

FAQs for Filing

Impact of IRDA on filing with ACRA

All lodgements pertaining to corporate insolvency will still be filed with ACRA via BizFile+. Changes to Bizfile+ were made to distinguish between the lodgements for existing liquidation cases under CA and lodgements for new cases under IRDA even though both types of lodgements would still be via Bizfile+. There are 9 new eForms to cater to the new legislations under the IRDA.

New Legislations under IRDA (applies to company which has commenced their winding up / Judicial Management /Receivership on or after 30 Jul 2020)

- 1) ***Out of Court Appointment of Judicial Managers*** - The IRDA introduced a new Section 94, which will allow a company to be placed under judicial management by obtaining a resolution of its creditors.
- 2) ***Termination of winding up-*** With the introduction of Section 186 of the IRDA, the courts will be specifically empowered to terminate a winding up in addition to staying winding-up proceedings.
- 3) ***Process for early company dissolution*** - The IRDA has also introduced Sections 209 to 211 to provide for the early dissolution of a company where it is being wound up and the Official Receiver is the appointed liquidator.
- 4) ***Regulatory regime over insolvency practitioners*** - Sections 47 to 60 of the IRDA will establish a regulatory regime over practitioners that act as officeholders in restructuring and insolvency proceedings. The Ministry of Law's Insolvency and Public Trustee's Office will administer this regime.
- 5) ***Appointment of foreign receivers and managers*** – Section 73 of IRDA allows foreign receivers and managers to be appointed to administer property in Singapore.

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Frequently Asked Questions

IRDA

1. What is IRDA?

IRDA is the new Omnibus Act Introduced to update and strengthen Singapore's insolvency and debt restructuring laws.

2. What happens to the Companies Act when IRDA comes into force?

When IRDA comes into force, the provisions in the Companies Act relating to corporate insolvency and restructuring will be repealed and transferred to IRDA.

Filing of IRDA Transactions (New IRDA eForms and Enhancement to Existing eForm in ACRA's online filing portal, BizFile⁺)

3. Are there any changes to filing requirements?

All lodgements pertaining to corporate insolvency will still be filed with ACRA via BizFile⁺. Changes were made to eForms to be filed in ACRA's online filing portal, Bizfile⁺. This includes distinguishing between the lodgements for existing liquidation cases under CA and lodgements for new cases under IRDA even though both types of lodgements would still be via Bizfile⁺. There are also 9 new eForms to cater to the new legislative provisions under the IRDA.

4. Who do we file the IRDA transactions with?

In cases where there is joint lodgement of the same document with both ACRA and IPTO, the filing should be done via Bizfile⁺.

5. How do we file the transactions under IRDA?

The authorized officers may file the relevant transactions via BizFile⁺ using his SingPass/CorpPass login.

6. Does IRDA impact those companies currently in liquidation/ under judicial management/ under receivership before 30 Jul 2020?

IRDA will not affect companies which have already commenced their winding up/ judicial management/ receivership under the Companies Act before the date of implementation of the IRDA, 30 Jul 2020.

7. How many existing eForms are affected by the launch of IRDA?

The list of existing transactions which are affected by the change are:

- Notice of Holding of Meeting of Creditors (s180(3) of IRDA)
- Statement of Affairs (s83(1), s106(6) and s141(3) of IRDA)
- Notice of Appointment/Cessation of Receiver or Receiver and Manager (s81(1) and s81(2) of IRDA)
- Account of Receipts and Payments by Receiver or Receiver and Manager (s85(1)(a) of IRDA)
- Lodgement of Notice of Application for Judicial Management Order / Lodgement of Judicial Management Order (s91(4)(a) and s105(1)(a) of IRDA)
- Discharge of Judicial Management Order/Cessation of the Judicial Manager (s108(7), s112(3) and s115(5) of IRDA)
- Notice of Winding-up Order and Particulars of Liquidator(s) (s132(1) and s132(2) of IRDA)
- Notice of Appointment/Cessation of Provisional Liquidator/Liquidator (s138, s191(1)(a) and s191(3) of IRDA)
- Notice of Change in Situation of Office of Provisional Liquidator(s)/Liquidator(s) (s191(1)(b) of IRDA)
- Liquidator's Account of Receipts and Payments and Statement of the Position in the Winding Up (s192(1) and s192(2) of IRDA)
- Dissolution of Company (s149(6) of IRDA)

- Notice of Resolution (s160(2) of IRDA)
- Statement of Judicial Manager's Proposals (s107(1)(a) of IRDA)

8. What are the other changes made to the existing eForms?

For existing transactions, the key modifications include renaming of "Approved liquidator" to "Approved Liquidator / Approved Insolvency Practitioner" and inclusion of IP License number in the form. Please note that Insolvency Practitioner Number is compulsory after the *6-month transitional period for any applications with the date of commencement of winding up (compulsory and creditors' voluntary winding up) / judicial management / receivership on or after 30 Jul 2020.

S192(1)(a) of IRDA requires the liquidator to file the 12 months receipts and payments of the winding up of a company. Changes was made to the relevant transaction to accept 6 months and 12 months receipts and payments lodgement for winding up cases under the Companies Act and IRDA respectively.

We have merged the transaction "Application for Judicial Management Order" and "Lodgement of Judicial Management Order" into one transaction "Lodgement of Notice of Application for Judicial Management Order / Lodgement of Judicial Management Order".

* Section 527(1) of IRDA provides a 6-month transitional period that allows a person to undertake insolvency or debt restructuring work commenced under the Act without holding an insolvency practitioner's licence, whilst his application for an insolvency practitioner's licence is being considered by the Licensing Officer.

9. What are the new eForms developed for IRDA related transactions?

9 new eForms have been introduced to cater for the new requirements in IRDA, namely:

- i. Dissolution of Company (Returns by Liquidator Relating to Final Meeting for Compulsory Winding Up (IRDA S148(3))
- ii. Court Order to Defer Date of Winding Up (IRDA S180(8))
- iii. Notice of Appointment of Interim Judicial Manager/Judicial Manager by Resolution of Creditors - s94(5) and s105(1)(a)(ii) IRDA
- iv. Notice of Early Dissolution of Company under s209/s210 of IRDA
- v. Notice of Expiry/Extension of the Appointment of Judicial Manager - (s111(7) IRDA)
- vi. Order of Court declaring Dissolution of Company Void (IRDA S208(2))
- vii. Application for Order in Early Dissolution of Company (Objection to early Dissolution of Company) (IRDA S211(5))
- viii. Order of Court To Stay or Terminate Winding Up -(s186(4) IRDA)
- ix. Statutory Declaration by Proposed Interim Judicial Manager/Company – (s94(3)(e) and (f) IRDA)

Please refer to the table below for more details.

10. My company has commenced the winding up on 1 May 2010, can I apply to dissolve my company earlier based on s209/s210 of IRDA?

No, s209/s210 is new legislation introduced under IRDA and is only applicable for company which has commenced their winding up on or after 30 Jul 2020.

11. I could not find the transaction to file Court Order for the Appointment of replacement judicial manager and the Notice of Appointment of replacement judicial manager?

Lodgement for these two transactions can be made using the General Lodgement.

Compliance

12. Who will oversee enforcement of non-compliances in filing?

ACRA will continue to enforce (a) filing offences that come under our purview; (b) certain insolvency offences such as those involving directors' duties. In addition, ACRA will continue to enforce and prosecute breaches of the law for pending insolvency cases that have commenced before the IRDA comes into force.

13. Is the penalty for IRDA transactions the same under Companies Act?

Late lodgement fees for the IRDA transactions will be based on the below new 2-tier framework.

Type of Late Filing or Lodgement	Late Lodgement Penalty
Penalty for late filing or lodgement of any other document according to length of default (calculated in terms of days after the date on which document was required to be filed or lodged) up to 90 days More than 90 days	 \$50 \$200

14. Will I be charged with two penalties since I need to file the transaction both to ACRA and IPTO?

Late lodgement fees will only be imposed once and payable to ACRA in the case where a document needs to be filed with both ACRA and IPTO via Bizfile+.

Table: Summary of new transactions introduced in Bizfile+ to cater for filings under the IRDA new legislations

Transaction name	Provisions under IRDA	Description
<u>Dissolution of Company (Returns by Liquidator Relating to Final Meeting for Compulsory Winding Up (IRDA S148(3))</u>	<p><u>148 Final account and dissolution</u></p> <p>(3) The liquidator must within 7 days after the meeting lodge with the Registrar of Companies and the Official Receiver a return of the holding of the meeting and of its date, with a copy of the account attached to such return.</p>	A new provision requiring the liquidator to convene a final meeting with creditors and lodge the return for compulsory winding up cases with ACRA and Official Receiver
<u>Court Order to Defer Date of Winding Up (IRDA S180(8))</u>	<p><u>180 Final account and dissolution</u></p> <p>(7) Despite subsection (6), the Court may, on the application of the liquidator or of any other person who appears to the Court to be interested, make an order deferring the date at which the dissolution of the company is to take effect for such time as the Court thinks fit.</p> <p>(8) The person on whose application an order of the Court under this section is made must, within 14 days after the making of the order, lodge with the Registrar of Companies and with the Official Receiver a copy of the order, and if the person fails to do so, the person shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000 and also to a default penalty.</p>	Any interested person may apply to the court to defer the date at which the dissolution of the company is to take effect (for voluntary winding up cases)

[Notice of Appointment of Interim Judicial Manager/Judicial Manager by Resolution of Creditors - s94\(5\) and s105\(1\)\(a\)\(ii\) IRDA](#)

94 Judicial management by resolution of creditors

(5) Upon the appointment of the interim judicial manager under subsection (3), the company must –

- (a) within 3 days after the appointment of the interim judicial manager, cause a written notice of the appointment to be lodged in the prescribed form with the Official Receiver and the Registrar of Companies; and
- (b) within 7 days after the lodgement of the notice under paragraph (a), cause a notice of the appointment to be published in the Gazette and in an English local daily newspaper.

105 Information to be given by judicial manager

(1) Where a company enters judicial management, the judicial manager must –

- (a) within 3 days after the company's entry into judicial management –
 - (i) in a case where the judicial manager was appointed by the Court under section 91(1), lodge with the Official Receiver and the Registrar of Companies a copy of the judicial management order; or
 - (ii) in a case where the judicial manager was appointed by the creditors of the company

Introduces a new out-of-court procedure to place a company in judicial management, pursuant to a resolution passed by a majority in number and value of the creditors present and voting

	under section 94(11)(e), lodge with the Official Receiver and the Registrar of Companies a written notice of the appointment in the prescribed form;	
Notice of Early Dissolution of Company under s209/s210 of IRDA	<p><u>209 Early dissolution of company administered by Official Receiver when Official Receiver is liquidator</u></p> <p>(8) At the expiration of the period of 30 days mentioned in subsection (2), the Official Receiver may lodge with the Registrar of Companies a notice to strike the name of the company off the register, unless –</p> <p>(a) action is taken in accordance with subsection (6) for the appointment of a liquidator other than the Official Receiver for the purposes of continuing the liquidation; or</p> <p>(b) an order is made under section 211(4) that the name of the company not be struck off the register and that the company not be dissolved.</p> <p><u>210 Early dissolution of company administered by liquidator other than Official Receiver</u></p> <p>(8) At the expiration of the period of 30 days mentioned in subsection (2), the liquidator may lodge with the Registrar of Companies a notice to strike the name of</p>	In the event that the company's realisable assets are insufficient to cover the expenses of the winding up and the affairs of the company require no further investigation, the company may be dissolved and struck off the register 30 days after the date of the notice is given to all the creditors

	<p>the company off the register, unless –</p> <p>(a) action is taken in accordance with subsection (6) for the appointment of a replacement liquidator for the purposes of continuing the liquidation; or</p> <p>(b) an order is made under section 211(4) that the name of the company not be struck off the register and that the company not be dissolved.</p>	
Notice of Expiry/Extension of the Appointment of Judicial Manager - (s111(7) IRDA)	<p><u>111 End of judicial management</u></p> <p>(7) Where a judicial manager's term of office has expired or has been extended by the Court or under subsection (3)(b), the judicial manager must file notice of the expiry or extension of the term with –</p> <p>(a) the Court (unless the extension was by the Court);</p> <p>(b) the Registrar of Companies; and</p> <p>(c) the Official Receiver.</p>	<p>Allows the judicial manager to file the notice of the expiry or extension of the term</p>
Order of Court declaring Dissolution of Company Void (IRDA S208(2))	<p><u>208 Power of Court to declare dissolution of company void</u></p> <p>(2) The person on whose application the order was made must, within 7 days after the making of the order or such further time as the Court allows, lodge with the Registrar of Companies and</p>	<p>Any interested person may apply to the court to declare dissolution of company void. This is applicable only for entity which is dissolved within 2 years from the date of dissolution</p>

	with the Official Receiver a copy of the order	
Application for Order in Early Dissolution of Company (Objection to early Dissolution of Company) (IRDA S211(5))	<p><u>s211 Application for order in early dissolution of company administered by Official Receiver or liquidator</u></p> <p>(5) Any person on whose application an order is made under this section must, within 7 days after the making of the order, deliver to the Official Receiver (if the Official Receiver is not the applicant), and to the Registrar of Companies for registration, a copy of the order.</p>	Any interested person may apply to the court for an order to be made that the company not be struck off and dissolved under the early Dissolution of Company under s209/s210 of IRDA
Order of Court To Stay or Terminate Winding Up -(s186(4) IRDA)	<p><u>s186 Power to stay or terminate winding up</u></p> <p>(4) where an order is made under this section, the person on whose application the order is made must lodge a copy of the order with the Registrar of Companies and the Official Receiver, respectively, within 14 days after the making of the order.</p>	The court will be specifically empowered under the new provision to terminate a winding up in addition to the staying winding-up proceedings
Statutory Declaration by Proposed Interim Judicial Manager/Company – (s94(3)(e) and (f) IRDA)	<p><u>s94 Judicial management by resolution of creditors</u></p> <p>(3) A company may appoint an interim judicial manager under this subsection only if all the following conditions are met:</p> <p>(a) the appointment is authorised by way of a resolution of the members of the company or, where so authorised by the constitution of the company, by a</p>	To prevent abuse of the new out-of-court procedure to place a company in judicial management, there is a requirement for the company's directors and the interim judicial manager has lodge with ACRA a

	<p>resolution of its board of directors;</p> <p>(b) the notice period mentioned in subsection (2) has expired;</p> <p>(c) not more than 21 days have elapsed after the date of the notice mentioned in subsection (2);</p> <p>(d) each person to whom the notice mentioned in subsection (2) was given has consented in writing to the appointment of the interim judicial manager;</p> <p>(e) the proposed interim judicial manager has lodged, with the Official Receiver and the Registrar of Companies, a statutory declaration by the proposed interim judicial manager stating that —</p> <p>(i) the proposed interim judicial manager is not in a position of conflict of interest;</p> <p>(ii) in the view of the proposed interim judicial manager, one or more purposes of judicial management mentioned in section 89(1) can be achieved; and</p> <p>(iii) the proposed interim judicial manager consents to be appointed as interim judicial manager;</p> <p>(f) the company's directors have lodged with the Registrar of Companies a statutory declaration stating that —</p>	<p>statutory declaration</p>
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	<p>(i) the company is or is likely to become unable to pay its debts;</p> <p>(ii) the company will summon a meeting of the company's creditors to be held on a date not later than 30 days after the date of lodgment of the statutory declaration mentioned in paragraph (e); and</p> <p>(iii) the directors believe that one or more of the purposes of judicial management mentioned in section 89(1) is likely to be achieved;</p> <p>(g) the proposed interim judicial manager is a licensed insolvency practitioner, and is not the auditor of the company.</p>	
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