



THE STATUTES OF THE REPUBLIC OF SINGAPORE

**ACCOUNTING AND CORPORATE
REGULATORY AUTHORITY
ACT 2004**

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Accounting and Corporate Regulatory Authority Act 2004

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An Act to establish and incorporate the Accounting and Corporate Regulatory Authority, to provide for its functions and powers, and for matters connected therewith.

[1 April 2004]

PART 1

PRELIMINARY

Short title

1. This Act is the Accounting and Corporate Regulatory Authority Act 2004.

Interpretation

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

“Authority” means the Accounting and Corporate Regulatory Authority established under section 3;

“Chairperson” means the Chairperson of the Authority appointed under section 5(1)(a) and includes any temporary Chairperson of the Authority;

“Chief Executive” means the Chief Executive of the Authority, and includes any individual acting in that capacity;

“debenture” includes debenture stock;

“Deputy Chairperson” means any person who is appointed under section 5(3)(a) to be the Deputy Chairperson of the Authority;

“member” means a member of the Authority;

“Public Accountants Board” means the Public Accountants Board established under section 3 of the Accountants Act (Cap. 2, 2001 Revised Edition) repealed by the Accountants Act 2004;

“Registry of Companies and Businesses” means the Government department known as the Registry of Companies and Businesses;

“securities”, in relation to a company, includes shares, debentures, bonds and other securities of the company, whether or not constituting a charge on the assets of the company;

“shares” includes stocks.

[5/2018; 44/2018]

(2) A reference in this Act to a written law specified in the Second Schedule includes a part of a written law specified in that Schedule.

[44/2018]

(3) To avoid doubt, a reference to “company” in the definition of “securities” in subsection (1), and in section 7(2)(b), includes a VCC as defined in the Variable Capital Companies Act 2018.

[44/2018]

PART 2

ESTABLISHMENT, INCORPORATION AND CONSTITUTION OF AUTHORITY

Establishment and incorporation of Accounting and Corporate Regulatory Authority

3. A body called the Accounting and Corporate Regulatory Authority is established, which is a body corporate with perpetual succession and is by that name capable of —

- (a) suing and being sued;
- (b) acquiring, owning, holding and developing or disposing of property, both movable and immovable; and
- (c) doing and suffering any other acts or things that bodies corporate may lawfully do and suffer.

Common seal

4.—(1) The Authority must have a common seal and such seal may be broken, changed, altered or made anew as the Authority thinks fit.

(2) All deeds and other documents requiring the seal of the Authority must be sealed with the common seal of the Authority.

(3) All instruments to which the common seal is affixed must be signed by any 2 members generally or specially authorised by the Authority for the purpose or by one member and the Chief Executive.

(4) All courts, judges and persons acting judicially are to take judicial notice of the common seal of the Authority affixed to any document and presume that it was duly affixed.

Constitution of Authority

5.—(1) The Authority consists of the following members, all of whom must be appointed by the Minister:

- (a) a Chairperson;
 - (b) not less than 10 but not more than 15 other members.
- (2) The members appointed under subsection (1)(b) are to include —
- (a) one public accountant to be selected by the Minister from a list of at least 2 public accountants nominated by each designated professional accountancy body; and
 - (b) one non-practising accountant to be selected by the Minister from a list of at least 2 non-practising accountants nominated by each designated professional accountancy body.
- [18/2014]*
- (3) The Minister may appoint —
- (a) a member of the Authority to be its Deputy Chairperson; and
 - (b) the Chief Executive to be a member.
- (4) The First Schedule has effect with respect to the Authority, its members and proceedings.
- (5) In subsection (2), “designated professional accountancy body” means a body specified in the Fourth Schedule.

[18/2014]

PART 3

FUNCTIONS AND POWERS OF AUTHORITY

Functions of Authority

- 6.—**(1) Subject to the provisions of this Act, the functions of the Authority are —
- (a) to administer the written laws specified in the Second Schedule;
 - (b) to report and make recommendations to, and advise the Government on, matters relating to the registration and regulation of business entities and public accountants;

- (c) to establish and administer a repository of documents and information relating to business entities and public accountants and to provide access to the public to such documents and information;
- (d) to represent the Government internationally in respect of matters relating to the registration and regulation of business entities and public accountants;
- (e) to promote public awareness about new business structures, compliance requirements, corporate governance practices and any other matters under the purview of the Authority;
- (f) to provide a responsive and forward-looking regulatory environment for business entities and public accountants conducive to enterprise in Singapore; and
- (g) to carry out any other functions conferred on the Authority by this Act or any other written law.

(2) The Authority may undertake any other functions that the Minister may, by notification in the *Gazette*, assign to the Authority and in so doing, the Authority is deemed to be fulfilling the purposes of this Act, and the provisions of this Act apply to the Authority in respect of such functions.

(3) Nothing in this section is to be construed as imposing on the Authority, directly or indirectly, any form of duty or liability enforceable by proceedings before any court to which it would not otherwise be subject.

(4) In subsection (1), the reference to public accountants includes a reference to accounting firms and accounting corporations providing public accountancy services.

[5/2013]

Powers of Authority

7.—(1) The Authority has power to do anything for the purpose of discharging its functions under this Act or any other written law, or which is incidental or conducive to the discharge of those functions.

(2) Without limiting subsection (1) but subject to this Act, the powers of the Authority include the power —

- (a) to enter into any contracts that may be necessary or expedient for the purpose of discharging its functions;
- (b) with the approval of the Minister, to form or participate in the formation of any company or in any joint venture as a shareholder or partner or in any other capacity, with any firm, body corporate, society or institution for purposes that are necessary or expedient for the purpose of discharging its functions;
- (c) to become a member or an affiliate of any international body, the functions or objects of which are similar to or connected with those of the Authority;
- (d) to use all property of the Authority, whether movable or immovable, in any manner that the Authority thinks expedient, including the raising of loans by mortgaging such property;
- (e) to establish and administer any systems or schemes that the Authority considers necessary or expedient for the discharge of its functions;
- (f) to prescribe, regulate or implement measures and standards on any matter relating to or connected with its functions;
- (g) to engage in any activity, either alone or in conjunction with any other organisation or agency, whether local or international, that is connected with or that is conducive to the discharge of its functions;
- (h) to levy such charges or fees as may be reasonable for services and facilities provided by the Authority;
- (i) to receive donations, gifts, grants, subsidies and contributions from any source and raise funds by all lawful means;
- (j) to publish or sponsor the publication of periodicals, booklets and other written materials, or to produce or sponsor the production of documentary films and other

audiovisual materials on any matter relating to or connected with its functions;

- (k) to organise courses and award certificates of proficiency, and provide bursaries, scholarships and training grants in the fields related to the functions of the Authority;
- (l) to provide advisory, consultancy and informational services on any matter related to its functions;
- (m) to promote or undertake publicity in any form;
- (n) to grant or guarantee loans to officers or employees of the Authority for any purpose specifically approved by the Authority;
- (o) to provide recreational facilities and to promote recreational activities for, and activities conducive to, the welfare of officers and employees of the Authority and members of their families;
- (p) to make provision for gratuities, pensions, allowances or other benefits for officers or employees, or former officers or employees, of the Authority; and
- (q) to do any other acts that are incidental or necessary to any of its functions and powers.

(3) This section is not to be construed as limiting any power of the Authority conferred by or under any other written law.

Directions by Minister

8.—(1) The Minister may give to the Authority any direction under section 5 of the Public Sector (Governance) Act 2018.

[5/2018]

(2) The Authority must provide the Minister with any information in respect of its property and activities in such manner and at such times as the Minister may require.

Appointment of committees and delegation of powers

9.—(1) The Authority may appoint from among its own members or from among other persons any number of committees that it thinks

fit for purposes which, in the opinion of the Authority, would be more expediently carried out or managed by means of those committees.

(2) The Authority may, subject to any conditions or restrictions that it thinks fit, delegate —

- (a) to any of its members;
- (b) to its Chief Executive or any of its officers or employees;
- (c) to any committee appointed by it under subsection (1); or
- (d) to any other person as the Authority thinks fit,

any of the functions or powers of the Authority under this Act or any other written law.

[5/2018]

(3) Any function or power delegated under subsection (2) to any person or committee may be performed or exercised by that person or committee in the name and on behalf of the Authority.

PART 4

PROVISIONS RELATING TO STAFF

Chief Executive, officers and employees, etc.

10.—(1) There must be a Chief Executive of the Authority, whose appointment, removal, discipline and promotion must be in accordance with the Public Sector (Governance) Act 2018.

[5/2018]

(2) The Authority may, subject to the Public Sector (Governance) Act 2018, appoint an individual to act temporarily as the Chief Executive during any period, or during all periods, when the Chief Executive —

- (a) is absent from duty or Singapore; or
- (b) is, for any reason, unable to perform the duties of the office.

[5/2018]

(3) The Authority may, subject to the Public Sector (Governance) Act 2018, appoint and employ, on such terms and conditions as it may

determine, such other officers, employees, consultants and agents as may be necessary for the effective performance of its functions.

[5/2018]

Protection from personal liability

11.—(1) No suit or other legal proceedings shall lie personally against any member, officer or employee of the Authority or any other person acting under the direction of the Authority for anything which is done or intended to be done in good faith and with reasonable care in the execution or purported execution of this Act or any other written law.

[18/2014]

(2) Where the Authority provides a service to the public by which information is supplied to the public pursuant to any written law, neither the Authority nor any of its members, officers or employees involved in the supply of such information is liable for any loss or damage suffered by any member of the public by reason of any error or omission of whatever nature appearing in the information or however caused if made in good faith and in the ordinary course of the discharge of the duties of such member, officer or employee.

PART 5

FINANCIAL PROVISIONS

Funds and property of Authority

12.—(1) The funds and property of the Authority consist of —

- (a) all grants-in-aid made under section 17;
- (b) all fees and other sums collected by the Authority or its officers under any written law unless otherwise expressly provided in subsection (2) or that other written law;
- (c) all moneys paid to the Authority for the purposes of the Authority;
- (d) all moneys paid to the Authority by way of grants, subsidies, donations, gifts and contributions;

- (e) all moneys received by the Authority by way of charges and fees for services rendered by the Authority to any person;
- (f) all moneys, dividends, royalties, interest or income received from any transaction made pursuant to the powers conferred on the Authority under this Act or any other written law;
- (g) all moneys borrowed by the Authority under this Act;
- (h) all other moneys and property lawfully received by the Authority for the purposes of the Authority; and
- (i) all accumulations of income derived from any such property or money.

[18/2014]

(2) The following sums collected on or after 15 May 2015 by the Authority or any of its officers under this Act and any written law specified in the Second Schedule must be paid into the Consolidated Fund:

- (a) any penalty for late payment or late filing;
- (b) any financial penalty, and interest for late payment of the financial penalty;
- (c) any sum for the composition of any offence.

[18/2014]

(3) The Authority may recover on behalf of the Government any sum referred to in subsection (2)(a), (b) or (c) as though the sum were a civil debt due to the Authority.

[18/2014]

(4) The Authority may waive, refund or remit, wholly or in part, any fee that is paid or is payable to the Authority under any written law and which forms or would form part of the funds and property of the Authority under subsection (1).

[13
[18/2014]

Application of moneys

13. The moneys of the Authority are to be applied only to pay expenses incurred by it in the discharge of its functions, obligations and liabilities and in making any payment that the Authority is authorised or required to make.

[14

Bank accounts

14.—(1) The Authority must open and maintain one or more accounts with any bank or banks that the Authority thinks fit.

(2) Every such account must be operated by any person or persons authorised to do so by the Authority.

[15

Annual estimates

15. A summary of the annual estimates and supplementary estimates adopted by the Authority must be published in the *Gazette*.

[16

Power of investment

16. The Authority may invest its moneys in accordance with the standard investment power of statutory bodies as defined in section 33A of the Interpretation Act 1965.

[17

Grants-in-aids

17. For the purpose of enabling the Authority to carry out its functions under this Act, the Minister may make grants-in-aids to the Authority of such sums of money, as the Minister may determine, out of moneys to be provided by Parliament.

[18

Power to borrow

18. For the discharge of its functions under this Act or any other written law, the Authority may raise loans from the Government or, with the approval of the Minister for Finance, raise loans from banks

or other financial institutions (whether in Singapore or elsewhere) by —

- (a) mortgage, overdraft or otherwise;
- (b) charge, whether legal or equitable, on any property vested in the Authority or on any other revenue receivable by the Authority under this Act or any other written law; or
- (c) the creation and issue of debentures or bonds.

[19

Issue of shares, etc.

19. As a consequence of the vesting of any property, rights or liabilities of the Government in the Authority under this Act, or of any capital injection or other investment by the Government in the Authority in accordance with any written law, the Authority must issue such shares or other securities to the Minister for Finance as that Minister may direct.

[20

Financial year

20. The financial year of the Authority begins on 1 April of each year and ends on 31 March of the succeeding year.

[21

[5/2018]

PART 6

TRANSFER OF PROPERTY, ASSETS, LIABILITIES AND EMPLOYEES

Transfer to Authority of property, assets and liabilities

21.—(1) As from 1 April 2004 —

- (a) such movable and immovable property vested in the Government as may be determined by the Minister for Finance and used or managed by the Registry of Companies and Businesses and all assets, interests, rights, privileges, liabilities and obligations of the

Government relating to the Registry of Companies and Businesses; and

- (b) the movable and immovable property vested in the Public Accountants Board and all assets, interests, rights, privileges, liabilities and obligations of the Public Accountants Board,

are, without further assurance, act or deed, transferred to and vest in the Authority.

(2) If any question arises as to whether any particular property, asset, interest, right, privilege, liability or obligation has been transferred to or vested in the Authority under subsection (1), a certificate under the hand of the Minister for Finance is conclusive evidence that the property, asset, interest, right, privilege, liability or obligation was or was not so transferred or vested.

(3) Any immovable property to be transferred to and vested in the Authority under subsection (1) must be held by the Authority upon such tenure and subject to such terms and conditions as the President may determine.

[22

Transfer of employees

22.—(1) As from 1 April 2004 —

- (a) such individuals or categories of individuals as the Minister may determine who, immediately before that date, were employed by the Government in the Registry of Companies and Businesses; and
- (b) every individual employed immediately before that date by the Public Accountants Board,

are transferred to the service of the Authority on terms no less favourable than those enjoyed by them immediately prior to their transfer.

(2) If any question arises as to whether any individual or any category of individuals has been transferred to the service of the Authority under subsection (1), a certificate under the hand of the

Minister is conclusive evidence that the individual or category of individuals was or was not so transferred.

(3) Until such time that terms and conditions of service are drawn up by the Authority, the scheme and terms and conditions of service in the Government or in the Public Accountants Board (as the case may be) continue to apply to every individual transferred to the service of the Authority under subsection (1) as if he or she were still in the service of the Government or the Public Accountants Board, as the case may be.

(4) Despite the provisions of the Pensions Act 1956, an individual who is transferred to the service of the Authority under this section is not entitled to claim any benefit under that Act on the ground that he or she has been retired from the public service on account of abolition or reorganisation of office in consequence of the establishment of the Authority.

[23

Service rights, etc., of transferred employees to be preserved

23.—(1) The terms and conditions to be drawn up by the Authority must take into account the salaries and terms and conditions of service, including any accrued rights to leave, enjoyed by the individual transferred to the service of the Authority under section 22 while in the employment of the Government or the Public Accountants Board, as the case may be.

(2) Any term or condition relating to the length of service with the Authority must recognise the length of service of the individual so transferred while in the employment of the Government or the Public Accountants Board (as the case may be) to be service with the Authority.

(3) The terms and conditions of service to be drawn up by the Authority must not adversely affect the conditions that would have been applicable to individuals transferred to the service of the Authority as regards any pension, gratuity or allowance payable under the Pensions Act 1956.

(4) Where an individual has been transferred to the service of the Authority under section 22, the Government is liable to pay to the Authority the portion of any pension, gratuity or allowance payable to the individual on his or her retirement as the same bears to the proportion which the aggregate amount of his or her pensionable emoluments during his or her service with the Government bears to the aggregate amount of his or her pensionable emoluments during his or her service under both the Government and the Authority.

(5) Where any individual in the service of the Authority, whose case does not fall within the scope of any pension or other scheme established under this section, retires or dies in the service of the Authority or is discharged from such service, the Authority may grant to him or her or to any other individual wholly or partly dependent on him or her, that the Authority thinks fit, such allowance or gratuity as the Authority may determine.

[24

Existing contracts

24.—(1) All deeds, contracts, schemes, bonds, agreements, instruments and arrangements subsisting immediately before 1 April 2004 to which the Government is a party and relating to the Registry of Companies and Businesses or to any individual transferred to the service of the Authority under section 22(1)(a) continue in force on and after that date and are enforceable by or against the Authority as if the Authority had been named in them or had been a party to them instead of the Government.

(2) All deeds, contracts, schemes, bonds, agreements, instruments and arrangements subsisting immediately before 1 April 2004 to which the Public Accountants Board is a party continue in force on and after that date and are enforceable by or against the Authority as if the Authority had been named in them or had been a party to them instead of the Public Accountants Board.

[25

Misconduct or neglect of duty by employee before transfer

25. The Authority may reprimand, reduce in rank, retire, dismiss or punish in some other manner an individual who had, while he or she was in the service of the Government or the Public Accountants Board (as the case may be), been guilty of any misconduct or neglect of duty which would have rendered him or her liable to be reprimanded, reduced in rank, retired, dismissed or punished in some other manner if he or she had continued to be in the service of the Government or the Public Accountants Board (as the case may be) and if this Act had not been enacted.

[28

PART 6A

ELECTRONIC TRANSACTION SYSTEM, REGISTERED FILING AGENTS AND REGISTERED QUALIFIED INDIVIDUALS

Interpretation of this Part

26. In this Part, unless the context otherwise requires —

“Chief Executive” includes an officer of the Authority authorised by the Chief Executive to exercise a power, function or duty of the Chief Executive under this Part;

“company” has the meaning given by section 4(1) of the Companies Act 1967;

“copy”, in relation to a document, includes a representation of the document in an electronic form;

“document” includes any application, form, report, certification, notice, confirmation, declaration, return or other document (whether in electronic form or otherwise) filed or lodged with, or submitted to, the Registrar;

“electronic transaction system” means the electronic transaction system established by the Authority under section 27(1);

“FATF” means the intergovernmental body known as the Financial Action Task Force;

- “FATF recommendation” means any recommendation relating to the prevention of money laundering and the financing of terrorism adopted by the FATF;
- “Fifth Schedule Act” means any of the written laws specified in the first column of the Fifth Schedule;
- “filing agent” means a person who or which, in the course of the person’s business, carries out on behalf of any other person any transaction with the Registrar using the electronic transaction system or any other means permitted or directed by the Registrar if the electronic transaction system is unavailable;
- “malfunction”, in relation to the electronic transaction system, includes any defect or breakdown in that system or in any equipment, software or telecommunication networks used in or in connection with that system;
- “qualified individual” means an individual who satisfies such criteria as may be prescribed;
- “registered filing agent” means a filing agent registered by the Chief Executive under section 31;
- “registered qualified individual” means a qualified individual registered by the Chief Executive under section 32;
- “Registrar” means —
- (a) the Registrar appointed under a scheduled Act; or
 - (b) the person specified in the second column of the Fifth Schedule, in respect of a Fifth Schedule Act specified in the first column of that Schedule;
- “scheduled Act” means any of the written laws specified in the Second Schedule;
- “transaction”, in relation to the Registrar, means —
- (a) the filing or lodging of any document with the Registrar, or the submission, production, delivery, providing or sending of any document to the

- Registrar, under a scheduled Act or Fifth Schedule Act;
- (b) the making of any application, submission or request to the Registrar under a scheduled Act or Fifth Schedule Act;
 - (c) the provision of any undertaking or declaration to the Registrar under a scheduled Act or Fifth Schedule Act; and
 - (d) the extraction, retrieval or accessing of any document, record or information maintained by the Registrar under a scheduled Act or Fifth Schedule Act.

[28A
[18/2014; 40/2018]

Establishment of electronic transaction system

27.—(1) The Authority may establish an electronic transaction system —

- (a) to enable any person to carry out any transaction with the Registrar;
- (b) to enable the Registrar to issue any approval, certificate, notice, determination or other document under a scheduled Act or Fifth Schedule Act;
- (c) to enable the Authority to provide a service to the public by which information relating to transactions with the Registrar is supplied to the public (whether in bulk or otherwise);
- (d) to enable the Authority to provide any other service falling within the Authority's functions to persons registered or to be registered under a scheduled Act or Fifth Schedule Act; and
- (e) for the purposes of, or connected with, the registration of registered filing agents and registered qualified individuals under this Part.

[18/2014; 40/2018]

(2) The information that may be provided under the service mentioned in subsection (1)(c) —

- (a) may include —
 - (i) copies or extracts of documents filed or lodged with, submitted to, or issued by, the Registrar;
 - (ii) information extracted from documents filed or lodged with, submitted to, or issued by, the Registrar; and
 - (iii) collations, summaries, reports or analyses of documents filed or lodged with, submitted to, or issued by, the Registrar;
- (b) may consist of, or be derived from, documents filed or lodged with, submitted to, or issued by, the Registrar other than through the electronic transaction system; and
- (c) is subject to any restriction relating to confidentiality under a scheduled Act or Fifth Schedule Act.

[18/2014; 40/2018]

(3) Where any transaction with the Registrar can be carried out using the electronic transaction system, the Registrar may refuse to process the transaction unless —

- (a) the transaction is carried out in accordance with this Part including the requirements for the use of the system specified in subsection (4);
- (b) the transaction meets the requirements prescribed in the scheduled Act or Fifth Schedule Act in respect of which the transaction is made; and
- (c) the fee or penalty payable in respect of the transaction has been paid.

[18/2014; 40/2018]

(4) Subject to this Part and any regulations made under section 35, the Chief Executive may determine the requirements for the use of the electronic transaction system, which may include —

- (a) terms and conditions of access to, and use of, the electronic transaction system;

- (b) security and authentication requirements for access to, and use of, the electronic transaction system;
- (c) retention and production of documents supporting or authenticating transactions; and
- (d) modes of payment for transactions.

[18/2014]

(5) The fees payable —

- (a) in respect of any transaction with the Registrar, or for the issue of any approval, certificate, notice, determination or other document under a scheduled Act or Fifth Schedule Act, referred to in subsection (1)(a) and (b) are to be determined under the scheduled Act or Fifth Schedule Act in respect of which the transaction was made or the approval, certificate, notice, determination or other document was issued; and
- (b) in respect of any service provided by the Authority mentioned in subsection (1)(c) or (d) are to be determined by the Authority.

[18/2014; 40/2018]

(6) The Chief Executive must keep a record, in such form as the Chief Executive may determine, of —

- (a) all transactions with the Registrar under the scheduled Acts or Fifth Schedule Acts carried out using the electronic transaction system unless otherwise ordered by an order of the court; and
- (b) all approvals, certificates, notices, determinations and other documents issued under the scheduled Acts or Fifth Schedule Acts through the electronic transaction system.

[28B

[18/2014; 40/2018]

Requirement to use electronic transaction system and agents for use

28.—(1) A person who wishes to carry out a transaction with the Registrar —

- (a) must do so using the electronic transaction system if required by the Registrar under the scheduled Act or Fifth Schedule Act to which the transaction relates; or
- (b) may do so using the electronic transaction system if permitted by the Registrar under the scheduled Act or Fifth Schedule Act to which the transaction relates.

[18/2014; 40/2018]

(2) A person may carry out a transaction with the Registrar using the electronic transaction system on behalf of another person only if the firstmentioned person is a registered filing agent.

[18/2014]

(3) A registered filing agent may carry out a transaction with the Registrar mentioned in subsection (2) only if the registered filing agent acts by or through such individuals as may be prescribed under regulations made under section 35.

[18/2014]

(4) Subsection (2) does not apply to such persons, or to such transactions with the Registrar, as may be prescribed.

[28C

[18/2014]

Evidence of transaction on electronic transaction system

29.—(1) Despite any other written law or rule of law —

- (a) a copy of the whole or any part of any original document that is certified by the Registrar to be a true copy of the whole or the relevant part of the original document is in any proceedings admissible in evidence as of equal validity with the original document; and
- (b) any document prepared by the Registrar that —
 - (i) consists of information reproduced or extracted from any original document; and

- (ii) contains a statement by the Registrar that the information is a true reproduction or extract of the original document,

is, unless evidence to the contrary is adduced, admissible in evidence in place of and to the same extent as the original document.

[18/2014]

(2) In this section, “original document” means a document filed or lodged with, submitted to, or issued by, the Registrar using the electronic transaction system.

[28D
[18/2014]

Electronic transaction system malfunction, errors and omissions

30.—(1) Despite any other written law or rule of law, the Registrar may —

- (a) correct any error or omission in any register kept by the Registrar under a scheduled Act or Fifth Schedule Act;
- (b) correct any error or omission in any document filed or lodged with, or submitted to, the Registrar; and
- (c) supply entries or records omitted to be made in any register mentioned in paragraph (a),

if the error or omission has occurred or arisen as a result of any malfunction of the electronic transaction system.

[18/2014; 40/2018]

(2) The Registrar must maintain a record of every correction made under subsection (1).

[18/2014]

(3) When any error or omission has been corrected under subsection (1), the error or omission is deemed not to have occurred.

[18/2014]

(4) The Authority and the Authority’s officers, employees and agents shall not be liable for any loss or damage, suffered by any person by reason of any error or omission —

- (a) if the error or omission had occurred or arisen as a result of any malfunction in the electronic transaction system; and
- (b) if the malfunction in the electronic transaction system had occurred despite the Authority having acted in good faith and with reasonable care to prevent such a malfunction from occurring.

[28E
[18/2014]

Registered filing agents

31.—(1) An application by a person to be registered as a registered filing agent under this Part, or for the renewal of such registration, must —

- (a) contain such information and be made in such manner as the Chief Executive may determine;
- (b) be accompanied by a declaration in such form as the Chief Executive may specify; and
- (c) be accompanied by such application and registration fees as may be prescribed.

[18/2014]

(2) A person must not be registered as a registered filing agent, or have the person's registration renewed, unless —

- (a) the person meets at least one of the following criteria:
 - (i) the person is a registered qualified individual who will carry out, or supervise the carrying out of, transactions with the Registrar;
 - (ii) the person is a partnership, limited liability partnership or limited partnership, in which there is at least one partner who is a registered qualified individual who will be appointed to carry out, or supervise the carrying out of, transactions with the Registrar;
 - (iii) the person employs or engages a registered qualified individual to carry out, or to supervise the carrying out of, transactions with the Registrar;

- (b) the person is one of the following:
- (i) an individual or a partnership registered as carrying on business under the Business Names Registration Act 2014;
 - (ii) a company incorporated under the Companies Act 1967;
 - (iii) a limited liability partnership registered under the Limited Liability Partnerships Act 2005;
 - (iv) a limited partnership registered under the Limited Partnerships Act 2008;
- (c) if the person is an individual, he or she has successfully completed such courses and training as may be prescribed; and
- (d) if the person is not an individual, the directors, the partners, and the individuals directly or indirectly taking part in or concerned in the management, of that person, have successfully completed such courses and training as may be prescribed.

[18/2014; 29/2014]

(3) The Chief Executive may refuse to register or renew the registration of a person as a registered filing agent if —

- (a) where the applicant is an individual —
- (i) the applicant has been convicted (whether in Singapore or elsewhere) of any offence involving fraud or dishonesty punishable with imprisonment for 3 months or more; or
 - (ii) the applicant is an undischarged bankrupt, whether in Singapore or elsewhere;
- (b) where the applicant is not an individual —
- (i) any director, partner or individual directly or indirectly taking part in or concerned in the management of the applicant has been convicted (whether in Singapore or elsewhere) of any offence

involving fraud or dishonesty punishable with imprisonment for 3 months or more; or

(ii) any director, partner or individual directly or indirectly taking part in or concerned in the management of the applicant is an undischarged bankrupt, whether in Singapore or elsewhere; or

(c) the Chief Executive is otherwise not satisfied that the applicant is a fit and proper person to be so registered, or that any of its directors or partners or any individual directly or indirectly taking part in or concerned in the management of the applicant, is a fit and proper person.

[18/2014]

(4) In determining under subsection (3)(c) whether an applicant is a fit and proper person, or whether any of its directors or partners or any individual directly or indirectly taking part in or concerned in the management of the applicant is a fit and proper person, the Chief Executive may consider such factors as may be prescribed.

[18/2014]

(5) The Chief Executive must refuse to register a person as a registered filing agent if —

(a) that person's previous registration as a registered filing agent had been cancelled because of —

(i) a breach of a prescribed term or condition of registration; or

(ii) a failure to pay a financial penalty imposed because of a breach of a prescribed term or condition of registration; and

(b) less than 2 years has elapsed since the date on which the registration was cancelled.

[18/2014]

(6) The registration, or renewal of registration, of a registered filing agent is valid for such period as the Chief Executive may specify.

[18/2014]

(7) An application to renew the registration of a registered filing agent must be made not earlier than 60 days before the date on which the registration expires.

[18/2014]

(8) The Chief Executive may impose on any registered filing agent such restrictions pertaining to the use of the electronic transaction system as the Chief Executive thinks fit.

[18/2014]

(9) Every registered filing agent must comply with all of the following:

- (a) a condition to perform such customer due diligence measures to detect or prevent money laundering and the financing of terrorism as may be prescribed;
- (b) a condition to cease to act as filing agent for a person if the registered filing agent is unable to complete the prescribed customer due diligence measures in respect of that person;
- (c) a condition to keep, in such manner and for such minimum period as may be prescribed, all records obtained through the prescribed customer due diligence measures, including (but not limited to) all copies or records of any identification document, accounts and business correspondence, as well as the results of any analysis undertaken;
- (d) any other terms and conditions of registration that may be prescribed.

[18/2014]

(10) Without affecting subsections (13) and (14), the Chief Executive may cancel the registration of a registered filing agent —

- (a) if the registered filing agent has ceased to meet —
 - (i) at least one of the criteria specified under subsection (2)(a) for any period exceeding any grace period permitted under subsection (12); or
 - (ii) at least one of the criteria specified under subsection (2)(b);

- (b) if there exists any ground on which the Chief Executive would have been entitled to refuse registration or renewal of registration under subsection (3);
- (c) if the registered filing agent does not do at least one of the following:
 - (i) provide the services of a filing agent;
 - (ii) carry out the functions of a filing agent; or
- (d) if the registered filing agent applies to the Chief Executive for the registered filing agent's registration to be cancelled.

[18/2014]

(11) The Chief Executive may refuse to cancel a registered filing agent's registration under subsection (10)(d) if the Chief Executive suspects that the registered filing agent has breached any of the terms and conditions under subsection (9) and until —

- (a) the Chief Executive has investigated the suspected breach; and
- (b) the Chief Executive —
 - (i) has determined that there was no breach; or
 - (ii) has determined that there was a breach and has either —
 - (A) taken action against the registered filing agent under subsection (13) for the breach; or
 - (B) decided not to take action against the registered filing agent under subsection (13) for the breach.

[18/2014]

(12) Where, after registration, a registered filing agent ceases to meet at least one of the criteria specified under subsection (2)(a), the registered filing agent must meet at least one of those criteria within the earlier of the following:

- (a) the 60th day after the date on which the registered filing agent ceased to meet at least one of the criteria under subsection (2)(a);

- (b) the date on which the registered filing agent's registration under this section expires.

[18/2014]

(13) Where a registered filing agent has breached any term or condition under subsection (9), the Chief Executive may —

- (a) cancel the registration of the registered filing agent;
- (b) suspend the registration of the registered filing agent for a period not exceeding 12 months;
- (c) restrict the registered filing agent's use of the electronic transaction system to the extent that the Chief Executive thinks fit;
- (d) require the registered filing agent to pay, within such period as the Chief Executive may specify, a financial penalty not exceeding \$25,000 for each breach of such term or condition; or
- (e) censure the registered filing agent.

[18/2014]

(14) If the registered filing agent fails to pay the financial penalty required by the Chief Executive within the period specified by the Chief Executive under subsection (13)(d), the Chief Executive may —

- (a) cancel the registration of the registered filing agent;
- (b) suspend the registration of the registered filing agent for a period not exceeding 12 months; or
- (c) restrict the registered filing agent's use of the electronic transaction system to the extent that the Chief Executive thinks fit.

[18/2014]

(15) The Chief Executive must, before taking any action under subsection (10)(a), (b) or (c), (13) or (14) —

- (a) give, in such manner as the Chief Executive may determine, the registered filing agent concerned notice of the Chief Executive's intention to do so; and

- (b) call upon the registered filing agent concerned to show cause, within such period as the Chief Executive may specify, as to why such action ought not be taken.

[28F
[18/2014]

Registered qualified individuals

32.—(1) An application to be registered by the Chief Executive as a registered qualified individual, or for the renewal of such registration, must —

- (a) contain such information and be made in such manner as the Chief Executive may determine;
- (b) be accompanied by a declaration in such form as the Chief Executive may specify; and
- (c) be accompanied by such application and registration fees as may be prescribed.

[18/2014]

(2) An individual must not be registered as a registered qualified individual, or have his or her registration as such renewed, unless —

- (a) the individual is a qualified individual; and
- (b) the individual has completed such courses and training as may be prescribed.

[18/2014]

(3) The Chief Executive may refuse to register or renew the registration of an individual as a registered qualified individual if —

- (a) the individual has been convicted (whether in Singapore or elsewhere) of any offence involving fraud or dishonesty punishable with imprisonment for 3 months or more;
- (b) the individual is an undischarged bankrupt, whether in Singapore or elsewhere; or
- (c) the Chief Executive is otherwise not satisfied that the individual is a fit and proper person to be so registered.

[18/2014]

(4) In determining whether an individual is a fit and proper person under subsection (3)(c), the Chief Executive may consider such factors as may be prescribed.

[18/2014]

(5) The Chief Executive must refuse to register an individual as a registered qualified individual if —

(a) that individual's previous registration as a registered qualified individual was cancelled because of —

(i) a breach of a prescribed term or condition of registration; or

(ii) a failure to pay a financial penalty imposed because of a breach of a prescribed term or condition of registration; and

(b) less than 2 years has elapsed since the date on which the registration was cancelled.

[18/2014]

(6) The registration, or renewal of registration, of a registered qualified individual is valid for such period as the Chief Executive may specify.

[18/2014]

(7) An application to renew the registration of a registered qualified individual must be made not earlier than 60 days before the date on which the registration expires.

[18/2014]

(8) The Chief Executive may impose on any registered qualified individual such restrictions pertaining to the use by that individual of the electronic transaction system as the Chief Executive thinks fit.

[18/2014]

(9) Every registered qualified individual must comply with such terms and conditions as may be prescribed.

[18/2014]

(10) Without affecting subsections (12), (13) and (14), the Chief Executive may cancel the registration of a registered qualified individual —

(a) if the individual ceases to be a qualified individual;

- (b) if there exists any ground on which the Chief Executive would have been entitled to refuse registration or renewal of registration under subsection (3); or
- (c) if the registered qualified individual applies to the Chief Executive for his or her registration to be cancelled.

[18/2014]

(11) The Chief Executive may refuse to cancel a registered qualified individual's registration under subsection (10)(c) if the Chief Executive suspects that the registered qualified individual has breached any of the terms and conditions prescribed under subsection (9) and until —

- (a) the Chief Executive has investigated the suspected breach; and
- (b) the Chief Executive —
 - (i) has determined that there was no breach; or
 - (ii) has determined that there was a breach and has either —
 - (A) taken action against the registered qualified individual under subsection (12) for the breach; or
 - (B) decided not to take action against the registered qualified individual under subsection (12) for the breach.

[18/2014]

(12) Where a registered qualified individual has breached any term or condition prescribed under subsection (9), the Chief Executive may —

- (a) cancel the registration of the registered qualified individual;
- (b) suspend the registration of the registered qualified individual for a period not exceeding 12 months;
- (c) restrict the registered qualified individual's use of the electronic transaction system to the extent that the Chief Executive thinks fit;

- (d) require the registered qualified individual to pay, within such period as the Chief Executive may specify, a financial penalty not exceeding \$10,000 for each breach of such term or condition; or
- (e) censure the registered qualified individual.

[18/2014]

(13) If the registered qualified individual fails to pay the financial penalty required by the Chief Executive within the period specified by the Chief Executive under subsection (12)(d), the Chief Executive may —

- (a) cancel the registration of the registered qualified individual;
- (b) suspend the registration of the registered qualified individual for a period not exceeding 12 months; or
- (c) restrict the registered qualified individual's use of the electronic transaction system to the extent that the Chief Executive thinks fit.

[18/2014]

(14) Without limiting subsections (10), (12) and (13), the Chief Executive may cancel or suspend the registration of the registered qualified individual if the Chief Executive is satisfied that the registered qualified individual has, in his or her capacity as a registered qualified individual, made any declaration, statement or undertaking under any scheduled Act or Fifth Schedule Act —

- (a) that is false or misleading; or
- (b) that the registered qualified individual was not authorised to make.

[18/2014; 40/2018]

(15) The Chief Executive must, before taking any action under subsection (10)(a) or (b), (12), (13) or (14) —

- (a) give, in such manner as the Chief Executive may determine, the registered qualified individual concerned notice of the Chief Executive's intention to do so; and

- (b) call upon the registered qualified individual concerned to show cause, within such period as the Chief Executive may specify, as to why such action ought not be taken.

[28G
[18/2014]

Appeal to Minister

33.—(1) Where the Chief Executive has —

- (a) refused to register an applicant as a registered filing agent, or to renew the registered filing agent’s registration, under section 31; or
- (b) refused to register an applicant as a registered qualified individual, or to renew his or her registration, under section 32,

the Chief Executive must give the applicant written notice of the decision and the applicant may, within 30 days after being notified of the Chief Executive’s decision to refuse to register or to renew the registration, appeal to the Minister against that decision.

[18/2014]

(2) Where the Chief Executive has decided to take any action with respect to a registered filing agent under section 31(10), (13) or (14), or with respect to a registered qualified individual under section 32(10), (12), (13) or (14), the Chief Executive must give the registered filing agent or the registered qualified individual (as the case may be) written notice of the decision.

[18/2014]

(3) Any —

- (a) registered filing agent who is aggrieved by any action taken by the Chief Executive under section 31(10), (13) or (14); or

- (b) registered qualified individual who is aggrieved by any action taken by the Chief Executive under section 32(10), (12), (13) or (14),

may, within 30 days after being notified of the decision under subsection (2), appeal to the Minister against the Chief Executive's decision.

[18/2014]

(4) The Minister may determine an appeal under this section by confirming, varying or reversing the decision of the Chief Executive, and may impose any conditions for the variation or reversal of the Chief Executive's decision that the Minister thinks fit.

[18/2014]

(5) The decision of the Minister in any appeal under this section is final.

[18/2014]

(6) For the purposes of this section and section 34, a reference to the Minister includes a reference to any Minister of State for his or her Ministry that is designated by the Minister to hear an appeal under this section in place of the Minister.

[28H
[18/2014]

Interest for non-payment and recovery of financial penalty

34.—(1) A registered filing agent or a registered qualified individual who fails to pay any amount of a financial penalty imposed by the Chief Executive under section 31 or 32 (as the case may be), or by the Minister on an appeal under section 33 —

- (a) in the case of a registered filing agent —
- (i) within the period specified for payment by the Chief Executive under section 31(13)(d); or
 - (ii) where there is an appeal to the Minister under section 33, within the time specified for payment by the Minister; and
- (b) in the case of a registered qualified individual —
- (i) within the period specified for payment by the Chief Executive under section 32(12)(d); or

- (ii) where there is an appeal to the Minister under section 33, within the time specified for payment by the Minister,

is liable to pay interest at the same rate as for a judgment debt on the unpaid amount.

[18/2014]

(2) The liability of a registered filing agent or a registered qualified individual to pay a financial penalty and any interest on the financial penalty under this Part is not affected by the registered filing agent or registered qualified individual (as the case may be) ceasing to be registered as such.

[18/2014]

(3) In any proceeding for the recovery of any financial penalty under this Part —

- (a) a certificate purporting to be under the hand of the Chief Executive certifying the amount of the financial penalty that is imposed, and the period specified for payment, by the Chief Executive under section 31(13)(d) or 32(12)(d); and
- (b) where there is an appeal to the Minister under section 33, a certificate purporting to be under the hand of the Minister certifying the amount of financial penalty that is imposed, and the period specified for payment, by the Minister on an appeal under section 33(4),

is prima facie evidence of the facts stated in the certificate.

[18/2014]

(4) The Minister, or an officer authorised by the Minister in that behalf, may waive, remit or refund in whole or in part any financial penalty imposed or interest on the penalty.

[28I

[18/2014]

Regulations for this Part

35.—(1) The Minister may make any regulations that are necessary or expedient for carrying out the purposes of this Part.

[18/2014]

- (2) Without limiting subsection (1), such regulations may —
- (a) prescribe the individuals by or through whom a registered filing agent which carries out a transaction with the Registrar must act;
 - (b) prescribe the persons to whom, and the transactions to which, the requirement under section 28(2) (that a person may carry out a transaction with the Registrar on behalf of another person only if the firstmentioned person is a registered filing agent) does not apply;
 - (c) prescribe the criteria for qualified individuals;
 - (d) prescribe the terms and conditions mentioned in sections 31(9) and 32(9) including —
 - (i) the duties of registered filing agents and registered qualified individuals to —
 - (A) ensure proper access and use of the electronic transaction system and (where applicable) supervise agents and employees of the registered filing agents for such purposes;
 - (B) keep proper records in respect of transactions with the Registrar; and
 - (C) give the Chief Executive information, access to premises and records, and other reasonable assistance, for the purposes of inspection and monitoring for compliance with such prescribed terms and conditions;
 - (ii) requirements in relation to the detection and prevention of money laundering or the financing of terrorism, and for the recording and reporting of transactions suspected of involving money laundering or the financing of terrorism, including any term or condition necessary or expedient to give effect to any relevant FATF recommendation; and
 - (iii) the duty of registered filing agents and registered qualified individuals to assess, and to report to the

Chief Executive on, their compliance with such terms and conditions;

- (e) provide for the application of the terms and conditions prescribed for the purposes of sections 31(9) and 32(9) to transactions with the Registrar that are carried out by means other than through the electronic transaction system (whether because of a malfunction of the electronic transaction system or otherwise);
- (f) provide for the manner in which any or both of the following may be published:
 - (i) any decision of, or action taken by, the Chief Executive under section 31 or 32;
 - (ii) any determination of the Minister under section 33;
- (g) prescribe —
 - (i) the fees payable for the purposes of this Part and not expressly provided for in section 27(5);
 - (ii) the penalties payable for the late filing of any document; and
 - (iii) the manner in which such fees and penalties are to be paid;
- (h) provide that any contravention of any provision of the regulations, other than a contravention of a term or condition mentioned in section 31(9) or 32(9), shall be an offence punishable with a fine not exceeding \$50,000 or with imprisonment for a term not exceeding 3 years or with both;
- (i) prescribe anything which may be prescribed under this Part; and
- (j) contain any transitional and other supplementary and incidental provisions that appear to the Minister to be appropriate for carrying out the purposes of this Part.

[28J
[18/2014]

PART 7

MISCELLANEOUS

Symbol or representation of Authority

36.—(1) The Authority has the exclusive right to the use of such symbol or representation as the Authority may select or devise and thereafter display or exhibit such symbol or representation in connection with its activities or affairs.

[18/2014]

(2) Any person who uses a symbol or representation identical with that of the Authority, or which so resembles the Authority's symbol or representation as to deceive or cause confusion, or to be likely to deceive or cause confusion, 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 6 months or to both and, in the case of a continuing offence, to a further fine not exceeding \$250 for every day or part of a day during which the offence continues after conviction.

[30

[18/2014]

Use of name, etc., of Authority

37.—(1) The Authority may conduct its operations under its full name or under the acronym ACRA.

[18/2014]

(2) A person other than the Authority must not use the name of the Authority or the acronym ACRA, or a name or acronym which so resembles the name of the Authority or the acronym ACRA, as is likely to deceive or cause confusion —

- (a) in connection with a business, trade, profession or occupation;
- (b) as the name, or as part of the name, of any firm, body corporate or institution; or
- (c) in relation to —
 - (i) services or products; or

- (ii) the promotion, by any means, of the supply of services or products.

[18/2014]

(3) Any person who contravenes subsection (2) 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 6 months or to both and, in the case of a continuing offence, to a further fine not exceeding \$250 for every day or part of a day during which the offence continues after conviction.

[30A
[18/2014]

False statements

38. Any person who, in relation to any application under this Act —

- (a) makes any false statement which the person knows to be false or does not believe to be true or which the person makes recklessly; or
- (b) intentionally suppresses any material fact,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$50,000 or to imprisonment for a term not exceeding 2 years or to both.

[30B
[18/2014]

Powers of enforcement

39.—(1) In addition to the powers conferred on him or her by this Act or any other written law, an officer or employee of the Authority may, in relation to any offence under this Act or any written law specified in the Second Schedule —

- (a) require any person whom the officer or employee reasonably believes to have committed that offence to provide evidence of the person's identity;
- (b) require any person to provide any information or produce any book, document or copy thereof in the possession of that person, and may, without fee or reward, inspect, make copies of or take extracts from such book or document;

- (c) require, by order in writing, the attendance before the officer or employee of any person within the limits of Singapore who, from any information given or otherwise obtained by the officer or employee, appears to be acquainted with the circumstances of the case;
- (d) examine orally any person reasonably believed to be acquainted with the facts or circumstances of the case or with any other matter that the officer or employee specifies, and reduce into writing the answer given or statement made by that person;
- (e) take any photographs or video recordings, that the officer or employee thinks necessary, of the premises in which or in connection with which he or she reasonably believes an offence has been committed and the persons reasonably believed to be acquainted with the facts or circumstances of the case or with any other matter that the officer or employee specifies; and
- (f) require the owner or occupier of any premises in which or in connection with which the officer or employee of the Authority reasonably believes an offence has been committed to give the officer or employee access to such premises without charge for the purpose of investigating that offence.

[18/2014]

(2) The person mentioned in subsection (1)(d) is bound to state truly what the person knows of the facts and circumstances with which the person is acquainted except that the person need not say anything that might expose the person to a criminal charge, penalty or forfeiture.

[18/2014]

(3) A statement made by the person referred to in subsection (2) must —

- (a) be reduced to writing;
- (b) be read over to the person;

(c) if the person does not understand English, be interpreted in a language that the person understands; and

(d) after correction, if necessary, be signed by the person.

[18/2014]

(4) An officer or employee of the Authority when exercising any power under this Act must declare his or her office and must produce to the person against whom he or she is acting such identification card as the Chief Executive may direct to be carried by officers or employees of the Authority.

[18/2014]

(5) An officer or employee of the Authority may also, in relation to an investigation into a breach of a term or condition of registration of a registered filing agent or a registered qualified individual under Part 6A, exercise the powers under subsection (1) in the same manner as if the breach of the term or condition of registration were an offence under this Act.

[18/2014]

(6) Any person who —

(a) refuses to give access to, or assaults, obstructs, hinders or delays, an officer or employee of the Authority in the discharge of the duties by such officer or employee of the Authority under this Act or that written law;

(b) wilfully misstates or without lawful excuse refuses to give any information or produce any book, document or copy thereof required of the person by an officer or employee of the Authority under subsection (1) or (5); or

(c) fails to comply with a lawful demand of an officer or employee of the Authority in the discharge by such officer or employee of his or her duties under this Act or that written law,

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.

[31

[18/2014]

Offences committed by bodies corporate, etc.

40.—(1) Where an offence under this Act which has been committed by a body corporate is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, a director, manager, secretary or any similar officer of the body corporate, or any person who was purporting to act in any such capacity, he or she, as well as the body corporate, shall be guilty of that 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) applies in relation to the acts and defaults of a member in connection with the member's functions of management as if the member were a director of the body corporate.

(3) Proceedings for an offence under this Act alleged to have been committed by a partnership are to be brought in the name of the partnership and not in the names of the partners; but without affecting any liability of the partners under subsection (5).

(4) A fine imposed on a partnership on its conviction in such proceedings is to be paid out of the partnership assets.

(5) Where a partnership is guilty of an offence under this Act, every partner, other than a partner who is proved to have been ignorant of or to have attempted to prevent the commission of the offence, shall also be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

[32

Proceedings conducted by officers of Authority

41.—(1) Proceedings in respect of an offence under this Act or under any written law specified in the Second Schedule may, with the authorisation of the Public Prosecutor, be conducted by an officer of the Authority who is authorised in writing in that behalf by the Chief Executive.

[15/2010]

(2) Despite the provisions of any written law, a legal officer of the Authority who has been admitted as an advocate and solicitor under the Legal Profession Act 1966 may —

- (a) appear in any civil proceedings involving the Authority or any Registrar in the performance of the functions or duties of the Authority or Registrar under any written law specified in the Second Schedule; and
 - (b) make and do all acts and applications in respect of such proceedings on behalf of the Authority or any Registrar.
- (3) In this section, “Registrar” means —
- (a) the Registrar of Public Accountants and any Deputy or Assistant Registrar of Public Accountants appointed under the Accountants Act 2004;
 - (b) the Registrar of Business Names and any Deputy Registrar or Assistant Registrar of Business Names appointed under the Business Names Registration Act 2014;
 - (c) the Registrar of Companies and any Deputy or Assistant Registrar of Companies appointed under the Companies Act 1967;
 - (d) the Registrar of Limited Liability Partnerships and any Deputy or Assistant Registrar of Limited Liability Partnerships appointed under the Limited Liability Partnerships Act 2005;
 - (e) the Registrar of Limited Partnerships and any Deputy or Assistant Registrar of Limited Partnerships appointed under the Limited Partnerships Act 2008; and
 - (f) the Registrar of VCCs and any Deputy or Assistant Registrar of VCCs appointed under the Variable Capital Companies Act 2018.

[33

[4/2010; 29/2014; 44/2018]

Preservation of secrecy

- 42.—**(1) A person who is or has been —
- (a) a member, an officer, an employee or an agent of the Authority; or

(b) a member of a committee of the Authority,
must not disclose any information relating to the affairs of the Authority or of any other person which has been obtained by the firstmentioned person in the performance of that person's duties or the exercise of that person's functions unless such disclosure is made —

- (c) with the permission of the person from whom the information was obtained or, where the information is the confidential information of a third person, with the permission of that third person;
- (d) for the purpose of the administration or enforcement of this Act or any written law specified in the Second Schedule;
- (e) in compliance with the requirement of any court or as required or allowed by the provisions of any written law;
- (f) with the prior authorisation from the Authority to do so;
- (g) for the purpose of assisting any public officer or officer of any other statutory board in the investigation or prosecution of any offence under any written law;
- (h) for the purpose of assisting a public officer, or an officer of another statutory board, who is responsible for administering or enforcing any written law, to administer or enforce that written law;
- (i) in connection with any civil proceedings to which the Authority is a party; or
- (j) with a view to the institution, or otherwise for the purposes, of any disciplinary proceedings or investigation in connection therewith under any written law.

[18/2014; 5/2018]

(2) A person who is or has been —

- (a) a member, an officer, an employee or an agent of the Authority; or

(b) a member of a committee of the Authority,

must not, for the person's own personal benefit or for the personal benefit of any other person, make use of any information, whether directly or indirectly, which has been obtained by that firstmentioned person in the performance of that person's duties or the exercise of that person's functions.

(3) For the purpose of this section, the reference to the person disclosing or making use of any information includes the person permitting any other person to have any access to any record, document or other thing which is in the firstmentioned person's possession or under that person's control by virtue of that person being or having been a member, an officer, an employee or an agent of the Authority or a member of a committee of the Authority.

(4) Any person who contravenes subsection (1) or (2) 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 12 months or to both.

(5) The provisions of this section are in addition to, and not in derogation of, any provision in any written law specified in the Second Schedule that regulates or restricts the disclosure of information by any member, officer, employee, agent or member of a committee of the Authority.

[34

Jurisdiction of District Court

43. Despite any provision to the contrary in the Criminal Procedure Code 2010, a District Court has jurisdiction to try any offence under this Act and has power to impose the full penalty or punishment in respect of the offence.

[35

Composition of offences

44.—(1) The Chief Executive or any officer of the Authority who is authorised by the Chief Executive may compound any offence under this Act which is prescribed as a compoundable offence by collecting

from a person reasonably suspected of having 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.

[18/2014]

(2) On payment of the sum of money, no further proceedings are to be taken against that person in respect of the offence.

[36

Amendment of Schedules

45. The Minister may, by order in the *Gazette*, amend the Second, Fourth and Fifth Schedules.

[37

[18/2014; 40/2018]

Rules

46.—(1) The Authority may, with the approval of the Minister, make rules to carry out the purposes and provisions of this Act.

(2) Without limiting subsection (1), the Authority may, with the approval of the Minister, make rules for or with respect to all or any of the following matters:

- (a) the manner of appointment, conduct and discipline and the terms and conditions of service of the officers and employees of the Authority;
- (b) the establishment of funds for the payment of gratuities and other benefits to officers and employees of the Authority;
- (c) the fees to be charged in respect of anything done or any service rendered by the Authority under or by virtue of this Act, other than Part 6A, or any other written law;
- (d) the offences which may be compounded under section 44.

[38

[18/2014]

FIRST SCHEDULE

Section 5(4)

CONSTITUTION AND PROCEEDINGS OF AUTHORITY

Terms of office of Chairperson and members

1. The Chairperson and other members hold office for such period and on such terms and conditions as the Minister may determine, and are eligible for re-appointment.

Role of Deputy Chairperson

2. Where the Minister has appointed a Deputy Chairperson under section 5(3)(a), the Deputy Chairperson so appointed may, subject to such direction as may be given by the Chairperson, exercise all or any of the powers exercisable by the Chairperson under this Act.

Temporary Chairperson

3. The Minister may appoint any person to be a temporary Chairperson during the temporary incapacity from illness or otherwise, or during the temporary absence from Singapore, of the Chairperson.

Revocation of appointment

4. The Minister may, at any time, revoke the appointment of the Chairperson, Deputy Chairperson (if any) or any member if the Minister considers such revocation necessary in the interest of the effective and economical performance of the functions of the Authority under this Act or in the public interest.

Resignation

5. A member may resign from the member's office at any time by giving not less than one month's notice in writing to the Minister.

Chairperson may delegate functions

6. The Chairperson may, in writing, authorise any member to exercise any power or perform any function conferred on the Chairperson by or under this Act.

Vacation of office

7. The office of a member becomes vacant —

(a) on the member's death;

(b) if the member fails to attend 3 consecutive meetings of the Authority without sufficient cause (the sufficiency thereof to be decided by the Authority);

FIRST SCHEDULE — *continued*

- (c) if the member becomes in any manner disqualified from membership of the Authority;
- (d) if the member is adjudicated a bankrupt;
- (e) if the member resigns from the member's office; or
- (f) if the member's appointment is revoked.

Filling of vacancies

8. If a vacancy occurs in the membership of the Authority, the Minister may, subject to paragraphs 1 and 9, appoint any person to fill the vacancy, and the person so appointed is to hold office for the remainder of the term for which the vacating member was appointed.

Disqualification from membership

9. A person must not be appointed or continue to hold office as a member if the person —

- (a) is incapacitated by physical or mental illness;
- (b) is an undischarged bankrupt or has made any arrangement or composition with the person's creditors;
- (c) is convicted of an offence involving dishonesty, fraud or moral turpitude and has not received a free pardon;
- (d) has been sentenced to imprisonment for a term of 6 months or more and has not received a free pardon; or
- (e) is otherwise unable or unfit to discharge the functions of a member.

Salaries, fees and allowances payable to members of Authority

10. There are to be paid to the members of the Authority, out of the funds of the Authority, such salaries, fees and allowances as the Minister may determine.

Meetings and proceedings of Authority

11.—(1) The Authority is to meet for the despatch of business at such times and places as the Chairperson may appoint.

(2) At every meeting of the Authority, one half of the number of members constitutes a quorum.

(3) The Chairperson presides at all meetings of the Authority, but if the Chairperson is absent from a meeting —

- (a) the Deputy Chairperson; or

FIRST SCHEDULE — *continued*

(b) if there is no Deputy Chairperson, such member as the members present may elect,

presides at that meeting.

(4) Decisions at meetings of the Authority are to be adopted by a simple majority of the members present and voting and, in the case of an equality of votes, the Chairperson or in the Chairperson's absence the member presiding has a casting vote.

(5) Where not less than 4 members, by written notice signed by them, request the Chairperson to convene a meeting of the Authority for any purpose specified in the notice, the Chairperson must, within 7 days from the receipt of the notice, convene a meeting for that purpose.

(6) The validity of any proceedings of the Authority is not affected by any vacancy among its members or by any defect in the appointment of any member.

(7) Subject to the provisions of this Act and the Public Sector (Governance) Act 2018, the Authority may regulate its own proceedings generally and, in particular, regarding the holding of meetings, the notice to be given of the meetings, the proceedings at the meetings, the keeping of minutes, the custody, production and inspection of the minutes, and the opening, keeping, closing and auditing of accounts.

[18/2014; 5/2018; 40/2018]

SECOND SCHEDULE

Sections 2(2), 6(1), 12(2), 26, 39(1),
41(1) and (2), 42(1) and (5) and 45

WRITTEN LAWS ADMINISTERED AND ENFORCED BY AUTHORITY

1. Accountants Act 2004.
2. Business Names Registration Act 2014.
3. Companies Act 1967.
4. Limited Liability Partnerships Act 2005.
5. Limited Partnerships Act 2008.
6. All Parts of the Variable Capital Companies Act 2018, other than Part 7.

[29/2014; 40/2018; 44/2018; S 253/2009]

THIRD SCHEDULE

[Repealed by Act 5 of 2018]

FOURTH SCHEDULE

Sections 5(5) and 45

DESIGNATED ENTITIES

1. Institute of Singapore Chartered Accountants (formerly known as Institute of Certified Public Accountants of Singapore).

[18/2014]

FIFTH SCHEDULE

Sections 26 and 45

WRITTEN LAWS UNDER WHICH TRANSACTION MAY BE CARRIED OUT USING ELECTRONIC TRANSACTION SYSTEM

First column

Second column

1. Insolvency, Restructuring and
Dissolution Act 2018

Registrar of Companies mentioned
in section 2(1) of the Insolvency,
Restructuring and Dissolution
Act 2018

[40/2018]

LEGISLATIVE HISTORY
ACCOUNTING AND CORPORATE
REGULATORY AUTHORITY
ACT 2004

This Legislative History is a service provided by the Law Revision Commission on a best-efforts basis. It is not part of the Act.

1. Act 3 of 2004 — Accounting and Corporate Regulatory Authority Act 2004

Bill	:	1/2004
First Reading	:	5 January 2004
Second and Third Readings	:	6 February 2004
Commencement	:	1 April 2004

2. Act 45 of 2004 — Trustees (Amendment) Act 2004

(Amendments made by section 25(4) read with item (1) of the Schedule to the above Act)

Bill	:	43/2004
First Reading	:	21 September 2004
Second and Third Readings	:	19 October 2004
Commencement	:	15 December 2004 (section 25(4) read with item (1) of the Schedule)

3. Act 5 of 2005 — Limited Liability Partnerships Act 2005

(Amendments made by section 60(1) read with item (1) of the Sixth Schedule to the above Act)

Bill	:	64/2004
First Reading	:	19 October 2004
Second and Third Readings	:	25 January 2005
Commencement	:	11 April 2005 (section 60(1) read with item (1) of the Sixth Schedule)

4. 2005 Revised Edition — Accounting and Corporate Regulatory Authority Act (Chapter 2A)

Operation	:	31 July 2005
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5. Act 11 of 2005 — Trust Companies Act 2005

(Amendments made by section 84 read with item (1) of the Fifth Schedule to the above Act)

Bill	:	1/2005
First Reading	:	25 January 2005
Second and Third Readings	:	18 February 2005
Commencement	:	1 February 2006 (section 84 read with item (1) of the Fifth Schedule)

6. G.N. No. S 253/2009 — Accounting and Corporate Regulatory Authority Act (Amendment of Second Schedule) Order 2009

Commencement	:	4 May 2009
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7. Act 4 of 2010 — Statutes (Miscellaneous Amendments) Act 2010

(Amendments made by section 8 of the above Act)

Bill	:	26/2009
First Reading	:	23 November 2009
Second and Third Readings	:	12 January 2010
Commencement	:	5 February 2010 (section 8)

8. Act 15 of 2010 — Criminal Procedure Code 2010

(Amendments made by section 430 read with item 1 of the Sixth Schedule to the above Act)

Bill	:	11/2010
First Reading	:	26 April 2010
Second Reading	:	18 May 2010
Third Reading	:	19 May 2010
Commencement	:	2 January 2011 (section 430 read with item 1 of the Sixth Schedule)

9. Act 5 of 2013 — Singapore Accountancy Commission Act 2013

(Amendments made by section 44 of the above Act)

Bill	:	40/2012
First Reading	:	15 November 2012
Second and Third Readings	:	14 January 2013
Commencement	:	1 April 2013 (section 44)

10. Act 18 of 2014 — Accounting and Corporate Regulatory Authority (Amendment) Act 2014

Bill	:	8/2014
First Reading	:	17 February 2014
Second and Third Readings	:	14 April 2014
Commencement	:	15 May 2015

11. Act 29 of 2014 — Business Names Registration Act 2014

(Amendments made by section 47 read with item 1 of the Schedule to the above Act)

Bill	:	26/2014
First Reading	:	8 September 2014
Second and Third Readings	:	8 October 2014
Commencement	:	3 January 2016 (section 47 read with item 1 of the Schedule)

12. Act 5 of 2018 — Public Sector (Governance) Act 2018

(Amendments made by section 46 of the above Act)

Bill	:	45/2017
First Reading	:	6 November 2017
Second Reading	:	8 January 2018
Notice of Amendments	:	8 January 2018
Third Reading	:	8 January 2018
Commencement	:	1 April 2018 (section 46)

13. Act 44 of 2018 — Variable Capital Companies Act 2018

(Amendments made by section 167(1) of the above Act)

Bill	:	40/2018
First Reading	:	10 September 2018
Second and Third Readings	:	1 October 2018
Commencement	:	14 January 2020 (section 167(1))

14. Act 40 of 2018 — Insolvency, Restructuring and Dissolution Act 2018

(Amendments made by section 452 of the above Act)

Bill	:	32/2018
First Reading	:	10 September 2018

Second and Third Readings : 1 October 2018
Commencement : 30 July 2020 (section 452)

Abbreviations

C.P.	Council Paper
G.N. No. S (N.S.)	Government Notification Number Singapore (New Series)
G.N. No.	Government Notification Number
G.N. No. S	Government Notification Number Singapore
G.N. Sp. No. S	Government Notification Special Number Singapore
L.A.	Legislative Assembly
L.N.	Legal Notification (Federal/Malaysian Subsidiary Legislation)
M. Act	Malayan Act/Malaysia Act
M. Ordinance	Malayan Ordinance
Parl.	Parliament
S.S.G.G. (E) No.	Straits Settlements Government Gazette (Extraordinary) Number
S.S.G.G. No.	Straits Settlements Government Gazette Number

COMPARATIVE TABLE
ACCOUNTING AND CORPORATE
REGULATORY AUTHORITY
ACT 2004

This Act has undergone renumbering in the 2020 Revised Edition. This Comparative Table is provided to help readers locate the corresponding provisions in the last Revised Edition.

2020 Ed.	2005 Ed.
—	9—(4) [<i>Deleted by Act 5 of 2018</i>]
—	12 [<i>Repealed by Act 5 of 2018</i>]
12	13
13	14
14	15
—	16—(1) [<i>Deleted by Act 5 of 2018</i>]
—	(2) [<i>Deleted by Act 5 of 2018</i>]
—	(3) [<i>Deleted by Act 5 of 2018</i>]
15	(4)
16	17
17	18
18	19
19	20
20	21
21	22
22	23
23	24
24	25
[<i>Omitted as spent</i>]	26
[<i>Omitted as spent</i>]	27
25	28
26	28A

2020 Ed.	2005 Ed.
27	28B
28	28C
29	28D
30	28E
31	28F
32	28G
33	28H
34	28I
35	28J
—	29 [<i>Repealed by Act 5 of 2018</i>]
36	30
37	30A
38	30B
39	31
(2)	(1A)
(3)	(1B)
(4)	(1C)
(5)	(1D)
(6)	(2)
40	32
41	33
42	34
43	35
44	36
45	37
46	38