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The following Act was passed by Parliament on 14th February 2006 and assented to by the President on 1st March 2006:—

REPUBLIC OF SINGAPORE

No. 11 of 2006.

I assent.

(LS)

S R NATHAN,
President.
1st March 2006.

An Act to amend the Accountants Act (Chapter 2 of the 2005 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 Accountants (Amendment) Act 2006 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 Accountants Act is amended —

(a) by inserting, immediately after the definition of “accounting firm”, the following definition:

““accounting limited liability partnership” or “accounting LLP” means a limited liability partnership approved as an accounting limited liability partnership under section 18A;”;

(b) by deleting the definition of “corporate practitioner” and substituting the following definition:

““corporate practitioner” —

(a) in relation to an accounting corporation, means a director or an employee of the corporation who is a public accountant and practising as such in that corporation; and

(b) in relation to an accounting LLP, means a partner or an employee of the accounting LLP who is a public accountant and practising as such in the accounting LLP;”;

(c) by inserting, immediately after the definition of “lay person”, the following definitions:

““limited liability partnership” has the same meaning given to it by section 4(1) of the Limited Liability Partnerships Act 2005 (Act 5 of 2005);

“manager”, in relation to a limited liability partnership, has the same meaning as in section 2(1) of the Limited Liability Partnership Act 2005;”;

(d) by deleting the definition of “professional indemnity insurance” and substituting the following definition:

““professional indemnity insurance” includes insurance indemnifying a public accountant, an accounting corporation, an accounting firm or an accounting LLP against liability to compensate a third party who has sustained financial loss or any other damage or injury due to a breach of professional duty or to any professional negligence on the part of such public accountant, accounting corporation, accounting firm or accounting LLP, as the case may be (including any such negligence by any director of such accounting corporation or any partner of such accounting LLP), or fraud or dishonesty;”;

- (e) by inserting, immediately after the definition of “Register of Public Accounting Firms”, the following definition:

““Register of Public Accounting Limited Liability Partnerships” means the register kept and maintained under section 5(1)(a)(iv);”;

- (f) by deleting the definition of “relevant particulars” and substituting the following definition:

““relevant particulars”, in relation to a public accountant, an accounting corporation, an accounting firm or an accounting LLP, means such particulars of the public accountant, accounting corporation, accounting firm or accounting LLP as the Oversight Committee may determine to be relevant for inclusion in the Register of Public Accountants, the Register of Public Accounting Corporations, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships, as the case may be;”.

Amendment of section 5

3. Section 5(1) of the Accountants Act is amended —

- (a) by deleting the word “and” at the end of paragraph (a)(iii);
(b) by deleting sub-paragraph (iv) of paragraph (a) and substituting the following sub-paragraphs:

“(iv) a Register of Public Accounting Limited Liability Partnerships; and

- (v) such other registers as may be necessary for the purposes of this Act;”; and
- (c) by deleting the words “or accounting firm” in paragraph (h)(i) and (ii) and substituting in each case the words “, accounting firm or accounting LLP”.

Amendment of section 8

4. Section 8 of the Accountants Act is amended —

- (a) by deleting the word “and” at the end of subsection (1)(b);
- (b) by deleting the full-stop at the end of paragraph (c) of subsection (1) and substituting the word “; and”, and by inserting immediately thereafter the following paragraph:

“(d) the Register of Public Accounting Limited Liability Partnerships.”;

- (c) by deleting the word “and” at the end of subsection (2)(a)(ii);
- (d) by inserting the word “and” at the end of sub-paragraph (iii) of subsection (2)(a), and by inserting immediately thereafter the following sub-paragraph:

“(iv) in the Register of Public Accounting Limited Liability Partnerships the name and relevant particulars of every accounting LLP that is approved under this Act or that has had its approval revoked;”; and

- (e) by deleting the words “or the Register of Public Accounting Firms” in subsection (2)(b) and substituting the words “, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships”.

Amendment of section 9

5. Section 9 of the Accountants Act is amended by deleting the word “or” at the end of paragraph (c), and by inserting immediately thereafter the following paragraph:

“(ca) a limited liability partnership is or was an accounting LLP approved under this Act; or”.

Deletion and substitution of heading to Part IV

6. Part IV of the Accountants Act is amended by deleting the Part heading and substituting the following Part heading:

“ACCOUNTING CORPORATIONS, ACCOUNTING FIRMS
AND ACCOUNTING LLPs”.

Amendment of section 17

7. Section 17(3) of the Accountants Act is amended —

- (a) by deleting the words “the memorandum of association of the company or proposed company provides that” in paragraph (a); and
- (b) by inserting, immediately after the words “public accountancy services” in paragraph (d), the words “in Singapore”.

Amendment of section 18

8. Section 18(3) of the Accountants Act is amended by deleting the words “a partner who is a public accountant” in paragraph (c) and substituting the words “one or more partners who are public accountants”.

New section 18A

9. The Accountants Act is amended by inserting, immediately after section 18, the following section:

“Approval of accounting LLPs

18A.—(1) A public accountant who wishes to have a limited liability partnership or proposed limited liability partnership approved as an accounting LLP may apply to the Oversight Committee for the approval of —

- (a) the limited liability partnership as an accounting LLP; and
- (b) the name or proposed name of the accounting LLP.

(2) An application under subsection (1) shall be made in accordance with the prescribed requirements and shall be accompanied by the prescribed fee.

(3) The Oversight Committee may, on receiving an application made under this section, approve the limited liability partnership or

proposed limited liability partnership concerned as an accounting LLP if and only if —

- (a) one of the primary objects of the limited liability partnership or proposed limited liability partnership is to provide public accountancy services;
- (b) the capital of the limited liability partnership or proposed limited liability partnership that is paid up or to be paid up is not less than \$50,000 or such other sum as may be prescribed;
- (c) at least two-thirds, or such other proportion as may be prescribed, of the partners are public accountants, or if the partnership has only 2 partners, one of those partners is a public accountant;
- (d) the accounting LLP or proposed accounting LLP is or will be covered by professional indemnity insurance in accordance with section 28 and the prescribed requirements; and
- (e) the business of the accounting LLP, so far as it relates to the supply of public accountancy services in Singapore, will be under the control and management of one or more partners who are public accountants ordinarily resident in Singapore.”.

Amendment of section 19

10. Section 19 of the Accountants Act is amended —

- (a) by deleting the words “or accounting firm” in subsections (1) (3rd line), (4) and (6) and the section heading and substituting in each case the words “, accounting firm or accounting LLP”;
- (b) by inserting the word “or” at the end of subsection (1)(a);
- (c) by deleting paragraph (b) of subsection (1); and
- (d) by deleting subsection (5) and substituting the following subsection:

“(5) Notwithstanding anything in this section, section 27 of the Companies Act or section 19 of the Limited Liability Partnerships Act 2005 (Act 5 of 2005), where the Oversight

Committee is satisfied that the name of an accounting corporation, accounting firm or accounting LLP has been approved (whether through inadvertence or otherwise and whether originally or by change of name) in contravention of subsection (1), the Oversight Committee may direct the accounting corporation, accounting firm or accounting LLP to change its name.”.

Amendment of section 20

11. Section 20 of the Accountants Act is amended by deleting subsection (1) and substituting the following subsection:

“(1) An applicant for approval by the Oversight Committee of —

- (a) a company or proposed company as an accounting corporation;
- (b) a firm or proposed firm as an accounting firm;
- (c) a limited liability partnership or proposed limited liability partnership as an accounting LLP; or
- (d) the name or a change in the name of an accounting corporation, accounting firm or accounting LLP,

may, within 30 days after the Oversight Committee’s decision under section 17, 18, 18A or 19, as the case may be, is communicated to the applicant, appeal to the Minister against the decision of the Oversight Committee.”.

Repeal and re-enactment of section 21

12. Section 21 of the Accountants Act is repealed and the following section substituted therefor:

“Notification of approval and record in Register

21. Where the Oversight Committee has approved a company, a firm or a limited liability partnership as an accounting corporation, an accounting firm or an accounting LLP under this Part, the Registrar shall —

- (a) notify the accounting corporation, accounting firm or accounting LLP of the approval; and

- (b) record the name and relevant particulars of the accounting corporation, accounting firm or accounting LLP in the Register of Public Accounting Corporations, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships, as appropriate.”.

Amendment of section 22

13. Section 22 of the Accountants Act is amended by deleting subsection (1) and substituting the following subsection:

“(1) A public accountant shall notify the Registrar of any change in the name or relevant particulars, as recorded in the Register of Public Accounting Corporations, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships (as the case may be) of the accounting corporation, accounting firm or accounting LLP in which he is practising.”.

Amendment of section 23

14. Section 23(1) of the Accountants Act is amended by inserting, immediately after the words “required to do by law”, the words “in respect of the provision of public accountancy services by that accounting corporation”.

New section 23A

15. The Accountants Act is amended by inserting, immediately after section 23, the following section:

“Effect of becoming accounting LLP

23A.—(1) An accounting LLP is authorised to do anything that a public accountant can do by law and is required to do all that a public accountant is required to do by law in respect of the provision of public accountancy services by that accounting LLP.

(2) Subsection (1) shall not apply to the doing of anything that can only be done by a public accountant as a natural person.

(3) A public accountant who provides public accountancy services as a partner or an employee of an accounting LLP shall be subject to the same standards of professional conduct and competence in respect of such services as if he were personally providing the public accountancy services as a public accountant in an accounting firm.

(4) The mere fact that a public accountant personally provides public accountancy services as a partner or an employee of an accounting LLP shall not affect the personal liability of that public accountant at law.”.

Repeal and re-enactment of section 24

16. Section 24 of the Accountants Act is repealed and the following section substituted therefor:

“Relationship between client and accounting corporation or accounting LLP

24. An accounting corporation and an accounting LLP shall have the same rights and be subject to the same fiduciary, confidential and ethical requirements with respect to each client of the accounting corporation or accounting LLP, as the case may be, in respect of the provision of public accountancy services that exist at law with respect to a public accountant and his client.”.

Amendment of section 26

17. Section 26 of the Accountants Act is amended by deleting the section heading and substituting the following section heading:

“Requirements relating to memorandum and articles of association, and annual reports, of accounting corporations”.

Amendment of section 28

18. Section 28 of the Accountants Act is amended by deleting subsection (1) and substituting the following subsection:

“(1) Every accounting corporation and every accounting LLP registered under this Act shall be covered by professional indemnity insurance of not less than one of the following amounts, whichever is the highest:

- (a) \$1 million;
- (b) a sum equal to the total of \$500,000 for every corporate practitioner in the accounting corporation or accounting LLP; or

- (c) where applicable, a sum equal to two and a half times the gross income of the accounting corporation or accounting LLP in the last completed financial year of the accounting corporation or accounting LLP subject to a maximum sum of \$50 million.”.

New section 30A

19. The Accountants Act is amended by inserting, immediately after section 30, the following section:

“Application of Limited Liability Partnerships Act 2005 and other written laws to accounting LLPs

30A.—(1) Nothing in this Part shall affect the operation of the Limited Liability Partnerships Act 2005 (Act 5 of 2005) in relation to its application to a limited liability partnership that is an accounting LLP.

(2) Such provisions of any written law having effect in relation to public accountants or accounting firms as may be prescribed, shall have effect in relation to accounting LLPs with such prescribed modifications as may be necessary or expedient; and such provisions shall be construed accordingly.”.

Amendment of section 31

20. Section 31 of the Accountants Act is amended —

- (a) by inserting, immediately after subsection (2), the following subsection:

“(2A) The Registrar shall remove from the Register of Public Accounting Limited Liability Partnerships the name and relevant particulars of any accounting LLP if —

- (a) the accounting LLP has been dissolved;
 - (b) the approval of the accounting LLP under this Part has been revoked under Part VI; or
 - (c) the accounting LLP has applied for its approval under this Part to be revoked.”;
- (b) by deleting subsection (3) and substituting the following subsection:

“(3) The Oversight Committee shall not grant an application by an accounting corporation, an accounting firm or an accounting LLP for the revocation of its approval under subsection (1)(c), (2)(c) or (2A)(c), as the case may be, if —

- (a) it has received any complaint or information under Part VI against the accounting corporation, accounting firm or accounting LLP or any public accountant practising therein;
 - (b) disciplinary proceedings under Part VI are pending against the accounting corporation, accounting firm or accounting LLP or any public accountant practising therein; or
 - (c) the conduct of business of the accounting corporation, accounting firm or accounting LLP is the subject of an inquiry or investigation by a Complaints Committee or a Disciplinary Committee under Part VI.”;
- (c) by deleting the words “or accounting firm” wherever they appear in subsections (4)(a), (c) and (d) and (5) and substituting in each case the words “, accounting firm or accounting LLP”;
- (d) by deleting the words “or the sole proprietor or any partner of the accounting firm” in subsection (4)(b) and substituting the words “the sole proprietor or any partner of the accounting firm, or any partner of the accounting LLP”; and
- (e) by deleting the section heading and substituting the following section heading:

“Removal from Register of Public Accounting Corporations, Register of Public Accounting Firms or Register of Public Accounting Limited Liability Partnerships”.

Amendment of section 52

21. Section 52 of the Accountants Act is amended —

- (a) by deleting paragraphs (e), (f) and (g) of subsection (1) and substituting the following paragraphs:

- “(e) has, while being a director of an accounting corporation or a partner of an accounting LLP, failed to take reasonable steps to prevent the accounting corporation or accounting LLP from acting in a manner which would warrant the Oversight Committee imposing any order on the accounting corporation or accounting LLP under section 53(2);
 - (f) has rendered public accountancy services as, or purporting to be —
 - (i) a director of a company which was not an accounting corporation; or
 - (ii) a partner of a limited liability partnership which was not an accounting LLP,when the services were rendered;
 - (g) has, while being a director of an accounting corporation or partner of an accounting LLP, practised public accountancy at such a time when the accounting corporation or accounting LLP was not covered by any professional indemnity insurance or was not so covered to the extent required by section 28; or”;
- (b) by deleting subsection (10) and substituting the following subsection:
- “(10) For the purposes of subsection (1)(e), a public accountant shall be deemed to have taken reasonable steps to prevent the doing of any act by any accounting corporation or accounting LLP if he satisfies the Disciplinary Committee that the act was done without his knowledge and that —
- (a) he was not in a position to influence the conduct of the accounting corporation or accounting LLP in relation to its action; or
 - (b) he, being a director of the accounting corporation or a partner of the accounting LLP, exercised all due diligence to prevent the accounting corporation or accounting LLP from so acting.”; and

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- (c) by inserting, immediately after the words “an accounting corporation” in subsection (11), the words “or an accounting LLP”.

Amendment of section 53

22. Section 53 of the Accountants Act is amended —

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

“(a) an accounting corporation or any of its directors, an accounting firm or any of the partners therein, or an accounting LLP or any of the partners therein, has falsified or caused to be falsified any document, or has made or caused to be made any statement which is material and which the accounting corporation, accounting firm, accounting LLP, director or partner (as the case may be) knows is false or does not believe to be true in relation to any document;”;

- (b) by deleting the words “or accounting firm” wherever they appear in the following subsections and substituting in each case the words “, accounting firm or accounting LLP”:

Subsections (1)(b), (c) and (d), (2)(a) to (f), (3), (4) (1st, 7th, 8th and 9th lines), (6), (7), (8)(a) and (9);

- (c) by inserting, immediately after the words “accounting corporation” in subsection (1)(e), the words “or accounting LLP”; and
- (d) by deleting the words “and accounting firms” in the section heading and substituting the words “, accounting firms and accounting LLPs”.

Repeal and re-enactment of section 55

23. Section 55 of the Accountants Act is repealed and the following section substituted therefor:

“Reinstatement to Register

55.—(1) Where —

- (a) the registration of a public accountant has been cancelled under Part V or VI and his name and particulars removed from the Register of Public Accountants; or
- (b) the approval granted to an accounting corporation, accounting firm or accounting LLP under Part IV is revoked under Part VI and its name and particulars removed from the Register of Public Accounting Corporations, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships,

the public accountant, accounting corporation, accounting firm or accounting LLP concerned shall, if his or its appeal to the High Court is allowed, be immediately reinstated to the Register of Public Accountants, the Register of Public Accounting Corporations, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships, as the case may be, without payment of any fee.

(2) The Oversight Committee may, in its discretion, after the expiration of not less than 2 years from the cancellation of the registration of any public accountant or the revocation of the approval granted under Part IV to an accounting corporation, accounting firm or accounting LLP, consider any fresh application for registration or approval by such public accountant, accounting corporation, accounting firm or accounting LLP.”.

Amendment of section 56

24. Section 56 of the Accountants Act is amended —

- (a) by deleting the word “A” in the 1st line of subsection (2) and substituting the words “Subject to subsection (3A), a”;
- (b) by inserting, immediately after subsection (3), the following subsection:

“(3A) A limited liability partnership which is not approved as an accounting LLP under this Act shall not —

- (a) provide public accountancy services in Singapore; or

- (b) advertise or hold itself out or describe itself in any way to be an accounting LLP or to be authorised to provide public accountancy services in Singapore.”;
- (c) by deleting the words “subsection (1), (2) or (3)” in subsections (4) and (5) and substituting in each case the words “subsection (1), (2), (3) or (3A)”;
- (d) by deleting the words “or accounting firm” in the section heading and substituting the words “, accounting firm or accounting LLP”.

Amendment of section 57

25. Section 57(1) of the Accountants Act is amended —

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

“(d) an accounting LLP.”.

Amendment of section 58

26. Section 58 of the Accountants Act is amended by deleting paragraph (a) and substituting the following paragraph:

“(a) procures or attempts to procure —

- (i) approval as an accounting corporation, accounting firm or accounting LLP under this Act; or
- (ii) registration or a certificate of registration as a public accountant under this Act,

by knowingly making or producing or causing to be made any false or fraudulent declaration, certificate, application or representation, whether in writing or otherwise;”.

Amendment of section 60

27. Section 60(1) of the Accountants Act is amended by inserting, immediately after the word “director,”, the word “partner,”.

Miscellaneous amendments**28.** The Accountants Act is amended by —

- (a) by deleting the words “and accounting firms” wherever they appear in the following provisions and substituting in each case the words “, accounting firms and accounting LLPs”:

Sections 3(a) and (b), 40 (section heading) and 64(2)(f);

- (b) deleting the words “or an accounting firm” wherever they appear in the following provisions and substituting in each case the words “, an accounting firm or an accounting LLP”:

Sections 25(1), 40(1)(b), 41(2), 42(1), 43 and 45(6);

- (c) by inserting, immediately after the words “partners of an accounting firm” in section 25(2), the words “or an accounting LLP”;

- (d) by deleting the words “or accounting firm” wherever they appear in the following provisions and substituting in each case the words “, accounting firm or accounting LLP”:

Sections 25(2), 41(4)(a), (5), (7) and (8)(b), 45(6) (5th and 10th lines), (7) and (10), 46(3) and (4), 47(a) and (b)(i) and (ii), 48(2) and (3), 50(1), (2) and (3), 51(6)(b), (7) and (15), 54(1), 59(1), (2), (4) and (5) and 64(2)(h);

- (e) by deleting the words “or accounting firm” in section 59(3) and substituting the words “, an accounting firm or an accounting LLP”; and

- (f) by deleting the words “or the Register of Public Accounting Firms” in section 58(b) and substituting the words “, the Register of Public Accounting Firms or the Register of Public Accounting Limited Liability Partnerships”.
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