

First published in the *Government Gazette*, Electronic Edition, on 8th December 1999 at 5:00 pm.

The following Act was passed by Parliament on 23rd November 1999 and assented to by the President on 30th November 1999:—

## REPUBLIC OF SINGAPORE

### No. 40 of 1999.

I assent.



S R NATHAN,  
*President.*  
30th November 1999.

An Act to amend the Business Registration Act (Chapter 32 of the 1985 Revised Edition).

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 Registration (Amendment) Act 1999 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

### Amendment of section 2

2. Section 2 of the Business Registration Act (referred to in this Act as the principal Act) is amended —

- (a) by deleting the word “rules” in the definition of “register” in subsection (1) and substituting the word “regulations”; and
- (b) by inserting, immediately after the words “doing of” in the last line of subsection (3), the words “or omission to do”.

### Amendment of section 4

3. Section 4 of the principal Act is amended —

- (a) by deleting the words “without any addition” in subsection (1) (j); and

- (b) by deleting the words “a business name which consists of its corporate name without any addition” in subsection (2) and substituting the words “its corporate name”.

### **Amendment of section 6**

**4.** Section 6 of the principal Act is amended by deleting subsection (1) and substituting the following subsections:

“(1) Every person who makes an application under section 5 for registration under this Act shall lodge with the Registrar a statement in such medium and in such form as the Registrar may determine containing the following particulars:

- (a) the business name;
- (b) the general nature of the business;
- (c) the principal place of business and any other place where the business is carried on;
- (d) the name, identification (if any), nationality and the usual place of residence of every person responsible for the management of the business;
- (e) where the business is to be carried on by a firm, the name, identification (if any), nationality and the usual place of residence of every partner and, where a partner is a corporation, the corporate name, registration number and registered office of the corporation;
- (f) where the business is to be carried on by an individual, the name, identification (if any), nationality and the usual place of residence of that individual;
- (g) where the business is to be carried on by a corporation, its corporate name, registration number and registered office; and
- (h) the date or proposed date of commencement of business.

(1A) The Registrar may, in any particular case where he thinks fit, require the statement referred to in subsection (1) to be verified by an approved company auditor, a solicitor, a notary public or a practising member of the Singapore Association of the Institute of Chartered Secretaries and Administrators, or affirmed by a statutory declaration made by the person who signed the statement.

(1B) In this section —

“approved company auditor” and “solicitor” have the same meanings as in the Companies Act (Cap. 50);

“identification”, in the case of any person issued with an identity card, means the number of the identity card and, in the case of a person not issued with an identity card, the particulars of the passport or such other similar evidence of identification as is available.”.

### **Amendment of section 9**

**5.** Section 9 of the principal Act is amended —

(a) by deleting subsections (2) and (3) and substituting the following subsections:

“(2) The Registrar shall, upon the registration of a person in accordance with subsection (1), issue to that person a certificate of registration in such form as the Registrar may determine.

(3) A certificate of registration issued under this section shall be valid for a period of 3 years and shall, subject to the provisions of this Act and upon payment of the prescribed fee in such manner and through such channels as determined by the Registrar, be renewable for a period of 3 years in respect of each renewal.”;

(b) by inserting, immediately after the word “issue” in the 1st line of subsection (6), the words “or renewal”; and

(c) by inserting, immediately after subsection (6), the following subsection:

“(7) A certificate of registration issued or renewed under this section may be sent by post to the person registered and the certificate or certified copy thereof shall be exhibited in a conspicuous place at the principal place of business of the person and at every other place where the person carries on business.”.

**Amendment of section 11****6. Section 11 of the principal Act is amended —**

- (a) by inserting, immediately after the word “business” in paragraph (a), the words “or a name that is being reserved under section 27 of the Companies Act (Cap. 50)”;
- (b) by inserting, immediately after the word “business” in the 3rd line of paragraph (b), the words “or a name that is being reserved under section 27 of the Companies Act”;
- (c) by deleting the words “6 weeks” in the 20th line and substituting the words “30 days”; and
- (d) by inserting, immediately after the word “may” in the penultimate line, the words “, within 30 days of the date of the decision,”.

**Amendment of section 12****7. Section 12 of the principal Act is amended —**

- (a) by deleting the words “furnish, by sending by post or by delivering to the Registrar, a statement in writing in the form and manner prescribed” in the 5th, 6th and 7th lines of subsection (1) and substituting the words “lodge with the Registrar a statement in such form as the Registrar may determine”;
- (b) by deleting subsection (2) and substituting the following subsections:

“(2) Where a person ceases to be a partner of a firm registered under this Act, 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 statement in such form as the Registrar may determine notifying the Registrar of the cessation.

(2A) Where any person required to lodge the statement referred to in subsection (2) cannot be located or found, the Registrar may allow the other persons who are required to do so to lodge the statement.

(2B) Section 6 (1A) and (1B) shall apply, with the necessary modifications, to any statement lodged under subsection (1), (2) or (2A).”.

**Amendment of section 13****8. Section 13 of the principal Act is amended —**

- (a) by deleting subsection (1) and substituting the following subsections:

“(1) Where any person registered under this Act has ceased to carry on business, he shall, within 14 days of the cessation, lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that he has ceased to carry on business.

(1A) The Registrar may, if he thinks fit, allow a person registered under this Act to lodge with the Registrar a notice, in such form as the Registrar may determine, notifying the Registrar in advance that he shall cease to carry on business on the date specified in the notice.”;

- (b) by deleting “\$1,000” in subsection (2) and substituting “\$5,000”;

- (c) by deleting subsection (3) and substituting the following subsection:

“(3) On receipt of the notice under subsection (1) or on the date specified in the notice under subsection (1A), as the case may be, the Registrar may cancel the registration of the person and remove from the register the name under which he carries on business.”;

- (d) by deleting the word “letter” in the 4th line of subsection (4) and substituting the word “notice”;

- (e) by deleting the words “certificate of registration issued to that person” in the 6th line of subsection (4) and substituting the words “registration of that person”;

- (f) by deleting the words “certificate of registration issued to that person” in the 5th and 6th lines of subsection (5) and substituting the words “registration of that person”;

- (g) by deleting the words “the certificate of registration of which” in subsection (6) and substituting the words “whose registration”; and

- (h) by inserting, immediately after subsection (6), the following subsection:

“(7) Where the registration of a person is cancelled under this section, the certificate of registration issued to that person shall be deemed to be cancelled.”.

**Amendment of section 16****9. Section 16 of the principal Act is amended —**

- (a) by deleting subsection (2) and substituting the following subsection:

“(2) Any copy or extract, including a copy produced by way of such medium as determined by the Registrar, given under subsection (1) which is certified to be a true copy or extract under the hand and seal of the Registrar shall, in any proceedings, be admissible in evidence as of equal validity with the original document.”; and

- (b) by inserting, immediately after subsection (3), the following subsection:

“(4) The Registrar shall not be required to issue under subsection (1) a copy of or extract from a document forming part of the register where that document has been destroyed under section 26.”.

**New sections 16A and 16B**

**10.** The principal Act is amended by inserting, immediately after section 16, the following sections:

**“Information service — exclusion of liability of errors or omissions**

**16A.** Where the Registry of Businesses furnishes, in any form, information relating to a business registered under this Act to any person, neither the Government nor any of its employees in the Registry or any authorised agent of the Registry who is involved in the supply of such information shall be liable for any loss or damage suffered by any person, by reason of any error or omission, of whatever nature or however caused, if the error or omission is made in good faith and in the ordinary course of the discharge of the duties of the employee or authorised agent or has occurred or arisen as a result of any defect or breakdown in the service or in any of the equipment used for the service.

---

**Electronic filing service**

**16B.**—(1) The Registrar may allow any document required to be lodged under this Act to be sent electronically through the service provided by the Registry of Businesses or its authorised agents for the use of subscribers whereby documents required under this Act may be filed electronically with the Registry or its authorised agents.

(2) Where the Registry of Businesses or its authorised agents provide a service for the use of subscribers whereby documents required under this Act may be filed electronically with the Registry or its authorised agents, neither the Government nor any of its employees in the Registry or any authorised agent of the Registry shall be liable for any loss or damage, suffered by any person by reason of any error or omission, of whatever nature or however caused, appearing in any document obtained by any person under the service if the error or omission is made in good faith and in the ordinary course of the discharge of the duties of the employee or authorised agent or has occurred or arisen as a result of any defect or breakdown in the service or in any of the equipment used for the service.”.

**Amendment of section 18**

**11.** Section 18 of the principal Act is amended by inserting, immediately after the word “may”, the words “, within 30 days of the date of such refusal,”.

**Amendment of section 19**

**12.** Section 19 (4) of the principal Act is amended —

- (a) by deleting “\$1,000” in the penultimate line and substituting “\$5,000”; and
- (b) by deleting the words “6 months” in the last line and substituting the words “12 months”.

**Amendment of section 23**

**13.** Section 23 of the principal Act is amended —

- (a) by deleting the words “, whether such statement is oral or in writing,” in the 3rd and 4th lines of paragraph (d);

- (b) by deleting “\$1,000” in the penultimate line and substituting “\$5,000”; and
- (c) by deleting the words “6 months” in the last line and substituting the words “12 months”.

### **New section 23A**

**14.** The principal Act is amended by inserting, immediately after section 23, the following section:

#### **“Evidence of carrying on business under a business name**

**23A.** If, in any proceedings for an offence under this Act, proof is given that a business name has been displayed in any premises, and 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 or persons carrying on the business shall, in the absence of proof to the contrary, be presumed to be carrying on the business under that business name.”.

### **Amendment of section 24**

**15.** Section 24 (1) of the principal Act is amended by deleting “\$500” in the last line and substituting “\$1,000”.

### **Repeal and re-enactment of section 26**

**16.** Section 26 of the principal Act is repealed and the following section substituted therefor:

#### **“Destruction of old records**

**26.** The Registrar may destroy or give to the National Archives of Singapore any document lodged, filed or registered with the Registrar and which has been microfilmed or converted to electronic form if in his opinion it is no longer necessary or desirable to retain the document.”.

### **Amendment of section 28**

**17.** Section 28 of the principal Act is amended by inserting, immediately after subsection (3), the following subsection:

“(3A) For the purpose of this section —

“director”, “manager” and “officer” have the same meanings as in the Companies Act (Cap. 50);

“secretary” means —

- (a) in the case of a company incorporated pursuant to the Companies Act or pursuant to any corresponding previous written law, a secretary appointed under section 171 of that Act;
- (b) in the case of a body corporate formed or incorporated outside Singapore or any of its branches or subsidiaries, a person appointed to act in such capacity,

and includes an assistant or a deputy secretary.”.

### **Amendment of section 30**

**18.** Section 30 of the principal Act is amended by inserting, immediately after the word “may” in the penultimate line, the words “, within 30 days of the date of the decision,”.

### **Amendment of section 31**

**19.** Section 31 of the principal Act is amended —

- (a) by renumbering the section as subsection (1) of that section, and by inserting immediately thereafter the following subsections:

“(2) Every summons issued by a court in connection with any offence under this Act or any regulations made thereunder may be served on the person concerned —

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

(3) In proving service by registered post, it shall be sufficient to prove that the cover containing the summons was properly addressed, stamped and posted by registered post.”; and

- (b) by deleting the marginal note and substituting the following marginal note:

“Service of summons, notices, etc.”.

**New sections 31A, 31B and 31C**

**20.** The principal Act is amended by inserting, immediately after section 31, the following sections:

**“Power to refuse registration**

**31A.**—(1) Notwithstanding anything contained in this Act or any other written law, the Registrar shall refuse to register a person under this Act where he 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; or
- (b) it would be contrary to the national security or interest for the person to be registered.

(2) Any person aggrieved by the decision of the Registrar under subsection (1) may, within 30 days of the date of the decision, appeal to the Minister whose decision shall be final.

**Power to cancel registration**

**31B.**—(1) The Registrar may cancel the registration of a person if —

- (a) a statement is furnished with the Registrar under section 12 regarding any change in the general nature of the business or the person responsible for the management of the business or the person carrying on the business and the Registrar is of the opinion that, in view of the change disclosed in the statement, the business is being 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 be registered under this Act; or
- (b) in connection with his business, he or the person responsible for the management of the business or the person carrying on the business has been convicted of an offence under the Charities Act (Cap. 37) or any regulations made thereunder.

(2) The Registrar shall, before cancelling any registration under subsection (1), give the person notice in writing of his intention to cancel the registration at the expiration of such period, not being less than 30 days, as is specified in the notice.

(3) Any person aggrieved by the cancellation under subsection (1) may, within 30 days of the date of the cancellation, appeal to the Minister whose decision shall be final.

### **Appeal**

**31C.** Any appeal to the Minister by any person aggrieved by a decision of the Registrar under section 11, 18 or 30 made prior to the date of commencement of the Business Registration (Amendment) Act 1999 shall be made within 30 days of that date.”.

### **Amendment of section 32**

**21.** Section 32 (2) of the principal Act is amended —

- (a) by deleting the word “and” at the end of paragraph (d); and
- (b) by deleting the full-stop at the end of paragraph (e) and substituting the word “; and”, and by inserting immediately thereafter the following paragraph:

“(f) the penalties for the late lodgment of documents.”.

### **Amendment of Second Schedule**

**22.** The Second Schedule to the principal Act is amended by deleting paragraph 1 and substituting the following paragraph:

- |  |  |
|--|--|
| “1. Where the person carries on business as nominee or trustee of another person | The name, nationality and usual place of residence of every person on whose behalf the business is carried on and, if such person is a corporation, the name of the corporation, its registered office and the general nature of its business. Where the beneficiaries are a class of children or other persons, a description of the class.”. |
|--|--|
-