

Business Names Registration Bill

Bill No. /2014.

Read the first time on

2014.

BUSINESS NAMES REGISTRATION ACT 2014

(No. of 2014)

ARRANGEMENT OF SECTIONS

Section

1. Short title and commencement

PART I

PRELIMINARY

2. Interpretation
3. Administration of Act and appointment of Registrar of Business Names, etc.
4. Persons not required to be registered under this Act

PART II

REGISTRATION

5. Requirement to register
6. Manner and particulars of registration
7. Registration by nominee or trustee
8. Registration
9. Registration does not confer ownership
10. Power to refuse registration
11. General power to cancel registration
12. Supplemental provision to sections 10 and 11
13. Cancellation for failure to renew registration
14. Use of business names
15. Restrictions on registration of business names
16. Change of business name
17. Change of residential address

18. Registration of changes in particulars
19. Deceased registrants
20. Cessation of business
21. Restoration of registration
22. Rectification of register
23. Registrar's power to rectify or update register
24. Request for copy of notice of registration, etc.
25. Electronic transaction system
26. Provision of alternate address
27. Disability of persons in default

PART III MISCELLANEOUS

28. Inspection
29. Power of Registrar to obtain further information
30. Authorised representative
31. Restriction on undischarged bankrupt carrying on business
32. Offences and penalties
33. Evidence of carrying on business under business name
34. Composition of offences
35. Destruction or transfer of old records
36. Enforcement of duty to make returns
37. Offences by bodies corporate, etc.
38. Authority and its employees not liable to suit
39. Service of documents, etc.
40. Power to make regulations
41. Saving for other written law
42. Repeal
43. Savings and transitional
44. Consequential amendments to other written laws

First Schedule	—	Additional Particulars
Second Schedule	—	Consequential amendments to other written laws

A BILL

i n t i t u l e d

An Act to repeal and re-enact with amendments the Business Registration Act (Chapter 32 of the 2004 Revised Edition) so as to provide for the registration of persons carrying on business and their business names, to make consequential amendments to certain other written laws and for matters connected therewith.

Be it enacted by the President with the advice and consent of the Parliament of Singapore, as follows:

Short title and commencement

1. This Act may be cited as the Business Names Registration Act 2014 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

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PART I

PRELIMINARY

Interpretation

2.—(1) In this Act, unless the context otherwise requires —

10 “alternate address” means an alternate address provided to the Registrar under section 26(2) that meets the requirements of that section;

“authorised representative” means an authorised representative appointed under section 30(1);

15 “Authority” means the Accounting and Corporate Regulatory Authority established under the Accounting and Corporate Regulatory Authority Act (Cap. 2A);

20 “business” includes every form of trade, commerce and profession, and any other activity, that is carried on for the purposes of gain, but does not include any office, employment or occupation;

“business name” means the name or style under which a person carries on business;

“certificate of confirmation of registration” means a certificate issued under section 8(2);

25 “corporation” means any body corporate formed or incorporated or existing in Singapore or outside Singapore and includes —

30 (a) any company registered or incorporated under the Companies Act (Cap. 50) or any written law relating to companies which has been at any time in force in Singapore;

(b) any limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A); and

(c) any foreign company;

5 “document” means any application, form, report, certification, notice, confirmation, declaration or other document to be filed or lodged with or submitted to the Registrar or, as the case may be, any certificate, notice or other document to be issued by the Registrar;

“firm” means an unincorporated body of —

10 (a) 2 or more individuals;

(b) one or more individuals and one or more corporations;
or

(c) 2 or more corporations,

15 who have entered into partnership with one another with a view to carrying on business for profit;

“foreign company” has the same meaning as in section 4(1) of the Companies Act;

“individual” means a natural person and, where appropriate, includes —

20 (a) an administrator, an executor, a liquidator, a trustee, a nominee, or a guardian of the individual; or

(b) a donee or deputy appointed under the Mental Capacity Act (Cap. 177A) in respect of the individual,

25 having direct control or management of the business carried on by the individual;

“individual proprietor” means an individual carrying on business as a sole proprietor;

“inspector” means a person authorised in writing by the Registrar to be an inspector for the purposes of this Act;

30 “notice of registration” means a notice issued under section 8(1);

“register” means the register kept under this Act;

“registered” means registered under this Act;

“registered business name” means the business name in respect of which a person is registered under section 8;

5 “Registrar” means the Registrar of Business Names appointed under section 3 and includes any Deputy Registrar or Assistant Registrar of Business Names appointed under that section.

10 (2) A person who has a place of business in Singapore is to be treated as carrying on business in Singapore for the purposes of this Act.

(3) A reference to a document being lodged with the Registrar is a reference to the document being lodged with the Registrar in such manner and form as the Registrar may determine.

15 (4) For the purposes of sections 8(7) and 11(5), any reference to the Minister shall include a reference to such Minister of State for his Ministry who is authorised by the Minister for the purposes of hearing an appeal under that provision.

20 (5) For the purposes of section 15(11), (12) and (13), a reference to the Minister shall include a reference to such Minister of State for his Ministry who is authorised by the Minister for the purposes of hearing an appeal under section 15(11).

Administration of Act and appointment of Registrar of Business Names, etc.

25 **3.**—(1) The Authority shall be responsible for the administration of this Act, subject to the general or special directions of the Minister.

(2) The Minister may, after consultation with the Authority —

30 (a) appoint an officer of the Authority to be the Registrar of Business Names; and

(b) from amongst the officers of the Authority, public officers and the officers of any other statutory board, appoint such

number of Deputy Registrars and Assistant Registrars of Business Names as he considers necessary,

for the proper administration of this Act.

5 (3) The Registrar shall be responsible generally for the carrying out of the provisions of this Act and for the collection of the fees payable under this Act and shall pay all amounts so collected into the funds of the Authority.

10 (4) The Authority may give to the Registrar such directions, not inconsistent with the provisions of this Act, as to the exercise of his powers, functions or duties under this Act, and the Registrar shall give effect to such directions.

15 (5) The Registrar may, subject to such conditions or restrictions as he thinks fit, for the purposes of the administration of this Act, delegate to any Deputy Registrar or Assistant Registrar all or any of the powers, functions and duties vested in him by this Act except the power of delegation conferred by this section.

Persons not required to be registered under this Act

4.—(1) The following persons are not required to be registered when carrying on business in Singapore:

- 20 (a) any individual proprietor carrying on business under the individual proprietor's full name;
- (b) any firm of 2 or more individuals carrying on business under the full names of all the individuals;
- 25 (c) subject to subsection (2), any individual or firm of individuals carrying on any business consisting solely of the exercise of any profession which under the provisions of any written law can be exercised only by those who possess certain qualifications prescribed by the written law and whose names are registered or otherwise recorded in the
- 30 manner prescribed by any written law;
- (d) any statutory authority or other body established by or under any public Act for a public purpose;

- (e) any institution, authority, person or fund specified in the First Schedule to the Income Tax Act (Cap. 134);
- (f) any body of 10 or more persons formed or run for any lawful purpose and not for the pecuniary benefit of its members;
- (g) any society registered under the Co-operative Societies Act (Cap. 62);
- (h) any mutual benefit organisation registered under the Mutual Benefit Organisations Act (Cap. 191);
- (i) any registered trade union;
- (j) the Public Trustee or the Official Assignee of the property of a bankrupt;
- (k) any foreign company carrying on business in Singapore which is registered under the Companies Act (Cap. 50) and carries on the business under its registered name;
- (l) any company incorporated under the Companies Act, or any written law relating to companies which has been at any time in force in Singapore, that carries on business under its corporate name;
- (m) any limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A) that carries on business under its registered name;
- (n) subject to section 42(3) of the Limited Partnerships Act (Cap. 163B), any limited partnership registered under that Act;
- (o) any other person for the time being exempted by the Minister under regulations made under section 40; and
- (p) any individual who, immediately before the date of commencement of the Business Names Registration Act 2014, carried on any business specified in the First Schedule to the Business Registration Act (Cap. 32) in force immediately before that date, and who continues to carry on the same business, on and after that date.

(2) An individual referred to in subsection (1)(c) is required to be registered when carrying on business in Singapore if regulations made under section 40 prescribe that the exemption under subsection (1) does not apply to such individual.

5 (3) A person carrying on business in Singapore who, under subsection (1)(a), (b) and (c), (o) and (p), is not required to be registered may choose to be registered.

(4) A person who is not required to be registered but chooses to be registered is subject to the provisions of this Act for the period of
10 time that the person is so registered.

(5) For the purposes of this section —

(a) a reference to an individual and person include a class of individuals and class of persons, respectively; and

(b) a reference to an individual's "full name" is —

15 (i) in the case of an individual issued with an identity card under the National Registration Act (Cap. 201), a reference to the individual's full name as stated in the individual's identity card; and

20 (ii) in the case of an individual not issued with an identity card under that Act, a reference to the individual's full name as stated in the person's passport or such other similar evidence of identification as is available.

PART II

25 REGISTRATION

Requirement to register

5.—(1) Subject to the provisions of this Act, before a person carries on business in Singapore, the person and the person's business name must be registered.

30 (2) Where a person intends to carry on business in Singapore under more than one business name, there must be separate registrations in

respect of the person and each of those business names, and any reference to registration in this Act shall be construed accordingly.

- (3) A person who carries on business in Singapore through a nominee or trustee is treated as carrying on business in Singapore for the purposes of this Act.

Manner and particulars of registration

6.—(1) An application for registration —

- (a) is to be lodged with the Registrar by an appropriate person in the prescribed form; and
- (b) is to contain the following particulars:
- (i) the business name;
 - (ii) the general nature of the business;
 - (iii) the principal place of business;
 - (iv) where the business is to be carried on by an individual proprietor, the name, identification, nationality and usual place of residence of that individual proprietor;
 - (v) where the business is to be carried on by a sole proprietor that is a corporation, the corporate name, registration number and registered office of that corporation;
 - (vi) where the business is to be carried on by a firm —
 - (A) the name, identification, nationality and usual place of residence of every partner of the firm who is an individual; and
 - (B) the corporate name, registration number and registered office of every partner of the firm which is a corporation;
 - (vii) the name, identification, nationality and usual place of residence of every authorised representative, if any; and

(viii) the date or proposed date of commencement of business.

(2) The Registrar may, in any particular case, require the application referred to in subsection (1) to be verified in such
5 manner as the Registrar considers fit.

(3) In subsection (1) —

“appropriate person” means —

- (a) where the registration to be effected is that of an individual proprietor, that individual;
- 10 (b) where the registration to be effected is that of a company incorporated under the Companies Act (Cap. 50) or any written law relating to companies which has been at any time in force in Singapore, a director or a secretary of the company;
- 15 (c) where the registration to be effected is that of a limited liability partnership within the meaning of section 2 of the Limited Liability Partnerships Act (Cap 163A), a manager of the limited liability partnership;
- 20 (d) where the registration to be effected is that of a foreign company registered under Division 2 of Part XI of the Companies Act, an authorised representative of the foreign company; or
- (e) where the registration to be effected is that of a firm, an individual who is either —
 - 25 (i) a partner of the firm; or
 - (ii) an appropriate person specified in paragraphs (b), (c) or (d) (as the case may be) in respect of any company, limited liability partnership or foreign company that is a partner of the firm; or
- 30 (f) a registered filing agent registered under section 28F of the Accounting and Corporate Regulatory Authority Act (Cap. 2A) who is authorised by, and is acting for, the person seeking to be registered under this Act;

“identification” means —

- (a) in the case of a person issued with an identity card issued under the National Registration Act (Cap. 201), the number of his identity card; and
- 5 (b) in the case of a person not issued with an identity card under that Act, particulars of his passport or such other similar evidence of identification as is available.

Registration by nominee or trustee

7.—(1) Where a person carries on a business wholly or mainly as nominee or trustee of or for another person, for the general purposes of the business in Singapore, the first-mentioned person must, in addition to the particulars required by section 6, furnish the particulars mentioned in the First Schedule.

(2) A person must not carry on business as nominee or trustee of a foreign company under this Act.

Registration

8.—(1) Subject to the provisions of this Act, upon receiving an application for registration under section 6, the Registrar must —

- (a) register the applicant and the applicant’s business name; and
- 20 (b) issue the applicant a notice of registration stating the registered business name and date on which the applicant is registered.

(2) The Registrar may, upon receiving an application by a person registered under subsection (1) and the prescribed fee, issue a certificate of confirmation of the person’s registration and registration of business name in such form as the Registrar may determine.

(3) Every registration is valid for such period as the Registrar may specify and, subject to the provisions of this Act and upon payment of the prescribed fee, is renewable for such period as the Registrar may approve.

(4) On receiving an application for the renewal of registration, the Registrar may require additional particulars or other information and may refuse to renew the registration if he is not furnished with those particulars or information.

5 (5) The Registrar is not required to register any person or business name, or renew any registration, if he is not satisfied with the particulars or other information furnished under the provisions of this Act.

10 (6) The registration or renewal of registration of any person or that person's business name shall not be taken to imply that the person, or any person employed by him, has complied with the requirements of any law in relation to any business carried on by that person.

15 (7) Subject to section 12(2), any person who is aggrieved by the refusal of the Registrar under this Act to —

- (a) register the person or renew the person's registration; or
- (b) register or renew the registration of the person's business name,

20 may, within 30 days after the date the person is notified of such refusal, appeal to the Minister whose decision shall be final.

When registration must be refused

25 **9.** Notwithstanding any provision in this Act or any other written law, but subject to a right of appeal under section 8(7), if any, the Registrar must refuse to register a person under this Act where the Registrar is satisfied that —

- (a) the proposed business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore;
- 30 (b) it would be contrary to the national security or interest for the person to be registered; or
- (c) the person is a foreign company that is not registered under Division 2 of Part XI of the Companies Act (Cap. 50).

Registration does not confer ownership

5 **10.**—(1) The registration of a person in respect of any business name does not confer on the person any property in the registered business name, or in any word or expression that constitutes or is included in the registered business name.

(2) The registration of a person is not to be taken as evidence that the person so registered owns any property or right or interest in any property held on account of, or used for the purposes of, the business.

10 **General power to cancel registration**

11.—(1) The Registrar may cancel the registration of a person if —

15 (a) the Registrar is satisfied that the business of the person is being used or is intended to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore, or that it would be contrary to the national security or interest for the person to continue to be registered;

20 (b) in connection with his business, the person carrying on the business, or any person appointed by that person to manage the business solely or substantially on that person's behalf, has been convicted of an offence under the Charities Act (Cap. 37); or

25 (c) the person is required to appoint an authorised representative under section 30(1) but —

(i) fails to appoint an authorised representative within the period that the authorised representative is required to be appointed under section 30(3) or (4); or

30 (ii) fails to appoint a new authorised representative within 30 days after the date that the person's sole authorised representative resigned, retired, died or otherwise ceased to be the person's authorised representative.

(2) The Registrar may cancel the registration of a person if the Central Provident Fund Board established under the Central Provident Fund Act (Cap. 36) has notified the Registrar that the person is a member of the Central Provident Fund established by section 6 of that Act and has failed to comply with regulations made under section 77(1)(e) of that Act relating to the payment of contributions by that person to the Central Provident Fund.

(3) Before cancelling any person's registration under subsection (1) or (2), the Registrar must —

(a) give the person at least 30 days notice in writing of his intention to cancel the registration; and

(b) consider the person's written representation to the proposed cancellation (if any) received by the Registrar within the time specified in the notice under paragraph (a) for representations to be made.

(4) Where a person's registration is cancelled under subsection (1) or (2), the registrations of all of the person's business names are also to be treated as cancelled.

(5) Subject to section 12(3), any person aggrieved by the cancellation under subsection (1) or (2) may, within 30 days after the date the person is notified of the cancellation or such further period as the Minister may allow in any particular case, appeal to the Minister whose decision shall be final.

Supplemental provision to sections 10 and 11

12.—(1) For the purpose of sections 9(b) and 11(1)(a), a certificate issued under the hand of the Minister charged with the responsibility for internal security stating that he is satisfied that it would be contrary to the national security or interest for the person named in the certificate to be registered or to continue to be registered is conclusive evidence of the matters so stated.

(2) Section 8(7) does not apply in a case where the Registrar refuses to register a person under section 9(b) pursuant to a certificate issued under in subsection (1).

(3) Section 11(5) does not apply in a case where the Registrar cancels the registration of a person under section 11(1)(a) pursuant to a certificate issued under subsection (1).

Cancellation for failure to renew registration

5 **13.**—(1) If the registration of a person and the person’s registered business name expire, the Registrar is to give written notice to the person that the Registrar will cancel the registration unless the registrations are renewed within the period stated in the notice.

10 (2) The period stated in the notice under subsection (1) must be at least 30 days from the date of the notice.

(3) The Registrar may cancel the registration of a person and the person’s registered business name if the registrations are not renewed within the period stated in the written notice given under subsection (1).

15 (4) A person and the person’s business name continue to be registered after the person’s registration and the person’s registered business name have expired unless the registration is cancelled.

Use of business names

20 **14.**—(1) No person who is registered under the provisions of this Act shall carry on business under a business name other than the person’s registered business name.

(2) The registration of a business name under section 8(1) does not authorise the use of the business name if the use of the business name is otherwise prohibited under any written law or other law.

Restrictions on registration of business names

25 **15.**—(1) Except with the consent of the Minister, the Registrar must refuse to register a person under this Act to carry on business under a business name, or approve a change of business name under section 16, which, in the opinion of the Registrar —

30 (a) is undesirable;

(b) is identical to that of any other registered business name, or the name of any corporation or limited partnership;

(c) is identical to a name that is reserved under this section, section 17 of the Limited Partnerships Act (Cap. 163B), section 19 of the Limited Liability Partnerships Act (Cap. 163A) or section 27 of the Companies Act (Cap. 50); or

5 (d) is a name of a kind that the Minister has directed the Registrar, by notification in the *Gazette*, not to accept for registration.

(2) In addition to subsection (1), where the registration of a person (A) and A's registered business name have been cancelled or have
10 ceased, the Registrar shall not, except with the consent of the Minister —

(a) register any other person (B) in respect of A's former registered business name; or

15 (b) allow B to change his registered business name to A's former registered business name,

unless a period of at least one year has elapsed after the date on which the registration of A and A's registered business name was cancelled or had ceased.

(3) A person may apply to the Registrar to reserve a name as the
20 person's proposed registered business name by lodging an application with the Registrar.

(4) The Registrar may approve an application under subsection (3) only if the Registrar is satisfied that the application is made in good faith and that the business name to be reserved is not one in respect
25 of which the Registrar cannot register by virtue of subsection (1) or (2).

(5) The Registrar must disapprove any name to be reserved on application under subsection (3) if the Registrar is satisfied that —

30 (a) the name is for a business that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore;

(b) it would be contrary to the national security or interest for the business name to be registered; or

(c) the application is by or on behalf of a foreign company that is not registered under Division 2 of Part XI of the Companies Act (Cap. 50).

5 (6) Where an application for a reservation of a name is made under subsection (3), the Registrar shall reserve the proposed registered business name for a period starting on the date of the application and ending —

10 (a) if the Registrar approves the application, 60 days after the date on which the Registrar notifies the applicant of his approval under subsection (4), or such further period of 60 days as the Registrar may, on application made in good faith, extend; or

(b) if the Registrar disapproves the application, on the date on which the Registrar notifies the applicant of the disapproval.

15 (7) Notwithstanding anything in this section, where the Registrar is satisfied that a person's registered business name —

(a) is one referred to in subsection (1)(a), (b) or (d) or (2);

20 (b) so nearly resembles the name of any corporation, limited partnership or any other registered business name as to be likely to be mistaken for it; or

(c) is one the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332),

25 the Registrar may direct the person to change the person's registered business name, and the person shall comply with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow in any case.

(8) Any person may apply, in writing, to the Registrar to give a direction to any other person, on a ground referred to in subsection (7), to change that other person's registered business name.

30 (9) The Registrar shall not consider any application under subsection (8) to give a direction to a person on the ground referred to in subsection (7)(b) unless the Registrar receives the application within 12 months after the date the person was registered in respect

of the business name, or the date the change of business name was approved under section 16.

(10) The Registrar may cancel the registration of a person and the person's registered business name if the person fails to comply with
5 a direction given under subsection (7).

(11) An appeal to the Minister may be made —

(a) by a person aggrieved by a decision of the Registrar disapproving an application under subsection (5) within 30 days after being informed of the Registrar's decision;

10 (b) by a person aggrieved by a decision of the Registrar refusing an application under subsection (6)(a) to extend the reservation period within 30 days after being informed of the Registrar's decision;

15 (c) by a person aggrieved by a direction of the Registrar under subsection (8) within 30 days after being informed of the direction or requirement; and

20 (d) by a person aggrieved by the Registrar's refusal to give a direction to a person under subsection (7) pursuant to an application under subsection (8) within 30 days after being informed of the Registrar's refusal.

(12) The decision of the Minister on an appeal made under subsection (11) shall be final.

25 (13) For the avoidance of doubt, where the Registrar makes a decision under subsection (7) or the Minister makes a decision under subsection (12), the Registrar or the Minister, as the case may be, shall accept as correct any decision of the High Court to grant an injunction referred to in subsection (7)(c).

Change of business name

30 **16.—**(1) A person who is registered as carrying on business under a registered business name may apply in the prescribed manner to the Registrar for a change of his registered business name.

(2) Upon the approval of the application, the Registrar is to issue to the applicant a notice of change of registered business name stating the date of the change.

5 (3) Any application for a change of a registered business name is subject to section 15.

Change of residential address

17.—(1) An individual who —

(a) is a registered individual proprietor;

(b) is a partner of a registered firm; or

10 (c) is an authorised representative,

must lodge with the Registrar a notice of the individual's new residential address within 14 days after the date of change.

15 (2) Where the individual referred to in subsection (1) has changed his or her residential address and has made a report of the change under section 8 of the National Registration Act (Cap. 201), the individual is to be taken to have informed the Registrar of the change of residential address in compliance with subsection (1).

Registration of changes in particulars

20 **18.**—(1) Whenever a change is made or occurs in any of the particulars registered in respect of any person, or of the business carried on by any person, that person must, within 14 days after the change, or such further period as the Registrar may on application allow, lodge with the Registrar a notice specifying the nature and date of the change, and containing such other information as may be
25 prescribed.

(2) For the purposes of subsection (1), a change of particulars does not include —

(a) a change of the residential address of any individual proprietor, partner of a firm or authorised representative; or

30 (b) a change of a registered business name.

(3) Without prejudice to the generality of subsection (1), where a person stops being a partner of a registered firm, that person and the persons who continue to be registered as partners of the firm shall, within 14 days after the cessation, lodge with the Registrar a notice of so stopping.

(4) Where any person required to lodge the notice referred to in subsection (3) cannot be located or found, the Registrar may allow the other persons who are required to do so to lodge the notice.

(5) The Registrar may require any notice required by this section to be verified in such manner and by such person as the Registrar may consider fit.

Deceased registrants

19.—(1) Where an individual who is a registered individual proprietor or a partner of a registered firm dies, the Registrar may permit the personal representative of the deceased, or a person who in the Registrar's opinion would be entitled to apply to court for an order for the administration by the court of the deceased's estate —

- (a) to lodge any notice referred to in section 18(1) on behalf of the deceased person;
- (b) to lodge any notice to be lodged under section 18(3) on behalf of the deceased partner, together with the other persons registered as partners; and
- (c) to lodge the notice referred to in section 20(1).

(2) For the purposes of subsection (1), a person who claims to be the personal representative of a deceased or to be entitled to apply to court for the order for the administration by the court of the deceased's estate must provide such evidence as may be acceptable to the Registrar.

Cessation of business

20.—(1) Where any registered person stops carrying on business under a registered business name, he must, within 14 days of so stopping, lodge with the Registrar a notice that he has stopped carrying on business under that registered business name.

(2) The Registrar may, if he thinks fit, allow a registered person to lodge with the Registrar a notice notifying the Registrar in advance that the person intends to stop carrying on business under a registered business name on the date specified in the notice.

5 (3) Any person who fails to comply with subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000.

(4) On receipt of the notice under subsection (1) or on the date specified in the notice under subsection (2), as the case may be, the
10 person and the registered business name to which the notice relates shall cease to be registered.

(5) Where the Registrar has reasonable cause to believe that any registered person is not carrying on business under a registered business name, the Registrar may serve on that person a notice to
15 the effect that if an answer showing cause to the contrary is not received within 30 days after the date the notice is served, the registration of that person and the person's registered name may be cancelled.

(6) If the Registrar —

20 (a) receives an answer from the person referred to in subsection (5) to the effect that the person is not carrying on business; or

(b) does not within 30 days after sending the notice referred to in subsection (5) receive an answer showing cause to the
25 contrary,

the Registrar may cancel the registration of that person and the person's registered business name.

(7) Where the registration of a person and the person's registered business name is cancelled under this section, any certificate or
30 notice pertaining to the registration of that person or the person's registered business name under this Act is also to be taken to be cancelled.

Restoration of registration

21.—(1) A person whose registration or registration of business name has been cancelled under section 13 or 20(6), or whose registration or registration of business name has ceased under section 20(4), may apply to the Registrar to restore the registration.

(2) An application to restore a registration under subsection (1) must be made —

(a) within 12 months after the date on which the registration was cancelled or had ceased; or

(b) within such longer time as the Registrar may in special circumstances allow.

(3) Subject to section 9, upon payment of the outstanding renewal fees and any prescribed late renewal penalty, the Registrar may grant the application for restoration subject to such conditions as the Registrar may impose.

(4) If the Registrar grants the application under subsection (3), the person's registration, or registration of business name, as the case may be, is to be treated as if it had not been cancelled or had not ceased, as the case may be.

(5) Subsection (4) does not prevent the person from being prosecuted and punished for an offence under section 32(1)(a).

Rectification of register

22.—(1) Where it appears to the High Court, as a result of evidence adduced before it by an applicant, that any particular recorded in the register is erroneous or defective, the High Court may, by order, direct the Registrar to rectify the register on such terms and conditions as seem to the High Court just and expedient, as are specified in the order, and the Registrar shall, upon receipt of the order, rectify the register accordingly.

(2) An order of the High Court made under subsection (1) may require that a fresh document, showing the rectification, shall be filed by the applicant with the Registrar together with a copy of the order of the High Court, and a copy of the application for that order.

(3) Notwithstanding subsections (1) and (2), any registered person may notify the Registrar in the prescribed form of —

(a) any error contained in any document relating to the person's particulars lodged with the Registrar; or

5 (b) any error in the filing or lodgment of any document with the Registrar.

(4) The Registrar may, upon receipt of any notification referred to in subsection (3) and if satisfied that —

10 (a) the error referred to in subsection (3)(a) is typographical or clerical in nature; or

(b) the error referred to in subsection (3)(b) is, in his opinion, unintended and does not prejudice any person,

rectify the register accordingly.

15 (5) In rectifying the register under subsection (4), the Registrar must not expunge any document from the register.

(6) The decision made by the Registrar on whether to rectify the register under subsection (4) shall be final.

20 (7) The Registrar may, if he is satisfied that there is any error or defect in any particulars or document in the register, by notice in writing, request that the registered person to whom the particulars or documents relate take steps to rectify the particulars or document within such time as specified in the notice.

25 (8) The Registrar may include such notation as he thinks fit on the register for the purposes of providing information relating to any error or defect in any particulars or document in the register, and may remove such notation if he is satisfied that it no longer serves any useful purpose.

Registrar's power to rectify or update register

30 **23.—**(1) The Registrar may rectify or update any particulars or document in the register, if the Registrar is satisfied that —

- (a) there is a defect or an error in the particulars or document arising from any grammatical, typographical or similar mistake; or
- (b) there is evidence of a conflict between the particulars of a person and —
- 5 (i) other information on the register relating to that person; or
- (ii) other information relating to that person obtained from such department or Ministry of the Government, or statutory body or other body corporate as may be prescribed.
- 10
- (2) Before the Registrar rectifies or updates the register under subsection (1), he must, except under prescribed circumstances, give written notice to the person whose documents or particulars are to be rectified or updated of his intention to do so, and state therein —
- 15 (a) the reasons for and details of the proposed rectification to be made to the register; and
- (b) the date by which any written objection to the proposed rectification must be delivered to the Registrar, being a date at least 30 days after the date of the notice.
- 20
- (3) The person notified may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to the proposed rectification of the register.
- (4) The Registrar must not rectify the register if the Registrar receives a written objection under subsection (3) to the proposed rectification by the date specified under subsection (2)(b) and the objection is not withdrawn.
- 25
- (5) The Registrar may rectify the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).
- 30

Request for copy of notice of registration, etc.

24.—(1) Any person may, upon payment of such fees as may be prescribed, require a copy of a notice of registration or a copy of or

an extract from any document filed with the Registrar, to be given or certified by the Registrar.

5 (2) Any copy or extract given under subsection (1) which is certified to be a true copy or extract by the Registrar shall, in any proceedings, be admissible in evidence as of equal validity with the original document.

10 (3) The Registrar shall not be required to issue under subsection (1) a copy of or an extract from a document forming part of the register where that document has been destroyed under section 35.

Electronic transaction system

25.—(1) The Registrar may —

- (a) require or permit any person to carry out any transaction with the Registrar under this Act; and
- 15 (b) issue any approval, certificate, notice, determination or other document pursuant or connected to a transaction referred to in paragraph (a),

20 using the electronic transaction system established under Part VIA of the Accounting and Corporate Regulatory Authority Act (Cap. 2A).

(2) In this section, “transaction”, in relation to the Registrar, means —

- 25 (a) any filing, lodging, submission, production, delivery, furnishing or sending of any document with or to the Registrar;
- (b) any making of any application, submission or request to the Registrar;
- (c) any provision of any undertaking or declaration to the Registrar; and
- 30 (d) any extraction, retrieval or accessing of any document, record or information maintained by the Registrar.

Provision of alternate address

26.—(1) Notwithstanding anything in section 24, the Registrar shall not disclose or make available for public inspection the particulars of an individual's usual place of residence that is lodged
 5 with the Registrar under this Act if the requirements of subsection (2) are satisfied.

(2) The requirements referred to in subsection (1) are that the individual whose usual place of residence has been lodged with the Registrar under this Act has provided an alternate address that —

- 10 (a) is an address at which the individual can be located;
- (b) is not a post office box number;
- (c) is not the residential address of the individual; and
- (d) is located in the same jurisdiction as the individual's residential address.

15 (3) For the purposes of subsection (2), only one alternate address may be provided at any one time.

(4) Subsection (1) applies from the date on which the alternate address is provided in accordance with subsection (2).

20 (5) An individual who has provided an alternate address must ensure that he can be located at his alternate address.

(6) Notwithstanding subsection (1), the Registrar may disclose and make available for public inspection the particulars of an individual's usual place of residence despite the provision of an alternate address under subsection (2) if —

- 25 (a) communications sent by the Registrar to the individual at his alternate address and requiring a response within a specified period remain unanswered; or
- (b) there is evidence to show that service of any document at the alternate address is not effective to bring it to the notice
 30 of the individual.

(7) Before proceeding under subsection (6), the Registrar must give notice to the relevant individual —

(a) stating the grounds on which the Registrar proposes that the usual place of residence of the individual may be disclosed and made available for public inspection; and

5 (b) specifying a period within which representations may be made before the Registrar discloses the individual's usual place of residence and makes it available for public inspection.

(8) The Registrar is to consider the representations received within the specified period.

10 (9) Where the Registrar discloses and makes available for public inspection the particulars of an individual's usual place of residence, the Registrar must give notice of that fact to the individual.

15 (10) A notice to an individual under subsection (7) or (9) shall be sent to the individual at his usual place of residence unless it appears to the Registrar that service at that address may be ineffective to bring it to the individual's notice, in which case it may be sent to any other last known address of that individual.

20 (11) Where the Registrar discloses and makes available for public inspection the particulars of an individual's usual place of residence under subsection (6), that individual shall not, for a period of 3 years from the date on which the usual place of residence is disclosed and made available for public inspection, be allowed to provide an alternate address under subsection (2).

25 (12) Nothing in this section applies to any information lodged or deemed to be lodged with the Registrar before the date of commencement of this section or prevents such information from being disclosed or from being made available for public inspection or access.

30 (13) Nothing in this section prevents the usual place of residence that is lodged with the Registrar under this Act, or is transmitted to the Registrar by the Commissioner of National Registration under section 8A of the National Registration Act (Cap. 201) from —

(a) being used by the Registrar for the purposes of any communication with the person;

- (b) being disclosed for the purposes of issuing any summons or other legal process against the individual for the purposes of this Act or any other written law;
- 5 (c) being disclosed in compliance with the requirement of any court or the provisions of any written law;
- (d) being disclosed for the purpose of assisting any public officer or officer of any statutory board in the investigation or prosecution of any offence under any written law; or
- 10 (e) being disclosed in such other circumstances as may be prescribed.

(14) Any individual aggrieved by the decision of the Registrar under subsection (6) may, within 30 days after the date of receiving the notice under subsection (9), appeal to the High Court which may confirm the decision or give such directions in the matter as seem proper or otherwise determine the matter.

Disability of persons in default

27.—(1) Subsection (2) applies where a person (the defaulter) who is required to be registered —

- 20 (a) carries on business under a business name without being registered under this Act in respect of that name;
- (b) carries on business under a business name —
 - (i) after the person's registration in respect of the business name has been cancelled and has not been restored under section 21; or
 - 25 (ii) after the person's registration in respect of the business name has ceased and has not been restored under section 21; or
- (c) fails to furnish any information required under section 18.

(2) Subject to subsection (4), the defaulter may not enforce by action or other legal proceeding (whether in the business name or otherwise) any right under or arising out of any contract in relation to the business carried on by the defaulter under the business name

if the contract was made or entered into by or on behalf of the defaulter at a time when —

- (a) the defaulter was not registered as carrying on business under the business name;
 - 5 (b) the defaulter's registration under the business name had been cancelled or had ceased, and has not been restored under section 21; or
 - (c) the defaulter was in breach of section 18.
- (3) The defaulter may apply to the court for relief against the disability imposed by this section.
- 10 (4) The court, on being satisfied —
- (a) that the default was accidental or due to inadvertence or some other sufficient cause; or
 - (b) that on other grounds it is just and equitable to grant relief,
- 15 may grant such relief either generally, or as respects any particular contract, on such conditions (if any) as the court may impose.
- (5) This section shall not prejudice the rights of any other party as against the defaulter in respect of a contract mentioned in subsection (2).
- 20 (6) If any action or proceedings is commenced by any other party against the defaulter to enforce the rights of a party in respect of a contract referred to in subsection (2), this section shall not preclude the defaulter from enforcing in that action or proceedings, by way of counter-claim, set-off or otherwise, such rights as the defaulter may
- 25 have against that party in respect of that contract.
- (7) In this section, "court" means any court before which proceedings to enforce a contract referred to in subsection (2) are commenced or before which an issue relating to subsection (2) arises.

PART III

MISCELLANEOUS

Inspection

5 **28.**—(1) The Registrar may authorise in writing any public officer or employee of the Authority to be an inspector for the purposes of this Act.

10 (2) The Registrar or any inspector shall, for the purposes of ascertaining whether the provisions of this Act are being complied with, have power at all reasonable times to enter any premises at which he has reason to believe any person is carrying on business and make such examination and inquiry as may be necessary for those purposes.

15 (3) The Registrar and every inspector when exercising any power under this Act shall declare his office and shall produce his authority in writing to any person affected by the exercise of that power.

20 (4) Any person who fails to comply with a request made by or resists or obstructs the Registrar or an inspector in the performance of his duties under this Act shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

25 (5) It shall not be an offence for any person to refuse to comply with any request made by the Registrar or an inspector, or to resist or obstruct the Registrar or an inspector in the performance of any of his duties under this Act, if the Registrar or inspector fails to declare his office and to produce his authority in writing.

Power of Registrar to obtain further information

30 **29.**—(1) In order to obtain such information as the Registrar may consider necessary for the purposes of carrying out the provisions of this Act, the Registrar may —

 (a) require any person carrying on business, any employee of that person, any person apparently employed at that person's place of business or any person apparently

managing that person's business to answer any question in writing which the Registrar may consider necessary to ask for the purposes specified in this subsection; or

5 (b) summon that person to appear before the Registrar or an inspector or any other public officer whom the Registrar may designate to answer any such question orally.

(2) The Registrar may further require the person referred to in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.

10 **Authorised representative**

15 **30.**—(1) Where any individual proprietor, or all the partners of any firm, or all the officers of a foreign company do not reside in Singapore (either at or after the time the individual proprietor, the firm or foreign company was registered), the individual proprietor, partners or foreign company shall appoint, within the time specified in subsection (3) or (4), at least one authorised representative who must meet the criteria set out in subsection (2).

(2) The authorised representative must be —

- 20 (a) a natural person;
- (b) at least 18 years of age;
- (c) otherwise of full legal capacity; and
- (d) ordinarily resident in Singapore.

25 (3) If at the time of registration the individual proprietor, all the partners of the firm, or all the officers of the foreign company, as the case may be, do not reside in Singapore, the authorised representative must be appointed —

- 30 (a) at the time the individual proprietor, firm or foreign company is registered; or
- (b) if the individual proprietor, firm or foreign company will carry on business in Singapore on a date after the date of registration, not later than the date on which he or it commences to carry on business in Singapore.

(4) If the individual proprietor, all the partners of the firm, or all the officers of the foreign company, as the case may be, cease to reside in Singapore at any time after registration, the authorised representative must be appointed —

- 5 (a) in the case of the individual proprietor, within 30 days after the date on which the individual proprietor ceases to reside in Singapore;
- (b) in the case of the firm, within 30 days after the date on which the last partner resident in Singapore ceases to reside
10 in Singapore; and
- (c) in the case of the foreign company, within 30 days after the date on which the last officer of the foreign company resident in Singapore ceases to reside in Singapore.

15 (5) The authorised representative shall be personally responsible for the discharge of all obligations attaching to the individual proprietor, firm or foreign company that is registered from the date of his appointment.

20 (6) In the case of any default in respect of any obligation referred to in subsection (5), the authorised representative shall be subject to the same responsibilities, liabilities and penalties as the individual proprietor, the firm or the foreign company, as the case may be, and all the penal and other provisions of this Act shall be construed accordingly.

25 (7) The individual proprietor, partners or foreign company referred to in subsection (1) must lodge a notice of the appointment of the authorised representative, and notice of the consent of the authorised representative to be so appointed, within 14 days after the date of appointment.

30 (8) The notice of appointment must contain the usual place of residence of the authorised representative.

35 (9) Where an authorised representative appointed under subsection (1) resigns, retires, dies or otherwise ceases to be an authorised representative for any reason, the individual proprietor, partners or foreign company referred to in subsection (1) must lodge with the Registrar a notice that the authorised representative has

ceased to be his, their or its authorised representative within 14 days after that event.

(10) Where a sole authorised representative appointed under subsection (1) resigns, retires, dies or otherwise ceases to be the authorised representative for any reason, the individual proprietor,
 5 partners or foreign company referred to in subsection (1) must, within 30 days after the date on which the sole authorised representative ceased to be his, their or its authorised representative, appoint a new authorised representative who meets the criteria set
 10 out in subsection (2).

(11) If the individual proprietor, partners or foreign company referred to in subsection (1) fails to appoint a new authorised representative in place of a sole authorised representative who has resigned, retired, died or otherwise ceased to be his, their or its
 15 authorised representative, the former authorised representative may lodge a notice with the Registrar that he has ceased to be the authorised representative for the individual proprietor, firm or foreign company.

(12) An individual proprietor, a partner or a foreign company who or which fails to comply with a requirement under subsection (1),
 20 (7), (9) or (10) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

(13) In this section, “officer”, in relation to a foreign company, includes —

- 25 (a) in the case of a foreign company that is a corporation other than a limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A), any director, secretary or person employed in an executive capacity; and
- 30 (b) in any other case, any manager, office holder or person employed in an executive capacity in the foreign company.

(14) For the purposes of determining whether a person (including a partner of a firm) resides outside Singapore —

- 35 (a) a corporation resides outside Singapore if the corporation is incorporated or formed outside Singapore; and

(b) an individual resides outside Singapore if the person's usual place of residence is outside Singapore.

(15) For the purpose of subsection (4)(b), a partner that is —

5 (a) a company incorporated pursuant to the Companies Act (Cap. 50) or any written law relating to companies which has been at any time in force in Singapore; or

(b) a limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A),

ceases to reside in Singapore when it is dissolved.

10 **Restriction on undischarged bankrupt carrying on business**

31.—(1) Any undischarged bankrupt (whether adjudicated bankrupt by a Singapore court or a foreign court having jurisdiction in bankruptcy) —

15 (a) who is required to be registered and who carries on any business in Singapore; or

(b) who, directly or indirectly, takes part in or is concerned in the management of any business carried on by any person required to be registered,

20 without the leave of the High Court or the written permission of the Official Assignee, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

25 (2) On an application by an undischarged bankrupt under subsection (1) to the High Court or the Official Assignee, as the case may be, the High Court or the Official Assignee may refuse the application or approve the application subject to such condition as the High Court or the Official Assignee, as the case may be, may impose.

30 (3) The leave of the High Court for the purpose of this section shall not be given unless notice of intention to apply for leave has been served on the Official Assignee and the Official Assignee is heard on the application.

Offences and penalties

32.—(1) Any person who —

(a) being a person required to be registered —

(i) carries on business in Singapore without being registered;

(ii) carries on business in Singapore under a business name that is different from the person's registered business name; or

(iii) carries on business under a business name —

(A) after the person's registration in respect of the registered business name has been cancelled; or

(B) after the person's registration in respect of the registered business name has ceased;

(b) without lawful excuse fails to comply with any summons or requisition of the Registrar under section 29;

(c) makes any statement or furnishes any information to the Registrar under the provisions of this Act which is false in any material particular or by reason of the omission of any material particular and which he either knows or has reason to believe is false,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

(2) Any person who —

(a) fails to submit any change of particulars which is required to be submitted to the Registrar under section 18; or

(b) fails to comply with any of the regulations made under this Act,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

Evidence of carrying on business under business name

33. If, in any proceedings for an offence under this Act —

- (a) proof is given that a business name has been displayed in any premises; and
- 5 (b) evidence is given from which the court may infer that the business name has reference to any business carried on at the premises,

the person carrying on the business shall, in the absence of proof to the contrary, be presumed to be carrying on the business under that
10 business name.

Composition of offences

34.—(1) The Registrar may, in his discretion, compound any offence under this Act which is prescribed as a compoundable offence by collecting from a person reasonably suspected of having
15 committed the offence a sum not exceeding the lower of the following:

- (a) one half of the amount of the maximum fine that is prescribed for the offence;
 - (b) \$5,000.
- 20 (2) On payment of such sum of money, no further proceedings shall be taken against that person in respect of the offence.

Destruction or transfer of old records

35. If the Registrar is of the opinion that it is no longer necessary or desirable to retain any document filed or lodged with, submitted
25 to or issued by the Registrar and which has been microfilmed or converted to electronic form, the Registrar may —

- (a) destroy the document with the authorisation of the National Library Board under section 14D of the National Library Board Act (Cap. 197); or
- 30 (b) transfer the document to the National Archives of Singapore under section 14C of that Act.

Enforcement of duty to make returns

36.—(1) If a person —

- 5 (a) fails to comply with any provision of this Act or of any other written law which requires any return, account, notice or other document to be filed or lodged with, or submitted to, the Registrar and fails to make good the non-compliance within 14 days after service of the Registrar’s notice to comply with the provision; or
- 10 (b) fails to comply with the Registrar’s request to amend or complete, and resubmit any document or to submit a fresh document within 14 days after service of the Registrar’s request,

15 a District Court or Magistrate’s Court may, on application by the Registrar, make an order directing the relevant person to make good the failure within such time as is specified in the order.

(2) Any such order may provide that all the costs of and incidental to the application shall be borne by that person or by any officer of the corporation responsible for the default if that person is a corporation.

20 (3) Nothing in this section shall limit the operation of any other provision of this Act or any written law imposing penalties on that person including an officer of a corporation if that person is a corporation in respect of any such default referred to in this section.

(4) For the purposes of subsection (1), a relevant person means —

- 25 (a) in the case of an individual proprietor, that individual;
- (b) in the case of a firm, any or all of its partners; and
- (c) in the case of a corporation, any of its officers as defined in section 37(5).

Offences by bodies corporate, etc.

30 **37.**—(1) Where an offence under this Act committed by a body corporate is proved —

(a) to have been committed with the consent or connivance of an officer; or

(b) to be attributable to any neglect on his part,

5 the officer as well as the body corporate shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(2) Where the affairs of a body corporate are managed by its members, subsection (1) shall apply in relation to the acts and defaults of a member in connection with his functions of management as if he were a director of the body corporate.

(3) Where an offence under this Act committed by a partnership is proved —

(a) to have been committed with the consent or connivance of a partner; or

15 (b) to be attributable to any neglect on his part,

the partner as well as the partnership shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(4) Where an offence under this Act committed by an unincorporated association (other than a partnership) is proved —

(a) to have been committed with the consent or connivance of an officer of the unincorporated association or a member of its governing body; or

25 (b) to be attributable to any neglect on the part of such an officer or member,

the officer or member as well as the unincorporated association shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(5) In this section —

30 “body corporate” includes a limited liability partnership;

“officer” —

- 5 (a) in relation to a body corporate, means any director, partner, member of the committee of management, chief executive, manager, secretary or other similar officer of the body corporate and includes any person purporting to act in any such capacity; or
- 10 (b) in relation to an unincorporated association (other than a partnership), means the president, the secretary, or any member of the committee of the unincorporated association, or any person holding a position analogous to that of president, secretary or member of a committee and includes any person purporting to act in any such capacity;

“partner” includes a person purporting to act as a partner.

- 15 (6) Regulations may modify the application of any provision of this section to apply to any body corporate or unincorporated association formed or recognised under the law of a territory outside Singapore.

Authority and its employees not liable to suit

- 20 **38.**—(1) The Registrar or any officer or employee of the Authority shall not be under any liability in respect of any error or inaccuracy in the register or in respect of any error or inaccuracy (whether in the copying or otherwise) in any certificate, certified extract, copy or other document made or issued under this Act and no court shall entertain any suit or other proceedings or damages in respect of any such matter.

(2) Notwithstanding anything to the contrary in any written law, the Authority shall not be under any liability or be liable to be sued in respect of any of the matters referred to in subsection (1).

Service of documents, etc.

- 30 **39.**—(1) Subject to subsection (3), any document, other than a notice or document to be served in proceedings in court or a summons issued by a court in connection with any offence under this Act, that is required or authorised to be served under this Act may be served —

(a) in the case of an individual —

- (i) by delivering it to the individual personally;
- 5 (ii) by leaving it with an adult person apparently resident at, or by sending it by pre-paid registered post to, the usual or last known address of the place of residence of the individual;
- 10 (iii) by leaving it with an adult person apparently employed at, or by sending it by pre-paid registered post to, the usual or last known address of the place of business of the individual;
- (iv) by affixing a copy of the document in a conspicuous place at the usual or last known address of residence or business of the individual;
- 15 (v) by sending it by facsimile transmission to the facsimile transmission number operated at the usual or last known address of the place of residence or business of the individual, or the last facsimile number given to the Registrar by the individual as the facsimile transmission number for the service of documents on the individual; or
- 20 (vi) by electronic communication, by sending an electronic communication of the document to the last email address given to the Registrar by the individual as the email address for the service of documents on the individual;
- 25

(b) in the case of a firm —

- (i) by delivering it to any one of the partners or the secretary or other like officer of the firm;
- 30 (ii) by leaving it at, or by sending it by pre-paid registered post to, the principal or last known place of business of the firm in Singapore;
- (iii) by sending it by facsimile transmission to the facsimile transmission number operated at the

principal or last known place of business of the firm in Singapore; or

(iv) by electronic communication, by sending an electronic communication of the document to the last email address given to the Registrar by the firm as the email address for the service of documents on the firm; and

(c) in the case of any corporation —

(i) by delivering it to the secretary or other like officer of the body corporate or, in the case of a limited liability partnership, the manager thereof;

(ii) by leaving it at, or by sending it by pre-paid registered post to, the registered office or principal office of the limited liability partnership or body corporate in Singapore;

(iii) by sending it by facsimile transmission to the facsimile transmission number operated at the registered office or principal office of the limited liability partnership or body corporate in Singapore; or

(iv) by electronic communication, by sending an electronic communication of the document to the last email address given to the Registrar by the limited liability partnership or body corporate as the email address for the service of documents on the limited liability partnership or body corporate.

(2) Where any notice or other document to be served by, or on behalf of, the Registrar or the Minister is —

(a) sent by a facsimile transmission to the facsimile transmission number operated at the usual or last known place of residence, or the principal or last known place of business or registered office or principal office in accordance with subsection (1), it shall be deemed to have been duly served on the person to whom it is addressed on the day of transmission, subject to receipt on the sending

facsimile machine of a notification (by electronic or other means) of a successful transmission to the place of residence or business or registered office or principal office, as the case may be;

5 (b) sent by electronic communication to an email address in accordance with subsection (1), it shall be deemed to have been duly served on the person to whom it is addressed at the time of entering the information system addressed to the email address; and

10 (c) sent by pre-paid registered post, it shall be deemed to have been duly served on the person to whom it is addressed 2 days after the day the notice or document was posted, whether or not it is returned undelivered.

15 (3) Service of any document under this Act on a person by electronic communication may be effected only if the person gives an email address as part of his or its address for service.

(4) Every summons issued by a court in connection with any offence under this Act may be served on the person concerned —

(a) by delivering it to him;

20 (b) by delivering it to any adult person residing at his last known place of residence; or

25 (c) by forwarding it by registered post in a cover addressed to him at his last known place of residence or business or at any address furnished by him (including his alternate address).

(5) In proving service by registered post of a summons referred to in subsection (4), it shall be sufficient to prove that the cover containing the summons was properly addressed, stamped and posted by registered post.

30 **Power to make regulations**

40.—(1) The Minister may from time to time make regulations for carrying out the purposes of this Act.

(2) Without prejudice to the generality of the powers conferred by subsection (1), such regulations may prescribe —

- (a) the powers and duties of the Registrar;
- 5 (b) the forms for the purposes of this Act, including the form of the register to be kept and the places at which the register is to be kept;
- (c) all matters connected with or arising from the restrictions as to the business name which may be used by a registered person;
- 10 (d) the individuals or classes of individuals exempted from the requirement to register under this Act;
- (e) the fees to be charged in respect of anything done under or by virtue of this Act, and the method of payment of such fees;
- 15 (f) the persons or classes of persons who are to be exempted from the payment of any fee or part thereof;
- (g) the offences which may be compounded under section 34; and
- 20 (h) all matters and things which are required or permitted to be prescribed under or for the purposes of this Act.

Saving for other written law

41. Nothing in this Act shall be so construed as to limit or in any way affect any other written law.

Repeal

- 25 **42.** The Business Registration Act (Cap. 32) is repealed.

Savings and transitional

- 30 **43.—**(1) Any person who, immediately before the appointed day, was the Registrar, a Deputy Registrar or an Assistant Registrar of Businesses appointed under section 3(2) of the repealed Act shall be deemed to be the Registrar, a Deputy Registrar or an Assistant Registrar of Business Names, respectively, appointed under section

3(2) of this Act until his appointment is revoked, the term of his appointment expires, or he dies, retires or otherwise vacates his office before the expiry of his term of appointment.

5 (2) Any person who, immediately before the appointed day, was registered or deemed to be registered under the repealed Act is to be treated as registered under section 8 of this Act in respect of the business name for which he is registered or deemed to be registered under the repealed Act and that person's registration shall expire on the date that the registration would have expired if this Act had not
10 been enacted.

(3) The Registrar shall transfer to the register kept under this Act the names, addresses and other particulars of such persons which appear, immediately before the appointed day, in the register kept under the repealed Act.

15 (4) Any person (A) who, under regulations made under the repealed Act before the appointed day, was registered as a local manager appointed by a person carrying on business (B) shall be treated as having been appointed the authorised representative of B on the appointed day unless either A or B, within 30 days after the
20 appointed day, lodges a notice with the Registrar that —

(a) A has not been appointed the authorised representative of B;
or

(b) A does not meet the criteria set out in section 30(2).

25 (5) Where a person, being an individual proprietor, firm or foreign company, is to be treated as registered under subsection (2) and the individual proprietor, all the partners of any firm, or all the officers of the foreign company, as the case may be, do not reside in Singapore within the meaning of section 30(14) on the appointed day, the individual proprietor, the partners of the firm or the officers
30 of the foreign company, as the case may be, shall, unless subsection (4) applies, appoint at least one authorised representative in accordance with the provisions of section 30 within 30 days of the appointed day, failing which —

35 (a) the Registrar may cancel the registration of the individual proprietor, the firm or the foreign company; and

(b) the individual proprietor, partners of the firm or officers of the foreign company, as the case may be, shall each be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

5 (6) Any person who was a prescribed person for the purposes of section 20(2) of the repealed Act before the appointed day may, on and after that date but before [the date on which this paragraph will cease to be operative], continue to carry out any transaction with the Registrar using the electronic transaction system which was
10 permitted or required to be done by him in relation to the service referred to in section 20(1) of the repealed Act immediately before the appointed day.

(7) The service referred to in section 20(1) of the repealed Act immediately before the appointed day shall on and after that date be
15 treated as the electronic transaction system.

(8) Any application for registration under the provisions of the repealed Act before the appointed day which was pending immediately before that day shall, where applicable, be deemed to be an application for registration under the corresponding provisions
20 of this Act.

(9) Any reservation of name under section 13(2) of the repealed Act which has not expired before the appointed day is to be treated as a reservation of name under the corresponding provisions of this Act but the reservation shall expire on the date on which the
25 reservation would have expired if the repealed Act were still in force.

(10) Where an appeal has been made to the Minister under the repealed Act and the appeal has not been dealt with or disposed of immediately before the appointed day, the appeal may be dealt with
30 in accordance with that repealed section as if this Act had not been enacted.

(11) This Act shall not affect —

(a) any investigation commenced or pending under the repealed Act before the appointed day, and every such investigation
35 may be continued and everything in relation thereto may be

done in all respects after that day as if this Act had not been enacted;

(b) the continued operation or force of any order or decision of the Registrar made under the repealed Act before the appointed day; and

(c) any right of appeal accrued before the appointed day in respect of any such order or decision.

(12) Any subsidiary legislation made under the repealed Act and in force immediately before the appointed day shall, so far as it is not inconsistent with the provisions of this Act, continue in force as if made under this Act until it is revoked or repealed.

(13) For a period of 2 years after the appointed day, the Minister may, by regulations, prescribe such other transitional, incidental and consequential matters arising from the repeal of the repealed Act, as he may consider necessary or expedient.

(14) Any written law or document referring to the repealed Act or any provision thereof shall, as far as may be necessary for preserving its effect, be construed as referring or as including a reference to this Act or the corresponding provision in this Act, as the case may be.

(15) In this section —

“appointed day” means the date of commencement of this Act;

“repealed Act” means the Business Registration Act (Cap. 32, 2004 Ed.) repealed by this Act.

Consequential amendments to other written laws

44.—(1) The Accounting and Corporate Regulatory Authority Act (Cap. 2A, 2005 Ed.) is amended —

(a) by deleting the words “Business Registration Act” in section 28F(2)(b)(i) of the Accounting and Corporate Regulatory Authority Act as inserted by the Accounting and Corporate Regulatory Authority (Amendment) Act 2014 and substituting the words “Business Names Registration Act 2014;

(b) by deleting paragraph (b) of section 33(3) and substituting the following paragraph:

5 “(b) the Registrar of Business Names and any Deputy or Assistant Registrar of Business Names appointed under the Business Names Registration Act 2014”; and

(c) by deleting item 2 of the Second Schedule and substituting the following item:

 “2. Business Names Registration Act 2014.”.

10 (2) The Companies Act (Cap. 50, 2006 Ed.) is amended —

(a) by deleting the words “section 13(2) of the Business Registration Act” in section 27(1)(c) as inserted by the Companies (Amendment) Act 2014 and substituting the words “[section xxx] of the Business Names Registration Act 2014”;

15

(b) by deleting the words “section 13(2) of the Business Registration Act” in section 378(1)(c) as inserted by the Companies (Amendment) Act 2014 and substituting the words “[section xxx] of the Business Names Registration Act 2014”;

20

(c) by deleting the words “Business Registration Act (Cap. 32)” in section 378(8) as inserted by the Companies (Amendment) Act 2014 and substituting the words “Business Names Registration Act 2014”; and

25 (d) by deleting the words “Business Registration Act” in section 405(1) and substituting the words “Business Names Registration Act 2014”.

(3) The provisions of the Acts specified in the first column of the Second Schedule are amended in the manner set out in the second column thereof.

30

FIRST SCHEDULE

Section 7(1)

ADDITIONAL PARTICULARS

<i>First column</i>	<i>Second column</i>
<i>Description of person</i>	<i>The additional particulars (where applicable)</i>
Where the person carries on business as nominee or trustee of another person	<p>(a) The name, nationality and usual place of residence of every individual on whose behalf the business is carried on.</p> <p>(b) The name of the corporation on whose behalf the business is carried on, its registered office and the general nature of its business.</p> <p>(c) Where the beneficiaries are a class of children or other persons, a description of the class.</p>

SECOND SCHEDULE

5

Section 44(3)

CONSEQUENTIAL AMENDMENTS TO OTHER WRITTEN LAWS

<i>First column</i>	<i>Second column</i>
<p>1. Central Provident Fund Act (Chapter 36, 2013 Ed.)</p> <p>Third Schedule</p>	<p>Delete item 4 and substitute the following item:</p> <p>“4. Business Names Registration Act 2014.”.</p>

2. Cinematograph Film Hire
Duty Act
(Chapter 40, 2001 Ed.)
Section 5(2) Delete paragraph (c) and substitute the following paragraph:
“(c) the person is registered under the provisions of the Business Names Registration Act 2014 or is incorporated under the provisions of the Companies Act (Cap. 50).”.
3. Civil Law Act
(Chapter 43, 1999 Ed.)
The Schedule, item 4 (i) Delete the words “Business Registration Act (Cap. 32)” and substitute the words “Business Names Registration Act 2014”.
(ii) Delete paragraph (b).
4. Employment of Foreign
Manpower Act
(Chapter 91A, 2009 Ed.)
Section 17(1) (i) Delete the words “under the Business Registration Act (Cap. 32)” in paragraph (b) and substitute the words “under the Business Names Registration Act 2014”.
(ii) Delete the words “section 14 of the Business Registration Act (Cap. 32)” and substitute the words “[section xxx] of the Business Names Registration Act 2014”.
5. Environmental Public Health
Act (Chapter 95, 2002 Ed.)
Section 80G(4) Delete the words “Business Registration Act (Cap. 32)” in paragraph (a) and substitute the words “Business Names Registration Act 2014”.

6. Financial Advisers Act
(Chapter 110, 2007 Ed.)
Section 2(1) Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
7. Income Tax Act
(Chapter 134, 2014 Ed.)
Section 10C(12) Delete the words “Business Registration Act (Cap. 32)” in the definition of “relevant employer” and substitute the words “Business Names Registration Act 2014”.
8. Insurance Act
(Chapter 142, 2002 Ed.)
Section 35E
- (i) Delete the words “Business Registration Act (Cap. 32)” and substitute the words “Business Names Registration Act 2014”.
 - (ii) Delete the words “Business Registration Act” in the section heading and substitute the words “Business Names Registration Act 2014”.
9. Limited Liability Partnerships Act
(Chapter 163A, 2006 Ed.)
- (a) Section 2(1) Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
 - (b) Section 19
- (i) Delete the words “section 13 of the Business Registration Act (Cap. 32)” in subsection (1)(c) and substitute the words “[section xxx] of the Business Names Registration Act 2014”.

- (ii) Delete the words “Business Registration Act (Cap. 32)” in subsection (11) and substitute the words “Business Names Registration Act 2014”.
 - (c) Second Schedule
 - (i) Delete the words “Business Registration Act (Cap. 32)” in paragraph 3(a)(ii) and substitute the words “Business Names Registration Act 2014”.
 - (ii) Delete the words “Business Registration Act” in paragraph 6(c) and substitute the words “Business Names Registration Act 2014”.
- 10. Limited Partnerships Act (Chapter 163B, 2010 Ed.)
 - (a) Section 17(1)

Delete the words “section 13 of the Business Registration Act (Cap. 32)” in paragraph (c) and substitute the words “[section xxx] of the Business Names Registration Act 2014”.
 - (b) Section 41(2)

Delete the words “Business Registration Act (Cap. 32)” in paragraph (f) and substitute the words “Business Names Registration Act 2014”.
 - (c) Section 42
 - (i) Delete the words “Business Registration Act” in subsections (1), (3)(a) and (b), (4)(a) and (6) and substitute in each case the words “Business Names Registration Act 2014”.
 - (ii) Delete the words “Business Registration Act (Cap. 32)” in subsection (3) and substitute the words “Business Names Registration Act 2014”.
 - (iii) Delete the words “Business Registration Act” in the section heading and substitute the words “Business Names Registration Act 2014”.

11. Moneylenders Act
(Chapter 188, 2010 Ed.)
Section 2
Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
12. Multi-Level Marketing and Pyramid Selling (Prohibition) Act
(Chapter 190, 2000 Ed.)
Section 9
(i) Delete the words “Business Registration Act (Cap. 32)” and substitute the words “Business Names Registration Act 2014”.
(ii) Delete the words “Business Registration Act” and substitute the words “Business Names Registration Act 2014”.
13. Personal Data Protection Act 2012
(Act 26 of 2012)
Eighth Schedule, paragraph 2
Delete the words “Business Registration Act (Cap. 32)” in the definition of “individual” and substitute the words “Business Names Registration Act 2014”.
14. Private Security Industry Act
(Chapter 250A, 2008 Ed.)
Section 2
Delete the words “Business Registration Act (Cap. 32)” in paragraph (a) of the definition of the “business entity” and substitute the words “Business Names Registration Act 2014”.
15. Securities and Futures Act
(Chapter 289, 2006 Ed.)
Section 2(1)
Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.

16. Stamp Duties Act
(Chapter 312, 2006 Ed.)

- (a) Section 15(4) Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
- (b) Section 31(3) Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.

Note 1: TO/Business Names Registration Bill 2014-(v06) (30.5.14)