controlling company.

**Registration of memorandum and articles of association by Registrar of Companies**

45           **65G.** (1) A society shall be converted into a deposit-taking institution upon registration by the Registrar of Companies in terms of section 63 of the Companies Act, 1973 (Act No. 61 of 1973), of the memorandum and articles of association of the public company which is established by the conversion.

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(2) Die Registrateur van Maatskappye is ondanks die Maatskappwyet, 1973, bevoeg om die akte van oprigting en statute van 'n publieke maatskappy wat ingevolge die omskepping van 'n vereniging in 'n depositonemende instelling tot stand kom, te registreer, maar registreer nie so 'n akte en statute nie tensy die aansoek vergesel gaan van 'n sertifikaat wat ingevolge artikel 65E (3) uitgereik is.

(3) Vir die doeleindes van die registrasie van die akte van oprigting en statute van so 'n maatskappy ingevolge die Maatskappwyet, 1973—

- (a) moet die persone bedoel in artikel 65C (2) (e) (v), indien hulle hulle die aanwysing as eerste direkteure van die maatskappy laat wel geväl, die akte van oprigting en statute onderteken asof hulle die ondertekenaars van die maatskappy beoog in artikel 54 (2) van die Maatskappwyet, 1973, is;
- (b) is geen registrasiegeld en bykomende geld bedoel in artikel 63 (2) van die Maatskappwyet, 1973, betaalbaar nie.

#### Kennisgewing in *Staatskoerant* van omskepping

**65H.** (1) Binne 14 dae na 'n omskepping ingevolge artikel 65G, moet die maatskappy wat deur die omskepping tot stand gekom het twee gewaarmerkte afskrifte van sy sertifikaat van inlywing en sy akte van oprigting en statute aan die registrateur stuur, en by ontvangs van sodanige stukke reik die registrateur, teen betaling van die voorgeskrewe registrasiegeld, aan hom 'n sertifikaat van finale registrasie as 'n depositonemende instelling uit.

(2) Die registrateur gee in die *Staatskoerant* kennis van 'n omskepping ingevolge hierdie Hoofstuk.

#### Gevolge van omskepping

**65I.** (1) Die regspersoon wat voor die omskepping as 'n vereniging bestaan het, bly ondanks die omskepping voortbestaan as 'n regspersoon, maar in die vorm van 'n publieke maatskappy wat geag word finaal as 'n depositonemende instelling ingevolge die Wet op Depositonemende Instellings, 1990, geregistreer te wees, en vanaf sodanige omskepping—

- (a) is die bepalings van die Wet op Depositonemende Instellings, 1990, op hom van toepassing;
- (b) hou die bepalings van hierdie Wet op om op hom van toepassing te wees;
- (c) word 'n verwysing in enige stuk na die voormalige vereniging, tensy dit met die samehang onbestaanbaar of andersins duidelik onvanpas is, uitgelê as 'n verwysing na die depositonemende instelling;
- (d) ontruim die persone wat onmiddellik voor die omskepping direkteure van die voormalige vereniging was, hul ampte as sodanige direkteure en word die persone bedoel in artikel 65C (2) (e) (v) die direkteure van die depositonemende instelling;
- (e) hou die persone wat onmiddellik voor die omskepping aandeelhouers of lede van die voormalige vereniging was, op om sodanige aandeelhouers of lede te wees; en
- (f) word alle beleggings in die vorm van aandele wat deur die voormalige vereniging uitgereik was en wat onmiddellik voor die omskepping nog nie afgelos is nie, geag vaste deposito's by die depositonemende instelling te wees.

(2) Die voorwaardes en enige belastingvoordeel wat onmiddellik voor die datum van omskepping ten opsigte van 'n belegging in die vorm van aandele bedoel in subartikel (1) (f) van toepassing was, bly, ondanks die bepalings van genoemde subartikel maar behoudens die bepalings van die Inkomstebelastingwet, 1962 (Wet No. 58 van 1962), op die belegging van toepassing vir 'n tydperk van 10 jaar of totdat dit afgelos word, watter tydperk ook al eerste verstryk.

(3) 'n Omskepping van 'n vereniging in 'n depositonemende instelling raak nie enigets wat wettig deur die vereniging voor sy omskepping gedoen is nie.

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- 5                   (2) The Registrar of Companies shall notwithstanding the Companies Act, 1973, be competent to register the memorandum and articles of association of a public company established by the conversion of a society into a deposit-taking institution, but shall not register such a memorandum and articles of association unless the application is accompanied by a certificate issued in terms of section 65E (3).
- 10                  (3) For the purposes of the registration of the memorandum and articles of association of any such company in terms of the Companies Act, 1973—
- 15                  (a) the persons referred to in section 65C (2) (e) (v) shall, if they accept their appointment as the first directors of the company, sign the memorandum and articles of association as if they were the subscribers of such company as contemplated in section 54 (2) of the Companies Act, 1973;
- 15                  (b) no registration fee and additional fee referred to in section 63 (2) of the Companies Act, 1973, shall be payable.

**Notice in *Gazette* of conversion**

- 20                 **65H.** (1) Within 14 days after the date of any conversion in terms of section 65G, the company established by the conversion shall forward two certified copies of its certificate of incorporation and its memorandum and articles of association to the registrar, and upon receipt of such documents the registrar shall, against payment of the prescribed registration fee, issue to it a certificate of final registration as a deposit-taking institution.
- 25                 (2) The registrar shall give notice in the *Gazette* of any conversion in terms of this Chapter.

**Effects of conversion**

- 30                 **65I.** (1) The juristic person which existed as a society before the conversion shall notwithstanding the conversion continue to exist as a juristic person, but in the form of a public company deemed to be registered finally as a deposit-taking institution in terms of the Deposit-taking Institutions Act, 1990, and as from such conversion—
- 35                  (a) the provisions of the Deposit-taking Institutions Act, 1990, shall apply to it;
- 35                  (b) the provisions of this Act shall cease to apply to it;
- 35                  (c) a reference in any document to the former society shall, unless inconsistent with the context or otherwise clearly inappropriate, be construed as a reference to the deposit-taking institution;
- 40                  (d) the persons who immediately before the conversion were directors of the former society shall vacate their offices as such directors and the persons referred to in section 65C (2) (e) (v) shall become the directors of the deposit-taking institution;
- 45                  (e) the persons who immediately before the conversion were shareholders or members of the former society shall cease to be such shareholders or members; and
- 45                  (f) all investments in the form of shares issued by the former society and which immediately before the conversion were not yet redeemed shall be deemed to be fixed deposits with the deposit-taking institution.
- 50                 (2) The conditions and any tax benefit which were immediately before the date of conversion applicable to an investment in the form of shares referred to in subsection (1) (f) shall, notwithstanding the provisions of the said subsection but subject to the provisions of the Income Tax Act, 1962 (Act No. 58 of 1962), continue to apply to the investment for a period of 10 years or until it is redeemed, whichever period expires first.
- 55                 (3) A conversion of a society into a deposit-taking institution shall not affect anything lawfully done by the society before its conversion.

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**Uitreiking van aandele aan persone wat lede van voormalige vereniging was**

**65J.** (1) 'n Aanbod aan persone bedoel in paragraaf (c) van die omskrywing van 'omskeppingskema' in artikel 65A om aandele op te neem in 'n maatskappy wat deur 'n omskepping ingevolge hierdie Hoofstuk tot stand gekom het of in 'n maatskappy wat as 'n beherende maatskappy ten opsigte van so 'n maatskappy geregistreer is of staan te word, word skriftelik aan elke individuele persoon gedoen, en so 'n aanbod gaan vergesel van 'n verklaring deur die betrokke maatskappy bevattende dié besonderhede in verband met die aanbod, die omskepping, die maatskappy se wins en besigheidsvoortsigtte en algemene toestand van sake en die ander sake van die maatskappy wat ingevolge die Maatskappwyet, 1973, in 'n prospektus vermeld moet word, as wat deur die registrateur vereis word.

(2) Die bepalings van die Maatskappwyet, 1973 (Wet No. 61 van 1973), met betrekking tot die uitreiking van 'n prospektus of ter reëling van ander vereistes waaraan 'n aanbod van aandele in 'n maatskappy moet voldoen, is nie op 'n aanbod van aandele bedoel in subartikel (1) van toepassing nie.

(3) (a) 'n Belegging wat ingevolge artikel 65I (1) (f) geag word 'n vaste deposito by 'n depositonemende instelling te wees, of enige deel van so 'n belegging, kan ondanks die voorwaardes daaraan verbonde onmiddellik betaalbaar gemaak word op skriftelike versoek van die deposant aan die depositonemende instelling om die opbrengs van die belegging of bedoelde deel daarvan aan te wend vir die betaling van aandele in die depositonemende instelling of in 'n maatskappy wat as 'n beherende maatskappy ten opsigte van die depositonemende instelling geregistreer is of staan te word, wat na aanleiding van 'n aanbod bedoel in subartikel (1) aan die deposant toegewys mag word.

(b) 'n Voorwaarde of voordeel wat verbonde is aan 'n belegging wat ingevolge artikel 65I (1) (f) geag word 'n vaste deposito te wees, verval ten opsigte van so 'n belegging in die mate waarin die belegging ooreenkomsdig paragraaf (a) van hierdie subartikel vir die betaling van aandele aangewend is.

(4) Geen seëlregte ingevolge die Wet op Seëlregte, 1968 (Wet No. 77 van 1968), is betaalbaar nie ten opsigte van—

(a) die uitreiking van aandele in die publieke maatskappy wat deur die omskepping tot stand gekom het aan 'n beherende maatskappy wat ingevolge artikel 65F ten opsigte van hom geregistreer is;

(b) die uitreiking van aandele na aanleiding van 'n aanbod in subartikel (1) bedoel: Met dien verstande dat hierdie paragraaf nie so uitgelê word nie as sou dit van seëlregte vrystel enige uitreiking van aandele aan 'n persoon bedoel in subartikel (1) waar die aandele na aanleiding van 'n openbare aanbod van aandele beoog in artikel 65A (3) aan so 'n persoon uitgereik word; of

(c) die registrasie van die oordrag van aandele in die publieke maatskappy wat deur die omskepping tot stand gekom het of in sy filiaal, welke aandele verkoop of andersins vervreem is deur daardie publieke maatskappy aan 'n beherende maatskappy wat ingevolge artikel 65F ten opsigte van hom geregistreer is, indien sodanige verkoop of vervreemding deur die registrateur goedgekeur is.

(5) Geen bedrag ingevolge artikel 75 (3) van die Maatskappwyet, 1973, is betaalbaar ten opsigte van 'n vermeerdering van die aandelekapitaal van 'n beherende maatskappy wat ingevolge artikel 65F geregistreer is nie in soverre sodanige vermeerdering van die aandelekapitaal nodig mag wees om 'n aanbod van aandele bedoel in subartikel (1) van hierdie artikel te doen: Met dien verstande dat indien minder aandele na aanleiding van so 'n aanbod opgeneem word as die getal wat die vermeerdering in die aandelekapitaal verteenwoordig, is die bedrag hierbo bedoel betaalbaar op daardie gedeelte van die vermeerdering wat

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**Issue of shares to persons who were members of former society**

- 65J.** (1) An offer to persons referred to in paragraph (c) of the definition of 'conversion scheme' in section 65A to take up shares in a company established by a conversion in terms of this Chapter or in any company registered or to be registered as a controlling company in respect of any such company, shall be made in writing to each individual person, and any such offer shall be accompanied by a statement issued by the company concerned and containing such particulars in connection with the offer, the conversion, the company's profit and business prospects and general state of affairs and the other affairs of the company required in terms of the Companies Act, 1973 (Act No. 61 of 1973), to be specified in a prospectus, as the registrar may require.
- (2) The provisions of the Companies Act, 1973, with respect to the issue of a prospectus or regulating any other requirements with which an offer of shares is required to comply, shall not apply to any offer of shares referred to in subsection (1).
- (3) (a) An investment deemed in terms of section 65I (1) (f) to be a fixed deposit with a deposit-taking institution, or any portion of such an investment, may, notwithstanding the conditions attached thereto, be made immediately repayable upon a request in writing by the depositor to the deposit-taking institution to apply the proceeds of such investment, or the said portion thereof, for the payment for shares in the deposit-taking institution, or in any company registered or to be registered as a controlling company in respect of such deposit-taking institution, which may be allocated to the depositor in pursuance of an offer referred to in subsection (1).
- (b) Any condition or benefit attached to an investment deemed in terms of section 65I (1) (f) to be a fixed deposit, shall lapse in respect of such investment to the extent to which such investment was applied for the payment for shares in accordance with paragraph (a) of this subsection.
- (4) No stamp duty in terms of the Stamp Duties Act, 1968 (Act No. 77 of 1968), shall be payable in respect of—
- (a) the issue of shares in the public company established by such conversion, to a controlling company registered in respect of it in terms of section 65F;
- (b) the issue of shares in pursuance of any offer referred to in subsection (1): Provided that this paragraph shall not be construed as exempting from stamp duty any issue of shares to a person referred to in subsection (1) where such shares are issued to such person in pursuance of a public offer of shares contemplated in section 65A (3); or
- (c) the registration of the transfer of shares in the public company established by such conversion or in its subsidiary, which shares were sold or otherwise disposed of by that public company to a controlling company registered in respect of it in terms of section 65F, if such sale or disposal has been approved by the registrar.
- (5) No amount in terms of section 75 (3) of the Companies Act, 1973, shall be payable in respect of an increase of the share capital of a controlling company registered in terms of section 65F to the extent to which such increase of the share capital is necessary to make an offer of shares referred to in subsection (1) of this section: Provided that if less shares than the number representing such increase in the share capital are taken up in pursuance of such an offer, the amount referred to above

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verteenwoordig word deur die aandele wat nie opgeneem is nie, en so 'n bedrag is betaalbaar binne 30 dae vanaf die datum waarop bedoelde aanbod gesluit het.

(6) Aandele bedoel in subartikel (1) word nie aangebied, toegewys of uitgereik aan persone wat 'n kwalifiserende belang hou van kleiner waarde as 'n bedrag in die omskeppingskema vermeld nie, maar sodanige aandele word, behoudens die bepalings van artikel 65A (2), aangebied, toegewys of uitgereik aan 'n trustee wat deur die depositonemende instelling met die goedkeuring van die registrateur vir sodanige persone aangestel word, wat sodanige aandele, of die regte daarop, so gou doenlik moet verkoop en die netto opbrengs tussen daardie persone moet verdeel.

**Uitwerking van omskepping op sekere bepalings**

**65K.** (1) By die toepassing van die Wet op Depositonemende Instellings, 1990—

(a) is 'n depositonemende instelling wat deur 'n omskepping ingevolge hierdie Hoofstuk tot stand gekom het vir 'n tydperk wat eindig op die laaste besigheidsdag van die tweede voltooide kwartaal na die omskepping nie gebind om aan 'n voorskrif van artikel 70 van die Wet op Depositonemende Instellings, 1990, te voldoen nie;

(b) is so 'n depositonemende instelling of 'n geassosieerde (soos omskryf in artikel 80 (5) van die Wet op Depositonemende Instellings, 1990) van so 'n depositonemende instelling wat gesamentlik of afsonderlik op die datum van die omskepping wettiglik aandele in 'n geregistreerde versekeraar gehou het wat die perk vermeld in artikel 80 (3) van die Wet op Depositonemende Instellings, 1990, oorskry, nie gebind om sy of hul aandeelhouding tot bedoelde perk te verminder nie; maar solank daardie perk oorskry word—

(i) mag geen verdere aandele in die versekeraar deur so 'n depositonemende instelling of geassosieerde of enige ander geassosieerde van die depositonemende instelling verkry word nie; en

(ii) is die voorbehoudbepaling by paragraaf (b) en die bepalings van paragraaf (c) van artikel 22 (4) van hierdie Wet van toepassing asof die depositonemende instelling 'n vereniging gebly het: Met dien verstande dat by sodanige toepassing die verwysing in genoemde voorbehoudbepaling na lede van 'n vereniging uitgelê word as 'n verwysing na aandeelhouers van daardie depositonemende instelling.

(2) Wins wat 'n vereniging voor sy omskepping in 'n depositonemende instelling toegeval het, word in soverre daardie wins aangewend word vir die verklaring en betaling van 'n dividend aan 'n beherende maatskappy wat ingevolge artikel 65F ten opsigte van hom geregistreer is, by die toepassing van paragraaf 48 van Bylae 4 by die Maatskappwyet, 1973, geag nie 'n voorverkrygingswins te wees nie.”.

**Herroeping van artikel 66 van Wet 24 van 1965, soos gewysig deur artikel 32 van Wet 81 van 1986**

**26.** Artikel 66 van die Hoofwet word hierby herroep.

**Wysiging van artikel 67 van Wet 24 van 1965, soos gewysig deur artikel 14 van Wet 64 van 1968, artikel 56 van Wet 101 van 1976, artikel 33 van Wet 81 van 1986 en artikel 9 van Wet 6 van 1987**

**27.** Artikel 67 van die Hoofwet word hierby gewysig deur paragraaf (a) van subartikel (1) deur die volgende paragraaf te vervang:

“(a) Elke vereniging moet een of meer ouditeure hê [Met dien verstande dat 'n vereniging minstens twee persone wat onafhanklik van mekaar is as ouditeure van die vereniging moet aanstel indien die bates van die vereniging soos op die laaste dag van die onmiddellik voorafgaande boekjaar R2 000 000 oorskry het].”.

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shall be payable on that portion of the increase represented by the shares not taken up, and such amount shall be payable within 30 days from the date on which the share offer closed.

(6) Shares referred to in subsection (1) shall not be offered, allocated or issued to persons holding a qualifying interest of lesser value than an amount determined in the conversion scheme, but such shares shall, subject to the provisions of section 65A (2), be offered, allocated or issued to a trustee appointed for such persons by the deposit-taking institution with the approval of the registrar, which trustee shall as soon as may be practicable sell such shares, or the rights thereto, and distribute the net proceeds among those persons.

**Effect of conversion on certain provisions**

**65K.** (1) For the purposes of the Deposit-taking Institutions Act, 1990—

(a) a deposit-taking institution established by a conversion in terms of this Chapter shall not be bound to comply with any requirement of section 70 of the Deposit-taking Institutions Act, 1990, for the period ending on the last business day of the second completed quarter after the conversion;

(b) such a deposit-taking institution or an associate (as defined in section 80 (5) of the Deposit-taking Institutions Act, 1990) of such a deposit-taking institution which on the date of the conversion lawfully held shares jointly or separately in any registered insurer exceeding the limit specified in section 80 (3) of the Deposit-taking Institutions Act, 1990, shall not be bound to reduce its or their shareholding to the said limit, but as long as that limit is exceeded—

(i) no further shares in such insurer shall be acquired by such a deposit-taking institution or associate or any other associate of such deposit-taking institution; and

(ii) the proviso to paragraph (b) and the provisions of paragraph (c) of section 22 (4) of this Act shall be applicable as if such deposit-taking institution remained a society: Provided that in such application the reference in the said proviso to members of a society shall be construed as a reference to shareholders in such deposit-taking institution.

(2) Profits which accrued to a society prior to its conversion into a deposit-taking institution, and to the extent to which such profits are used for the declaration and payment of a dividend to a controlling company registered in respect of it in terms of section 65F, shall for the purposes of paragraph 48 of Schedule 4 to the Companies Act, 1973, not be deemed to be pre-acquisition profits.”.

**Repeal of section 66 of Act 24 of 1965, as amended by section 32 of Act 81 of 1986**

26. Section 66 of the principal Act is hereby repealed.

**Amendment of section 67 of Act 24 of 1965, as amended by section 14 of Act 64 of 1968, section 56 of Act 101 of 1976, section 33 of Act 81 of 1986 and section 9 of Act 6 of 1987**

27. Section 67 of the principal Act is hereby amended by the substitution for paragraph (a) of subsection (1) of the following paragraph:

“(a) Every society shall have one or more auditors [Provided that a society shall appoint at least two persons who are independent of each other as auditors of the society if the assets of the society as at the last day of the immediately preceding financial year exceeded R2 000 000].”.

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**28.** Artikel 81 van die Hoofwet word hierby gewysig deur subartikel (3) deur die volgende subartikel te vervang:

“(3) Elke wysiging of aanvulling wat kragtens subartikel (2) aangebring word, word in die *Staatskoerant* gepubliseer en het daarna dieselfde krag en uitwerking asof dit in daardie Bylae opgeneem is, en moet in die **[Senaat en in die Volksraad] Parlement** ter Tafel gelê word binne 14 dae na die publikasie daarvan in die *Staatskoerant*, as die Parlement dan in sessie is, of, as die Parlement nie dan in sessie is nie, binne 14 dae na die begin van sy eersvolgende **[sitting]** sessie.”.

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**Wysiging van artikel 82 van Wet 24 van 1965, soos gewysig deur artikel 16 van Wet 64 van 1968**

**29.** Artikel 82 van die Hoofwet word hierby gewysig—

(a) deur subartikel (1) deur die volgende subartikel te vervang:

“(1) Elke vereniging behalwe ’n tydelike vereniging moet van die ontvanger van inkomste van die distrik waarin sy hoofkantoor geleë is ’n **[bouverenigingslisensie]** lisensie vir ’n onderlinge bouvereniging ten opsigte van elke jaar verkry.”; en

(b) deur subartikel (5) deur die volgende subartikel te vervang:

“(5) Alle gelde ingevolge hierdie artikel betaalbaar, is ’n skuld verskuldig aan die Regering van die Republiek **[of, in die geval van ’n vereniging wie se hoofkantoor in die Gebied is, aan die Administrasie van die Gebied]** en is **[na gelang van die omstandighede]** deur die **[Sekretaris]** Kommissaris van Binnelandse Inkomste **[of deur die Sekretaris vir die Gebied]** by aksie in ’n bevoegde hof verhaalbaar.”.

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**Herroeping van artikel 85 van Wet 24 van 1965**

**30.** Artikel 85 van die Hoofwet word hierby herroep.

**Kort titel en inwerkintreding**

**31.** (1) Hierdie Wet heet die Wysigingswet op Onderlinge Bouverenigings, 1990, en tree in werking op ’n datum deur die Staatspresident by proklamasie in die *Staatskoerant* bepaal.

(2) Verskillende datums kan aldus ten opsigte van verskillende bepalings van hierdie Wet bepaal word.

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**Amendment of section 81 of Act 24 of 1965**

**28.** Section 81 of the principal Act is hereby amended by the substitution for subsection (3) of the following subsection:

5       “(3) Every alteration or addition made in terms of subsection (2) shall be published in the *Gazette* and thereupon shall have the same force and effect as if it were contained in the said Schedule, and shall be laid on the Table in [the Senate and in the House of Assembly] Parliament within 14 days after its publication in the *Gazette*, if Parliament is then in session, or, if Parliament is not then in session, within 14 days after the commencement of its next ensuing 10 session.”.

**Amendment of section 82 of Act 24 of 1965, as amended by section 16 of Act 64 of 1968**

**29.** Section 82 of the principal Act is hereby amended—

(a) by the substitution for subsection (1) of the following subsection:

15       “(1) Every society other than a terminating society shall obtain from the receiver of revenue of the district in which its head office is situated a mutual building society licence in respect of each and every year.”; and

(b) by the substitution for subsection (5) of the following subsection:

20       “(5) All moneys due under this section shall be a debt to the Government of the Republic [or, in the case of a society whose head office is in the Territory, to the Administration of the Territory], and shall be recoverable by action in any competent court by the [Secretary] Commissioner for Inland Revenue [or by the Secretary for the Territory according to the circumstances].”.

**Repeal of section 85 of Act 24 of 1965**

25       **30.** Section 85 of the principal Act is hereby repealed.

**Short title and commencement**

**31.** (1) This Act shall be called the Mutual Building Societies Amendment Act, 1990, and shall come into operation on a date fixed by the State President by proclamation in the *Gazette*.

30       (2) Different dates may be so fixed in respect of different provisions of this Act.

