

BUSINESS REGISTRATION ACT
(CHAPTER 32, SECTION 24 (3) AND 32)
BUSINESS REGISTRATION REGULATIONS

[13th January 2003]

Citation

1. These Regulations may be cited as the Business Registration Regulations.

Definition

2. In these Regulations, “electronic transaction form” means a form provided in the electronic filing system of the Registry of Businesses for the purpose of filing documents electronically with the Registry.

Register of Businesses

3. The Registrar shall keep and maintain a Register of Businesses in such manner and in such place as he thinks fit.

Prescribed person

4. —(1) For the purposes of the Act, a prescribed person is —

- (a) an advocate and solicitor;
- (b) an accountant registered with the Institute of Certified Public Accountants of Singapore;
- (c) a member of the Association of International Accountants (Singapore Branch);
- (d) a member of the Institute of Company Accountants, Singapore;
- (e) a member of the Singapore Association of the Institute of Chartered Secretaries and Administrators;
- (f) a corporate secretarial agent;
- (g) a member of such other professional association as may be approved by the Minister and published by notification in the *Gazette*;
- (h) an employee of a service bureau who is approved by the Minister as a prescribed person;
- (i) an employee of the firm or corporation in which a prescribed person referred to in subparagraph (a), (b), (c), (d), (e), (f) or (g) is a partner or is employed, if —

(i) the employee is authorised by the prescribed person to act on that prescribed person's behalf; and

(ii) the employee is, in the opinion of the prescribed person, someone who has the requisite knowledge and experience; or

(j) any other person who, in the opinion of the Minister, is a fit and proper person to be a prescribed person.

(2) In this regulation —

"corporate secretarial agent" means a person who is carrying on the business of corporate secretarial services for one or more companies and who has been a secretary of a company for at least 3 years of the 5 years preceding the time when he purports to act as a prescribed person;

"service bureau" means a service bureau which the Registrar has authorised to be established for the purpose of assisting in the lodgment of documents using the electronic filing system of the Registry.

Place of business

5. Where a person has no fixed or permanent place for carrying on business, the place at which the person can usually be contacted shall be deemed to be the place of business for the purposes of section 2 (2) of the Act.

Forms

6. —(1) The Registrar may issue such forms in such medium as he thinks fit for the purposes of the Act.

(2) Unless otherwise required, all particulars to be inserted in a form, electronic or otherwise, shall be in the English language.

(3) In the case of forms which are not electronic, the particulars required to be stated may be typewritten or written by hand in ink in block letters.

(4) A form referred to in paragraph (3) shall be completed neatly and legibly in accordance with such directions as may be specified in that form.

(5) The prescribed form for use for the purposes of section 9 (3) of the Act shall be that set out in the electronic filing system of the Registry at <http://www.bizfile.gov.sg>.

(6) An electronic transaction form shall be completed in accordance with such directions as may be specified in that form or by the Registrar.

(7) Where strict compliance of an electronic transaction form in accordance with paragraph (6) is not practicable, the Registrar may allow the form to be filed in such manner or form as the Registrar thinks fit so long as substantial compliance is achieved.

(8) The Registrar may make any modification or amendment as he thinks necessary to any electronic transaction form for the purpose of facilitating the electronic filing of documents.

(9) The Registrar may, from time to time, issue such other electronic transaction form as he thinks fit for the purposes of the Act.

(10) The Registrar may refuse to accept any form that is not in compliance with these Regulations.

General requirements for documents lodged with Registrar

7. —(1) Any document to be lodged with the Registrar under the Act or these Regulations, other than a form to which regulation 6 applies, shall comply with these Regulations and with such directions as may be specified by the Registrar.

(2) Any writing in a document under paragraph (1) shall be neat and legible.

(3) Where a document under paragraph (1) is not in the English language, a certified translation of the document in the English language shall be lodged together with the document.

(4) The Registrar may, before accepting a translation for lodgment, require the person lodging the translation to furnish to the Registrar such evidence as the Registrar thinks sufficient of the ability of the person by whom the translation is made to make the translation.

(5) The Registrar may refuse to accept any document that is not in compliance with these Regulations or with any direction of the Registrar under paragraph (1).

(6) In this regulation, “certified translation” means a translation that is certified to be a correct translation in the English language by a person approved by the Registrar.

Identification documents

8. The Registrar may require the production of the identity card or the passport or such other identification documents which are acceptable for the verification of the identity of the person to be registered under the Act.

Appointment of local manager

9. —(1) Where a person carrying on business required to be registered under the Act is, or, in the case of any corporation, the directors are, or the secretary of the corporation is, not ordinarily resident in Singapore, the Registrar may require a local manager to be appointed and the particulars of the local manager to be stated in the form for registration.

(2) The local manager shall be required to declare his consent in such manner as the Registrar may determine.

(3) Where a local manager appointed under paragraph (1) ceases to hold office for any reason, the person carrying on the business shall appoint a new local manager and notify the Registrar within 14 days of the cessation in such manner as the Registrar may require.

(4) Any person who contravenes paragraph (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

Statement to be signed by existing partner or by deceased's personal representative

10. —(1) For the purposes of section 6 (4) (d) of the Act, a partner includes a person whose name has previously been registered as such and who has not withdrawn from the partnership but does not include a withdrawing partner.

(2) Whenever a change of registered particulars or a notice of termination is required to be filed for registration owing to the death of a person, the personal representative of the deceased person or such other person as may be approved for that purpose by the Registrar may submit the form to be filed for registration.

Business name to be printed on business documents

11. —(1) A person who is registered under the Act shall print the registered business name and number of the certificate of registration on every letterhead, invoice, bill or other document used for the purposes of his business.

(2) Any person who contravenes paragraph (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

Compoundable offences

12. The following offences may be compounded by the Registrar in accordance with section 24 of the Act:

(a) any offence under section 13 (3), 19 (4) or 23 of the Act; and

(b) any offence under regulation 9 (4) or 11 (2).

Appeal to Minister

13. —(1) Any person intending to lodge an appeal to the Minister under the Act shall deliver to the Registrar a notice of appeal stating the grounds of appeal.

(2) The Registrar shall submit to the Minister a copy of the notice of appeal together with the grounds of appeal stated therein.

Fees

14. —(1) The fees specified in the Schedule shall be payable to the Registrar.

- (2) The prescribed fee payable to the Registrar in respect of the lodgment of an electronic transaction form or document with the Registrar shall be paid at the time the form or document is lodged, unless otherwise directed by the Registrar.
- (3) Where any person fails to comply with the time limit specified in the Act for the lodgment of a document, the Registrar may impose the late penalty fee specified in the Schedule in addition to the prescribed fee.
- (4) Where an application for the renewal of registration is lodged after the date of expiry of the registration, the Registrar may impose the late renewal fee specified in the Schedule.
- (5) The Registrar may for any good reason waive any of the fees specified in the Schedule.
- (6) Where an electronic transaction form requires endorsements by more than one person, such endorsements shall be made within 3 calendar days from the point of the electronic transaction, and payment of the prescribed fee shall be made by the last person endorsing the electronic transaction.
- (7) Any failure to pay the prescribed fee in paragraph (6) shall render void the electronic transaction referred to in that paragraph.
- (8) Payment of fees shall be made in such manner as directed by the Registrar.
- (9) No fee so paid shall be refundable in respect of any certificate surrendered or cancelled under the provisions of the Act or the withdrawal of any application or appeal.

Rectification of particulars

15. For the purposes of section 15 (3) of the Act, the Registrar may, upon receipt of a notice made by any person in the appropriate form set out in the electronic filing system of the Registry at <http://www.bizfile.gov.sg>, rectify any particulars furnished under the Act or in the register where there is any clerical or typographical error, or other error of similar nature, in the relevant particulars furnished under the Act or in the register.

Transitional provisions

16. —(1) Notwithstanding the revocation of the Business Registration Regulations (Rg 1, 1999 Ed.), any act, matter or thing that was done under or for the purposes of the revoked Business Registration Regulations shall be taken to have been done for the purposes of and have effect as if it had been made or done under the corresponding provisions of these Regulations.

THE SCHEDULE

Regulation 14 (1), (3), (4) and (5)

FEES

| | |
|---|---------------------------------|
| (1) For registration under section 5 of the Act | \$50 |
| (2) For furnishing additional particulars under section 7 of the Act | \$10 |
| (3) For renewal of registration under section 8 (4) of the Act | \$20 per annum |
| (4) For lodging change of particulars under section 14 (1) of the Act | \$20 |
| (5) For lodging change of particulars together with a statement of cessation furnished by a withdrawing partner under section 14 (3) of the Act | \$20 |
| (6) For lodging a notice of cessation of business under section 15 of the Act | \$20 |
| (7) For supplying certified copies of business forms filed with the Registrar under the Act | \$5 per copy |
| (8) For lodging an appeal to the Minister against the decision of the Registrar | \$50 |
| (9) For supplying electronic extracts of forms filed with the Registrar | \$10 per transaction |
| (10) For application for approval of business name or change of business name | \$15 upon approval of each name |
| (11) For application to the Registrar to direct a change of business name | \$30 |
| (12) For appeal to the Registrar against his decision on approval of business name or approval of change of business name | \$15 per appeal |
| (13) For supplying a hard copy of a certificate of confirmation of registration | \$50 |
| (14) For lodging a notice of error in lodged document | \$30 |
| (15) For late lodgment of document | Up to \$350 |
| (16) For late renewal of registration — | |
| (a) where application for renewal of registration is lodged within one month from the date of expiry of the registration | \$10 |
| (b) where application for renewal of registration is lodged after one month from the date of expiry of the registration | \$25 |

[G.N. Nos. S 22/2003; S 215/2003; S 356/2003; S 86/2004; S261/2004; S 879/2005]