

Practice Direction No. 6 of 2002

Issuance of Professional numbers to Group Secretaries

1. With the launch of the remaining phases of Bizfile, all company secretaries (and the respective company directors) can lodge documents on behalf of their companies using their own CPF PAL PIN, if they have been issued with one.

2. A company secretary does not require a Professional Number to lodge documents via Bizfile other than registration of new charges or incorporation of a new company. Thus if the secretary does not perform any of these two functions, there is no need to obtain a Professional Number and they should continue to use only their own CPF PAL PIN to transact for the companies for which they hold the office as company secretary.

3. RCB has been informed that certain groups of companies have their own in-house corporate secretarial division which provides all forms of secretarial work for the subsidiaries and associates within the group including incorporation of companies. To enable these secretaries to continue providing this service under Bizfile, RCB will consider issuing a Professional Number to the group.

4. With the Professional Number, the authorised person has the right to further authorise his employees or agents to perform lodgements in respect of all or specific subsidiaries or associates within the group.

5. Though the Professional Number can be used for any lodgment under Bizfile, the authorised person(s) for purposes of the Professional Numbers application and use must ensure that:

a) the actual person making the lodgment on behalf of the group (if not a 'prescribed person' as defined in the Companies Act) does not lodge any document which can only be lodged by a prescribed person e.g. Incorporations can only be performed by an advocate and solicitor, accountant or a prescribed person;

b) if the document is to be lodged by the company's employee (other than the company secretary) using the Professional Number, the employee must obtain the consent of the company secretary to lodge that document prior to lodgment. This consent need not be filed with RCB.

6. Applications for the Professional Number is to be made online at Bizfile website (www.bizfile.gov.sg). The documents set out in the attached annex must be submitted together with the application. In addition to the letter of authorisation, a letter of undertaking is also required.

7. This Practice Direction takes effect immediately.

Issued on 11th November 2002.

Miss Juthika Ramanathan
Registrar
Registry of Companies and Businesses
Singapore

**Application for Professional number by Group Company Secretaries
Applicant will submit the following online through Bizfile (aa) :**

A) Letter of Authorisation A scanned letter in the letter-head of the Singapore holding company signed by a named director which shall:

- a) state that the applicant is authorised to apply for a Professional Number for the group (up to two persons can be named as "authorised person");
- b) state the authorised person(s)' qualification ie as a secretary, under which limb of section 171(1A) of the Companies Act he/she falls into;
- c) state the professional membership number (if any) of the authorised person (eg ICPAS or SAICSA membership number);
- d) set out the reasons why a professional number is sought;
- e) list the names of all the companies in the group for which the authorised person named in the letter and his agents can perform filings for; and
- f) be accompanied by the letter of undertaking set out below.

B) The letter of undertaking shall be in the letterhead of the Singapore holding company, signed by the authorised person(s) , and be in the following format:

To:

Registrar of Companies and Businesses. Singapore 079903,

Name of Holding Company to whom PN is to be issued: (bb)

Registration Number:

Registered address of company:

Telephone and Fax:

Email address:

Nature of Activities:

In the event the Registrar of Companies & Businesses agrees to issue the company a PN for purposes of transacting in Bizfile, I /we (name of authorised persons) undertake as follow:

- a) the PN will only be used by the authorised persons and employees (ie as authorised agents) of the companies;
- b) the PN will only be used for purposes of transacting on behalf of companies in the group for which the person filing has been authorised to file on their behalf;
- c) RCB has the right to object to the use of the PN by any non-prescribed person by giving notice to the authorised person (s);

- d) to ensure the integrity, correctness, authenticity and accuracy of the information submitted to the RCB, the authorised person shall ensure that the non-prescribed person is sufficiently trained and competent to use the system;
- e) the company, the authorised person(s) and the authorised employees (hereinafter collectively "the company") shall ensure that the PN is kept SECRET and used solely for the purpose for which it is issued;
- f) where a transaction is to be carried out using the PN and the transaction is one that only a qualified or prescribed person as defined under the Companies Act (Cap 50) can transact, for example, registration of local and foreign companies on behalf of clients and registration of new charges, the transaction shall only be carried out by such qualified or prescribed person;
- g) the company shall also ensure any software or document submitted through Bizfile is free from any virus or any defect that may affect the operation of Bizfile or cause any defect thereof . When any of the aforementioned is reasonably suspected, the company shall immediately cease the use of such software or document and report the incident to the RCB immediately;
- h) the company shall ensure that any software application used for or in relation to the provision of the services are compatible and has been authorised and approved by the RCB;
- i) the non-prescribed person shall not draw or prepare any document or instrument relating to the incorporation or formation of the limited company, unless the person doing so is authorised as defined in section 34 of the Legal Profession Act (Cap 161);
- j) where a non-prescribed person had misused or abused the use of the PN, the company shall give notice to RCB and take steps to correct or rectify any records which had been filed.
- k) the company agrees to abide by any other conditions which RCB may see fit to impose on the company on the use of the PN; and
- l) in the event that any of the above undertaking is breached, RCB may withdraw the PN provided immediately.

(aa) For guidance go to <http://www.rcb.gov.sg>, and click on "Bizfile", then to "Tutorial - Getting Ready for Bizfile" and finally click on "6. Application for Professional Number".

(bb) Note: If mode of payment is via RCB's deposit service, payment for all transaction can only be deducted from one deposit account.