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COMPANIES ACT
(CHAPTER 50)

COMPANIES (FILING OF DOCUMENTS)
(AMENDMENT NO. 3) REGULATIONS 2015

In exercise of the powers conferred by section 411 of the Companies Act, the Minister for Finance makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Companies (Filing of Documents) (Amendment No. 3) Regulations 2015 and come into operation on 3 January 2016.

Amendment of regulation 2

2. Regulation 2 of the Companies (Filing of Documents) Regulations (Rg 7) (referred to in these Regulations as the principal Regulations) is amended —

(a) by deleting the definition of “agent” and substituting the following definitions:

“ “authorised representative” has the same meaning as in section 366(1) of the Act;

“electronic transaction form” or “form” means a form on the electronic transaction system provided by the Registrar for the purpose of carrying out a transaction with the Registrar;”;

(b) by deleting the definition of “form”.

Deletion of regulations 3 to 6 and new regulations 3, 4 and 5

3. Regulations 3 to 6 of the principal Regulations are deleted and the following regulations substituted therefor:

“Requirement to use electronic transaction system

3.—(1) Except as provided in paragraph (2) or as the Registrar otherwise requires or permits, any transaction with the Registrar under the Act must be carried out using the electronic transaction system on the electronic transaction form provided for that purpose.

(2) If a transaction with the Registrar referred to in paragraph (1) cannot be carried out using the electronic transaction system, the person seeking to carry out the transaction must carry out the transaction with the Registrar in such other form and manner as the Registrar may determine.

(3) The Registrar may refuse to process a transaction with the Registrar if the person seeking to carry out the transaction —

- (a) does not comply with paragraph (1) or (2);
- (b) does not comply with regulation 4 or 5;
- (c) being required to complete an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to properly complete the form in accordance with the instructions contained in the form;
- (d) being required to attach any document to, or provide any information required in, an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to attach the document or provide the information, as the case may be; or
- (e) fails to pay the fee prescribed for the transaction.

(4) To avoid doubt, a reference to a refusal to process a transaction with the Registrar in paragraph (3) includes, where the transaction relates to the filing or lodging of a document with the Registrar, a refusal to accept the document for filing or lodgment.

Identification documents

4. The Registrar may require the production of the identity card or the passport, or such other identification documents as may be acceptable to the Registrar, for the verification of the identity of any person who carries out any transaction with the Registrar or whose particulars are to be registered under the Act.

Endorsements

5. Where an electronic transaction form is required to be endorsed by more than one person —

- (a) such endorsements must be made —
 - (i) if the endorsement is made in respect of registration, within 60 days after the date on which the Registrar informs the applicant that the electronic transaction form is required to be endorsed; or
 - (ii) if the endorsement is made in respect of any other matter, within 14 days after the date on which the electronic transaction form is first submitted; and
- (b) payment of the prescribed fee for the transaction with the Registrar to which the electronic transaction form relates must be made by the last person endorsing the electronic transaction.”.

Amendment of regulation 8

4. Regulation 8 of the principal Regulations is amended —
- (a) by deleting the words “section 63(4)” in paragraph (1) and substituting the words “section 63B(1)”;
 - (b) by deleting the words “, an accountant or a prescribed person” in paragraph (1) and substituting the words “or a registered qualified individual”; and
 - (c) by deleting the words “, accountant or prescribed person” wherever they appear in paragraph (2) and substituting in each case the words “or registered qualified individual”.

Amendment of regulation 13

5. Regulation 13 of the principal Regulations is amended —
- (a) by inserting, immediately after the word “Where”, the words “, on or after 3 January 2016,”; and
 - (b) by deleting the words “30 days” in paragraph (a) and substituting the words “14 days”.

Deletion of regulation 17

6. Regulation 17 of the principal Regulations is deleted.

Amendment of regulation 18

7. Regulation 18 of the principal Regulations is amended —

- (a) by deleting the words “Where an advocate and solicitor, an accountant or a registered filing agent is engaged to incorporate a company, then the advocate and solicitor or accountant, or a relevant prescribed person” in paragraph (1) and substituting the words “Where an advocate and solicitor or a registered filing agent is engaged to incorporate a company, then the advocate and solicitor or the registered filing agent”; and
- (b) by deleting paragraph (3).

Amendment of regulation 21

8. Regulation 21 of the principal Regulations is amended —

- (a) by deleting the words “section 368(1)(a)” in paragraphs (1) and (2) and substituting in each case the words “section 368(1)(b)”;
- (b) by deleting the words “3 months” in paragraphs (1) and (3) and substituting in each case the words “4 months”;
- (c) by deleting the words “section 368(1)(b)” in paragraph (3) and substituting the words “section 368(1)(c)”;
- (d) by inserting, immediately after the word “statute” in paragraph (3), the word “, constitution”;
- (e) by deleting the word “or” at the end of paragraph (3)(b); and
- (f) by deleting the full-stop at the end of sub-paragraph (c) of paragraph (3) and substituting the word “; or”, and by inserting immediately thereafter the following sub-paragraph:
 - “(d) by the registered qualified individual —
 - (i) who lodges the items referred to section 368(1) of the Act for the purpose of registering the foreign company; and

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- (ii) who has verified and confirmed the authenticity of the charter, statute, constitution or memorandum and articles or other instrument constituting or defining the foreign company's constitution.”.

Deletion of regulation 22

9. Regulation 22 of the principal Regulations is deleted.

Amendment of regulation 23

10. Regulation 23 of the principal Regulations is amended —
- (a) by deleting the words “section 368(2)” and substituting the words “section 368(3)(b)”; and
 - (b) by deleting the word “agent” and substituting the words “authorised representative”.

Amendment of regulation 25

11. Regulation 25 of the principal Regulations is amended by inserting, immediately after the word “statutes,” wherever it appears in paragraph (a), the word “constitution,”.

Deletion and substitution of regulations 32 and 33

12. Regulations 32 and 33 of the principal Regulations are deleted and the following regulations substituted therefor:

“Prescribed departments or Ministries of Government, etc., under section 12D(1)(b)(ii) of Act

32. The departments and Ministries of the Government, statutory bodies and bodies corporate prescribed for the purposes of section 12D(1)(b)(ii) of the Act are —

- (a) the Department of Statistics, Ministry of Trade and Industry;
- (b) the Ministry of Home Affairs;
- (c) the Ministry of Manpower; and
- (d) Singapore Post Limited.

Prescribed circumstances under section 12D(2) of Act

33. The Registrar need not give the written notice referred to in section 12D(2) of the Act before the Registrar rectifies or updates the register under section 12D(1) of the Act if —

- (a) the conflict is between the particulars of the company or person in a register, and —
 - (i) the Singapore Standard Industrial Classification obtained from the Department of Statistics, Ministry of Trade and Industry;
 - (ii) the particulars (including residential address) of the person registered under the National Registration Act (Cap. 201) obtained from the Ministry of Home Affairs;
 - (iii) the foreign identification number of a foreigner obtained from the Ministry of Manpower; or
 - (iv) the building name, postal code or street name of a property obtained from Singapore Post Limited; and
- (b) the Registrar is satisfied that the effort involved in giving the written notice referred to in section 12D(2) of the Act would be excessive, having regard to the likelihood that the company or person whose particulars are to be rectified or updated would object to the rectification or updating.”.

Amendment of regulation 34

13. Regulation 34 of the principal Regulations is amended by deleting the words “section 63(1)(d)” and substituting the words “section 63A(1)(e)”.

Deletion of regulations 36 to 39 and new regulation 36

14. Regulations 36 to 39 of the principal Regulations are deleted and the following regulation substituted therefor:

“Annual return by companies

36.—(1) For the purposes of section 197(2) of the Act, the return referred to in section 197(1) of the Act —

- (a) must be in the form referred to in regulation 3;

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- (b) must contain the following particulars:
- (i) the name of the company;
 - (ii) whether the company is a private company or a public company;
 - (iii) whether the company is a company limited by shares, a company limited by guarantee or an unlimited company;
 - (iv) the registration number of the company;
 - (v) the address of the registered office of the company;
 - (vi) the principal activities of the company;
 - (vii) particulars of the directors of the company;
 - (viii) in the case of a company having a share capital, particulars of its shareholders;
 - (ix) in the case of a company not having a share capital, particulars of its members; and
- (c) must be accompanied by —
- (i) in the case of an exempt private company that is able to meet its liabilities as and when they fall due, either a confirmation of that fact in the applicable form or the documents in paragraph (2); or
 - (ii) in any other case, the documents in paragraph (2).

(2) The documents referred to in paragraph (1)(c)(i) and (ii) are the following documents of the company in respect of the financial year in relation to which the annual return is filed, prepared in accordance with Part VI of the Act:

- (a) the statement of directors;
- (b) the financial statements;
- (c) the report of its auditors on the financial statements, unless the company is exempt from audit requirements under section 205B or 205C of the Act.”.

Made on 21 December 2015.

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(Finance) (Performance),
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