

18 May 2026

CIRCULAR LETTER: PF/CIR/02/2026

**TO : THE PRINCIPAL OFFICERS AND TRUSTEES OF ALL
RETIREMENT FUNDS, BENEFICIARY FUNDS AND
FRIENDLY SOCIETIES**

EFFECTIVE DATE : DATE ISSUED

**SUBJECT : MATTERS RELATED TO THE IMPLEMENTATION OF THE
FINANCIAL INSTITUTIONS AND MARKETS ACT, 2021
(ACT NO. 2 OF 2021)**

1. INTRODUCTION

- 1.1. This Circular is issued by virtue of the functions and powers of the Namibia Financial Institutions Supervisory Authority ("NAMFISA"), as the authority responsible for the supervision of financial institutions in terms of section 4 of the *Namibia Financial Institutions Supervisory Authority Act, 2021 (Act No. 3 of 2021)* ("NAMFISA Act"), read with the *Financial Institutions and Markets Act, 2021 (Act No. 2 of 2021)* ("FIMA"), and is applicable to all registered retirement funds, beneficiary funds and friendly societies and fund and society administrators.
- 1.2. The purpose of this Circular is to notify all retirement funds, beneficiary funds, friendly societies and industry stakeholders of matters relating to the implementation of FIMA, which came into effect on 1 May 2026, and to provide guidance on the following:
- 1.2.1. Re-registration arrangements for retirement funds and friendly societies;
 - 1.2.2. Fund and Society Rules templates and guidelines;
 - 1.2.3. Trustee Toolkit;
 - 1.2.4. Beneficiary funds;
 - 1.2.5. The administration of retirement funds and friendly societies.

1.2.6. The status of pension funds, with their head office outside Namibia, registered in terms of section 4 of the repealed Pension Funds Act, 1956 (Act No. 24 of 1965) ("PF Act).

1.2.7. Amendments to fund and society rules that have been approved and registered before 1 May 2026; and

1.2.8. Publication of Standards in terms Section 12(3) of the Interpretation of laws Proclamation 37 of 1920.

2. RE-REGISTRATION PLAN

2.1. FIMA came into operation on 1 May 2026. In terms of section 255(1) of the FIMA, a pension fund that was registered under the Pension Funds Act, 1956 (Act No. 24 of 1956) is deemed to be a retirement fund registered under FIMA. Notwithstanding the above, section 255(2) of FIMA requires such funds to apply to NAMFISA, pursuant to section 252, for registration as a retirement fund within 12 months from 1 May 2026. The same applies to friendly societies in terms of section 292. In addition, an association or business that is operating as a beneficiary fund on 1 May 2026 may continue to transact business for a period of 12 months from that date, but before the end of that period, it must make an application to NAMFISA for registration as a beneficiary fund pursuant to section 252.

2.2. In order to facilitate an orderly and efficient process, NAMFISA developed a phased re-registration plan, following a consultative process with registered pension funds and the registered friendly society concluded on 31 January 2022. In terms of the re-registration plan, retirement funds and friendly societies have been allocated to specific quarters within the prescribed 12-month period. Funds and the friendly society were reminded of their allocated submission timelines during the week of 4 May 2026.

- 2.3. Accordingly, NAMFISA hereby once again reminds all affected retirement funds and the friendly society of the re-registration plan, which reflects these allocations. The re-registration plan schedule is attached to this Circular as **Annexure “A”**.
- 2.4. Funds must take note of their allocated quarter and ensure that their applications for registration are submitted within the specified timeframe. All applications must be completed and submitted in accordance with the requirements and procedures prescribed by FIMA.
- 2.5. Existing retirement funds and friendly societies are required to lodge their applications for registration using the prescribed application form, which is available on the Electronic Reporting System (ERS).
- 2.6. Failure by a pension fund, beneficiary fund or friendly society to apply for registration within the prescribed period under FIMA may result in regulatory action and other consequences in terms of FIMA.
- 2.6.1. In terms of section 255(3), where a pension fund fails to apply for registration within the 12-month period, NAMFISA may take any action it considers appropriate against the pension fund pursuant to sections 259, 412 or 439 of FIMA.
- 2.6.2. Similarly, section 292 provides that where a friendly society fails to apply for registration within the 12-month period, NAMFISA may take any action it considers appropriate against the friendly society pursuant to sections 295, 412 or 439 of FIMA.
- 2.6.3. In respect of beneficiary funds, section 256 provides that a beneficiary fund which fails to apply for registration before expiry of the 12-month period must cease operating as a beneficiary fund. Furthermore, any person who continues to carry on or operate the business of a beneficiary fund in contravention of section 256(2), or who otherwise fails to comply with that subsection, commits an offence and is liable on conviction to a fine not exceeding N\$5 000 000 or imprisonment for a period not exceeding 10 years, or both such fine and imprisonment.

- 2.7. Any queries and/or any clarification required relating to the re-registration plan schedule may kindly contact Selma Mapira at smapira@namfisa.com.na or 061-290 5049.

3. FUNDS AND SOCIETIES RULES TEMPLATE

- 3.1. To facilitate efficient compliance with the Act, NAMFISA, following a consultative process with registered pension funds and the registered friendly society, concluded on 1 December 2022, developed a Rules template attached hereto as **Annexure “B”**. The rule template outlines the minimum provisions that must be included in the rules of a retirement fund or friendly society. The purpose of the templates is to prescribe the format of the rules which must accompany an application for registration as contemplated in Section 252(2)(a) and (d) and Section 289(2)(a) and (c) of the FIM Act and in accordance with paragraph 4(a) of RF.S.5.24 and paragraph 4(a) of FS.S.6.17.
- 3.2. In addition to the rules template, NAMFISA has also developed a Rules Guideline attached hereto as **Annexure “C”** to further assist retirement funds and friendly societies with the application of the rules template.
- 3.3. The Rules Template will be published in the *Government Gazette* as agreed at the industry meeting held on 23 March 2026.

4. TRUSTEE TOOLKIT

- 4.1. In terms of sections 261(1) and 297(1) of the FIMA, the boards of trustees of retirement funds under Chapter 5, and friendly societies under Chapter 6, are required to consist of persons who meet the prescribed fit and proper requirements in accordance with Standard No. GEN.S.10.2 (“Fit and Proper Standard”).
- 4.2. The Trustee Toolkit is a mandatory requirement under the Fit and Proper Standard, aimed at ensuring that trustees are equipped with the necessary tools that will empower them in the exercise of their fiduciary duties.
- 4.3. NAMFISA hereby informs the industry that seventeen (17) Governance Awareness Sessions will be conducted for trustees of retirement funds and friendly

societies. These sessions will provide trustees with the necessary Toolkit to enhance their understanding, strengthen governance practices, and enable them to effectively discharge their duties in accordance with the Fit and Proper Standard. Retirement funds and friendly societies are further informed that the procurement for the process was advertised on the E-Government Procurement Portal, the SA Tenders Portal, and the NAMFISA website on 27 April 2026 and is expected to remain open until 25 May 2026.

- 4.4. NAMFISA will communicate the schedule for the Governance Awareness Sessions in due course.

5. BENEFICIARY FUNDS

- 5.1. NAMFISA hereby notifies all associations or any business carried on under a scheme or arrangement established with the object of receiving, administering, investing and paying, on behalf of beneficiaries, benefits as contemplated in, or in accordance with, section 276(2)(c) or payable on the death of one or more member or members of one or more retirement funds. Furthermore, in terms of section 256 of FIMA, such associations or businesses are required to apply for registration as beneficiary funds.
- 5.2. Associations or businesses operating as beneficiary funds on 1 May 2026 are deemed to be registered under FIMA and may continue to transact business for a period of twelve (12) months from that date, but must apply for registration as a beneficiary fund pursuant to section 252 within 12 months.
- 5.3. Retirement funds are further informed that benefits contemplated in section 276(2)(c) of FIMA, including benefits payable upon the death of a member, may only be paid to associations or businesses operating as beneficiary funds that meet the requirements of FIMA, and not to unregistered associations or businesses.
- 5.4. If a beneficiary fund fails to make an application to NAMFISA for registration before the end of the period referred to above, then that association or business must cease operating in the manner described in the definition of a beneficiary fund. A person who continues to carry on or operate the business of a beneficiary fund in

contravention of section 256(2) or fails to comply with that subsection commits an offence and is liable on conviction to a fine not exceeding N\$5 000 000 or to imprisonment for a period not exceeding 10 years or to both such fine and such imprisonment.

6. THE ADMINISTRATION OF RETIREMENT FUNDS AND FRIENDLY SOCIETIES

- 6.1. In terms of section 364(1) of FIMA, a person may not carry on the business of a fund administrator or society administrator in Namibia unless that person is registered as a fund administrator or society administrator pursuant to section 368 or deemed to be registered under section 369.
- 6.2. Retirement funds and friendly societies must therefore ensure that their outsourced administration functions are conducted only by administrators registered under FIMA or deemed to be registered in terms of section 369.
- 6.3. Failure by a fund administrator to apply for registration within the prescribed period will result in the deemed registration being cancelled in terms of section 369(3).

7. PENSION FUNDS REGISTERED IN TERMS OF SECTION 4 OF THE REPEALED PENSION FUNDS ACT, 1956 (ACT 24 OF 1956)

- 7.1. FIMA does not have a clause like sections 4 and 2(2)(a) of the repealed Pension Funds Act, 1956 (Act No. 24 of 1956), which allowed for pension funds with head offices situated outside Namibia to be registered in Namibia. Section 254 of FIMA specifically requires the registration of a fund to specify its principal office in Namibia.
- 7.2. Therefore, all funds with offices situated outside Namibia are required to comply with the requirements of FIMA in this respect.

8. AMENDMENTS TO FUND AND SOCIETY RULES APPROVED AND REGISTERED BEFORE 1 MAY 2026

- 8.1. In terms of FIMA, rule amendments are not subject to an approval and registration process. It therefore follows that no approval can take place after 1 May 2026.

- 8.2. In terms of section 271 and 307 of FIMA, the rules must comply with the requirements of FIMA and contain matters that are set out in the regulations and or in the standards. FIMA further stipulates that where the rules are inconsistent with any of its provisions such rules are invalid to the extent of the inconsistency. This provision applies from 1 May 2026.
- 8.3. The process of amending, rescinding and or adding to the rules in terms of FIMA are set out in Section 272 for retirement funds and section 308 for friendly societies. Section 272 and 308 requires the board of a fund and society to send a copy of any amendment, rescission or addition to the rules together with the particulars listed in section 272 and 308, where applicable, and the particulars prescribed in the applicable standards, to NAMFISA not less than thirty (30) days before its implementation.
- 8.4. Funds and Societies are required to complete the prescribed applicable forms on ERS with regards to their rule amendment applications.

9. PUBLICATION OF STANDARDS - SECTION 12(3) OF THE INTERPRETATION OF LAWS PROCLAMATION 37 OF 1920

- 9.1. NAMFISA hereby reiterates the procedure for the publication Standards in terms of section 409 of the FIMA, as follows:
- 9.1.1. The Standards issued under section 409 of FIMA underwent a pre-consultation phase;
- 9.1.2. The consultation phase was followed by publication in the *Government Gazette* for stakeholder input. Standards which received and consideration of inputs were re-published in the *Gazette* after the incorporation of necessary changes. This publication was done in terms of section 12(3) of the Interpretation of Laws Proclamation 37 of 1920.
- 9.1.3. The publication of Standards in Government Gazettes No. 8902 to 8909 of 30 April 2026 constitutes the final publication of the Standards for purposes of section 409(1) of FIMA.

10. EFFECTIVE DATE

10.1. This Circular take effect on the date of its issue.

For any further information or clarification regarding this Circular, stakeholders may contact the Legal Officer: Pension Funds & Friendly Societies Division at mnambahu@namfisa.com.na and/or telephone number 061 290 5255.



KENNETH S. MATOMOLA
CHIEF EXECUTIVE OFFICER