

BUSINESS NAMES REGISTRATION ACT 2014

(No. 29 of 2014)

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

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

PART 1
PRELIMINARY

Short title and commencement

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

Interpretation

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

“alternate address” means an alternate address maintained with the Registrar under section 30(2) that meets the requirements of that section;

“authorised representative” means an authorised representative appointed under section 11(1);

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

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

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

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

“company” has the same meaning as in section 4(1) of the Companies Act (Cap. 50);

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

(a) any company;

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

(c) any foreign company;

“document” means —

- (a) any application, form, report, certification, notice, confirmation, declaration or other document to be filed or lodged with or submitted to the Registrar; or
- (b) any certificate, notice or other document to be issued by the Registrar;

“firm” means an unincorporated body of —

- (a) 2 or more individuals;
- (b) one or more individuals and one or more corporations; or
- (c) 2 or more corporations,

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

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

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

- (a) an administrator, an executor, a liquidator, a trustee, a nominee, or a guardian of the individual; or
- (b) a donee or deputy appointed under the Mental Capacity Act (Cap. 177A) in respect of the individual,

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

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

“inspector” means a person authorised in writing by the Registrar under section 32(1) to be an inspector for the purposes of this Act;

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

“register” means the register kept under this Act;

“registered” means registered under this Act;

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

“Registrar” means the Registrar of Business Names appointed under section 3(2) and includes any Deputy Registrar or Assistant Registrar of Business Names appointed under that section;

“residential address”, in relation to an individual, means the individual’s usual place of residence.

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

(3) Despite subsection (2), a foreign company is not to be treated as carrying on business in Singapore for the reason only that in Singapore it —

- (a) is or becomes a party to any action or suit or any administrative or arbitration proceeding, or effects settlement of an action, a suit or a proceeding or of any claim or dispute;
- (b) holds meetings of its directors or shareholders or carries on other activities concerning its internal affairs;
- (c) maintains any bank account;
- (d) effects any sale through an independent contractor;
- (e) solicits or procures any order which becomes a binding contract only if such order is accepted outside Singapore;
- (f) creates evidence of any debt or creates a charge on movable or immovable property;
- (g) secures or collects any of its debts or enforces its rights in regard to any securities relating to such debts;

- (h) conducts an isolated transaction that is completed within a period of 31 days, but not being one of a number of similar transactions repeated from time to time;
- (i) invests any of its funds or holds any property;
- (j) establishes a share transfer or share registration office in Singapore;
- (k) effects any transaction through its related corporation licensed or approved under any written law by the Monetary Authority of Singapore established under the Monetary Authority of Singapore Act (Cap. 186), and under an arrangement approved by that Authority; or
- (l) carries on such other activity as may be prescribed.

(4) For the purpose of subsection (3), “related corporation” has the same meaning as in section 4(1) of the Companies Act.

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

(6) For the purposes of sections 8(7), 12(4), 16(5) and 17(9) and (10), any reference to the Minister includes a reference to such Minister of State for his or her Ministry who is authorised by the Minister for the purposes of hearing an appeal under that provision.

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

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

- (2) The Minister may, after consulting the Authority, appoint —
 - (a) an officer of the Authority to be the Registrar of Business Names; and
 - (b) such numbers of Deputy Registrars and Assistant Registrars of Business Names from amongst the officers of the Authority, public officers and the officers of any other statutory body,

for the proper administration of this Act.

(3) The Registrar is responsible for keeping a register of registered persons and their registered business names, generally for the carrying out of the provisions of this Act, and for the collection of the fees payable under this Act and payment of all amounts so collected into the funds of the Authority.

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

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

Persons not required to be registered under Act

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

- (a) any individual proprietor carrying on business under only the individual proprietor's full name;
- (b) any firm of 2 or more individuals carrying on business under only the full names of all the individuals;
- (c) subject to subsection (2), any individual or firm of 2 or more individuals carrying on any business consisting solely of the exercise of any profession which, under the provisions of any written law, can be exercised only by those who possess certain qualifications prescribed by the written law and whose names are registered or otherwise recorded in the manner prescribed by any written law;
- (d) a person (*A*) in respect of or for whom another person (*B*) carries on business wholly or mainly as nominee or trustee if *B* has provided the particulars required under section 7(1);

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- (e) any statutory authority or other body established by or under any public Act for a public purpose;
 - (f) any institution, authority, person or fund specified in the First Schedule to the Income Tax Act (Cap. 134);
 - (g) any society registered under the Societies Act (Cap. 311);
 - (h) any society registered under the Co-operative Societies Act (Cap. 62);
 - (i) any mutual benefit organisation registered under the Mutual Benefit Organisations Act (Cap. 191);
 - (j) any trade union registered under the Trade Unions Act (Cap. 333);
 - (k) the Public Trustee or the Official Assignee of the property of a bankrupt;
 - (l) any foreign company carrying on business in Singapore which is registered under the Companies Act (Cap. 50) and carries on the business under its registered name;
 - (m) any company carrying on business under its corporate name;
 - (n) any limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A) carrying on business under its registered name;
 - (o) subject to section 42(3) of the Limited Partnerships Act (Cap. 163B), any limited partnership registered under that Act;
 - (p) any other person or class of persons for the time being exempted by the Minister under regulations made under section 43; and
 - (q) any individual proprietor who carried on any business specified in the First Schedule to the Business Registration Act (Cap. 32) immediately before the date of commencement of this Act and who is alive and continues to carry on the same business on and after that date.

(2) An individual or a firm of 2 or more individuals referred to in subsection (1)(c), is required to be registered when carrying on business in Singapore if regulations made under section 43 prescribe that the exemption under subsection (1)(c) does not apply to such individual or firm.

(3) A person carrying on business in Singapore who is not required to be registered under subsection (1), other than a person who is specified in any of the provisions of subsection (1)(e) to (o), may choose to be registered.

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

(5) For the purposes of this section —

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

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

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

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

PART 2

REGISTRATION

Requirement to register

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

(2) Where a person intends to carry on business in Singapore under more than one business name, there must be separate registrations in respect of the person and each of those business names, and any reference to registration in this Act is to be construed accordingly.

Manner and particulars of registration

6.—(1) An application for registration —

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

- (ix) such other information concerning the person proposing to carry on business and the person's business name as may be prescribed.

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

(3) In subsection (1) —

“appropriate person” means —

- (a) where the registration to be effected is that of an individual proprietor, that individual;
- (b) where the registration to be effected is that of a company, a director or a secretary of the company;
- (c) where the registration to be effected is that of a limited liability partnership within the meaning of section 2 of the Limited Liability Partnerships Act (Cap. 163A), a manager of the limited liability partnership;
- (d) where the registration to be effected is that of a foreign company registered under Division 2 of Part XI of the Companies Act (Cap. 50), an authorised representative of the foreign company as defined in section 366 of that Act;
- (e) where the registration to be effected is that of a firm, an individual who is either —
 - (i) a partner of the firm; or
 - (ii) an appropriate person specified in paragraph (b), (c) or (d) (as the case may be) in respect of any company, limited liability partnership or foreign company that is a partner of the firm; or
- (f) a registered filing agent registered under section 28F of the Accounting and Corporate Regulatory Authority Act (Cap. 2A) who is authorised by, and

is acting for, the person seeking to be registered under this Act;

“identification” means —

- (a) in the case of an individual issued with an identity card under the National Registration Act (Cap. 201), the number of the individual’s identity card; and
- (b) in the case of an individual not issued with an identity card under that Act, particulars of the individual’s passport or such other similar evidence of identity as is acceptable to the Registrar.

Registration by nominee or trustee

7.—(1) Where a person (*B*) carries on a business wholly or mainly as nominee or trustee of or for another person (*A*), for the general purposes of the business in Singapore, *B* must, in addition to the particulars required by section 6, provide such particulars as may be prescribed.

(2) A person must not carry on business in Singapore as nominee or trustee of a foreign company.

Registration

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

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

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

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

the prescribed fee, is renewable for such period as the Registrar may approve.

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

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

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

(7) Subject to section 13(2), any person who is aggrieved by the refusal of the Registrar under this Act —

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

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

When registration must be refused

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

- (a) the business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore;
- (b) it would be contrary to the national security or interest for the person to be registered; or

- (c) the person is a foreign company that is not registered under Division 2 of Part XI of the Companies Act (Cap. 50).

Registration does not confer ownership

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

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

Authorised representative

11.—(1) Where an individual proprietor, all the partners of a firm or all the officers of a foreign company, as the case may be, does not or do not reside in Singapore (either at or after the time the individual proprietor, firm or foreign company was registered), the individual proprietor, firm or foreign company must appoint, within the time specified in subsection (3), (4) or (11), whichever is applicable, at least one authorised representative who must meet the criteria set out in subsection (2).

(2) The authorised representative must be —

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

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

- (a) at the time the individual proprietor, firm or foreign company is registered; or
- (b) if the individual proprietor, firm or foreign company will carry on business in Singapore on a date after the date of

registration, not later than the date on which the individual proprietor, firm or foreign company commences to carry on business in Singapore.

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

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

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

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

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

(8) The notice of appointment must contain the residential address of the authorised representative.

(9) Where an authorised representative appointed under subsection (1) —

(a) resigns, retires, dies or otherwise ceases to be an authorised representative for any reason; or

(b) ceases to be qualified as an authorised representative,

the individual proprietor, firm or foreign company referred to in subsection (1) must lodge with the Registrar a notice that the authorised representative has ceased to be, or ceased to be qualified to be, the individual proprietor's, firm's or foreign company's authorised representative within 14 days after that event.

(10) If the individual proprietor, firm or foreign company referred to in subsection (1) fails to lodge with the Registrar the notice under subsection (9), the former authorised representative may lodge a notice with the Registrar that he or she has ceased to be, or ceased to be qualified to be, the authorised representative for the individual proprietor, firm or foreign company.

(11) Where the sole authorised representative of an individual proprietor, a firm or a foreign company appointed under subsection (1) —

(a) resigns, retires, dies or otherwise ceases to be the authorised representative for any reason; or

(b) ceases to be qualified as an authorised representative,

the individual proprietor, firm or foreign company must, within 30 days after the date on which the sole authorised representative ceases to be, or ceases to be qualified to be, the authorised representative, appoint a new authorised representative.

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

(13) In this section, “officer”, in relation to a foreign company, includes any director, secretary, manager, office holder or person employed in an executive capacity.

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

- (a) a corporation resides outside Singapore if the corporation is incorporated or formed outside Singapore; and
- (b) an individual resides outside Singapore if the individual's residential address is outside Singapore.

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

- (a) a company; or
- (b) a limited liability partnership registered under the Limited Liability Partnerships Act,

ceases to reside in Singapore when it is dissolved.

(16) For the purposes of subsections (9), (10) and (11), an authorised representative ceases to be qualified to be an authorised representative if he or she ceases to have full legal capacity or ceases to be ordinarily resident in Singapore.

General power to cancel registration

12.—(1) The Registrar may cancel the registration of a person and the person's business name if —

- (a) the Registrar is satisfied that —
 - (i) the business of the person is being used or is intended to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or
 - (ii) it would be contrary to the national security or interest for the person to continue to be registered;
- (b) in connection with the person's business, the person carrying on the business, or any other person appointed by that person to manage the business solely or substantially on that person's behalf, has been convicted of an offence under the Charities Act (Cap. 37); or
- (c) the person required to appoint an authorised representative under section 11(1) —

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- (i) fails to appoint an authorised representative within the period that the authorised representative is required to be appointed under section 11(3) or (4); or
 - (ii) fails to appoint a new authorised representative within 30 days after the date that the person's sole authorised representative resigned, retired, died or otherwise ceased to be, or ceased to be qualified to be, the person's authorised representative as required under section 11(11).

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

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

- (a) give the person notice in writing of the Registrar's intention to cancel the registration;
- (b) specify in the notice a period of at least 30 days within which the person may make written representations to the Registrar; and
- (c) consider the person's written representations (if any) to the proposed cancellation that are received by the Registrar within the time specified in the notice.

(4) Subject to section 13(3), any person aggrieved by the cancellation under subsection (1) or (2) may, within 30 days after the date the person is notified of the cancellation or such further period as the Minister may allow in any particular case, appeal to the Minister whose decision is final.

Supplemental provision to sections 9 and 12

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

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

(3) Section 12(4) does not apply in a case where the Registrar cancels the registration of a person and the person's business name under section 12(1)(*a*)(ii) on the basis of a certificate issued under subsection (1).

Cancellation for failure to renew registration

14.—(1) If the registration of a person and the person's business name expires, the Registrar is to give written notice to the person that the Registrar may cancel the registration unless the registration is renewed within the period stated in the notice.

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

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

(4) A person and the person's business name continue to be registered after the registration of the person and the person's business name has expired unless the registration is cancelled.

Use of business names

15.—(1) Subject to subsection (2), a person who is required to be registered and is registered under this Act must not carry on business under a business name other than the person's registered business name.

(2) Subsection (1) does not prevent a person from carrying on business under a business name if the person is not required to be registered in respect of the business name under section 4.

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

Reservation of business names

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

(2) The Registrar may approve an application made under subsection (1) only if the Registrar is satisfied that —

- (a) the application is made in good faith; and
- (b) the business name to be reserved is one in respect of which the person may be registered having regard to section 17(1), (2) and (3).

(3) The Registrar must refuse to approve an application to reserve a name under subsection (1) if the Registrar is satisfied that —

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

(4) Where an application for a reservation of a name is made under subsection (1), the Registrar must reserve the proposed registered business name for a period starting at the time the Registrar receives the application and ending —

- (a) if the Registrar approves the application, 60 days after the date on which the Registrar notifies the applicant that the

application has been approved, or such further period of 60 days as the Registrar may, on application made in good faith, extend; or

(b) if the Registrar refuses to approve the application, on the date on which the Registrar notifies the applicant of the refusal.

(5) A person aggrieved by a decision of the Registrar —

(a) refusing to approve an application under subsection (1); or

(b) refusing an application under subsection (4)(a) to extend the reservation period,

may, within 30 days after being informed of the Registrar's decision, appeal to the Minister whose decision is final.

Restrictions on registration of business names

17.—(1) Except with the consent of the Minister or as provided in subsection (3), the Registrar must refuse to register a person under this Act to carry on business under a business name, or refuse to approve a change of registered business name under section 18 to a business name, which in the opinion of the Registrar —

(a) is undesirable;

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

(c) is identical to a name that is reserved under section 16 of this Act, section 27(12B), section 27(12B) as applied by section 357(2), or section 378(15) of the Companies Act (Cap. 50), section 19(4) of the Limited Liability Partnerships Act (Cap. 163A) or section 17(4) of the Limited Partnerships Act (Cap. 163B); or

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

(2) In addition to subsection (1), the Registrar must, except with the consent of the Minister, refuse to register a person (A) under a business

name, or refuse to allow *A* to change *A*'s registered business name to a business name, if —

- (a) it is identical to the business name of a person (*B*) whose registration and registration of that business name has been cancelled under this Act or has ceased under section 22, unless a period of at least one year has passed after the date of cancellation or cessation;
- (b) it is identical to the name of a company that was dissolved —
 - (i) unless, in a case where the company was dissolved following its winding up under Part X of the Companies Act, a period of at least 2 years has passed after the date of dissolution; or
 - (ii) unless, in a case where the company was dissolved following its name being struck off the register kept under the Companies Act under section 344 or 344A of that Act, a period of at least 6 years has passed after the date of dissolution;
- (c) it is identical to the name of a foreign company notice of the dissolution of which has been given to the Registrar under section 377(2) of the Companies Act, unless a period of at least 2 years has passed after the date of dissolution;
- (d) it is identical to the name of a limited liability partnership that was dissolved —
 - (i) unless, in a case where the limited liability partnership was dissolved following its winding up under section 30 of, and the Fifth Schedule to, the Limited Liability Partnerships Act, a period of at least 2 years has passed after the date of dissolution; or
 - (ii) unless, in a case where the limited liability partnership was dissolved following its name being struck off the register under section 38 of the Limited Liability Partnerships Act, a period of at least 6 years has passed after the date of dissolution; or

- (e) it is identical to the name of a limited partnership that was cancelled or dissolved —
- (i) unless, in a case where the registration of the limited partnership was cancelled under section 14(1) or 19(4) of the Limited Partnerships Act, a period of at least one year has passed after the date of cancellation; or
 - (ii) unless, in a case where notice was lodged with the Registrar of Limited Partnerships that the limited partnership was dissolved under section 19(2) of the Limited Partnerships Act, a period of at least one year has passed after the date of dissolution.
- (3) Despite subsection (1), the Registrar may register a person under —
- (a) a business name that is identical to the name of a foreign company registered under Division 2 of Part XI of the Companies Act —
 - (i) in respect of which notice was lodged under section 377(1) of the Companies Act that the foreign company has ceased to have a place of business in Singapore or ceased to carry on business in Singapore, if a period of at least 3 months has passed after the date of cessation; and
 - (ii) the name of which was struck off the register under the Companies Act under section 377(8), (9) or (10) of that Act, if a period of at least 6 years has passed after the date the name was so struck off; or
 - (b) a business name that is identical to the name of a limited partnership in respect of which notice was lodged under section 19(1) of the Limited Partnerships Act that the limited partnership ceased to carry on business in Singapore, if a period of at least one year has passed after the date of cessation.
- (4) Despite this section and section 18, where the Registrar is satisfied that a person's registered business name —

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- (a) is one that is not permitted to be registered under subsection (1)(a), (b) or (d);
 - (b) is one that is not permitted to be registered under subsection (2) until the expiry of the relevant period referred to in that subsection;
 - (c) is one that is permitted to be registered under subsection (3) only after the expiry of the relevant period referred to in that subsection;
 - (d) so nearly resembles the name of any corporation or limited partnership, or any registered business name, as to be likely to be mistaken for it; or
 - (e) is one the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332),

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

(5) The Registrar's power under subsection (4) to direct a person to change the person's registered business name applies regardless of —

- (a) whether the person's business name was registered through inadvertence or otherwise; or
- (b) when the person was registered, or treated as being registered, in respect of the business name.

(6) Any person may apply, in writing, to the Registrar to give a direction to any other person, on a ground referred to in subsection (4), to change that other person's registered business name.

(7) The Registrar is not to consider any application under subsection (6) to give a direction to a person on the ground referred to in subsection (4)(d) unless the Registrar receives the application within 12 months after the date the person was registered in respect of the business name, or the date the change of registered business name was approved under section 18.

(8) The Registrar may cancel the registration of a person and the person's business name if the person fails to comply with a direction given under subsection (4).

(9) A person aggrieved by —

(a) a direction of the Registrar under subsection (4); or

(b) the Registrar's refusal to give a direction to a person under subsection (4) following an application under subsection (6),

may, within 30 days after being informed of the Registrar's direction or refusal, as the case may be, appeal to the Minister whose decision is final.

(10) To avoid doubt, where the Registrar makes a direction under subsection (4) or the Minister makes a decision on an appeal under subsection (9), the Registrar or the Minister, as the case may be, must accept as correct any decision of the High Court to grant an injunction referred to in subsection (4)(e).

Change of registered business name

18.—(1) An application by a person to change the person's registered business name is to be lodged with the Registrar.

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

(3) Any application for a change of a registered business name is subject to section 17.

Change of residential address

19.—(1) An individual who —

(a) is a registered individual proprietor;

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

(c) is an authorised representative,

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

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

Registration of change in particulars

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

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

(a) a change of the residential address of any —

(i) registered individual proprietor;

(ii) partner of a registered firm who is an individual; or

(iii) authorised representative; or

(b) a change of a registered business name.

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

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

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

Deceased registrants

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

- (a) to lodge any notice referred to in section 20(1) on behalf of the deceased person;
- (b) to lodge any notice to be lodged under section 20(3) on behalf of the deceased partner, together with the other persons registered as partners; or
- (c) to lodge the notice referred to in section 22(1).

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

Cessation of business

22.—(1) Where a registered person stops carrying on business in Singapore under a registered business name, the registered person must, within 14 days after so stopping, lodge with the Registrar a notice that he or she has stopped carrying on business under that registered business name.

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

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

(4) On receipt of the notice under subsection (1) or on the date specified in the notice under subsection (2), as the case may be, the registration of the person and the person's business name to which the notice relates ceases.

Cancellation of registration

23.—(1) Where the Registrar has reasonable cause to believe that any registered person is not carrying on business in Singapore in respect of a registered business name, the Registrar may give that person a notice in writing stating —

- (a) that the Registrar proposes to cancel the registration of the person and the person's business name; and
- (b) that any objection to the proposed cancellation must be in writing and delivered to the Registrar by a date specified in the notice, being a date at least 30 days after the date of the notice.

(2) If the Registrar —

- (a) receives an answer from the person referred to in subsection (1) to the effect that the person is not carrying on business under the registered business name; or
- (b) does not, within 30 days after sending the notice referred to in subsection (1), receive a written objection to the proposed cancellation from the person referred to in that subsection,

the Registrar may cancel the registration of the person and the business name in question.

(3) Where the registration of a person and the business name in question is cancelled under this section, any certificate or notice pertaining to that registration is also to be taken to be cancelled.

Restoration of registration

24.—(1) A person whose registration and registered business name has been cancelled under section 14 or 23, or whose registration and registered business name has ceased under section 22, may lodge an application with the Registrar to restore the registration.

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

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

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

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

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

(5) Subsection (4) does not prevent the person from being prosecuted and punished for an offence under section 35(1)(a).

Rectification by High Court

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

(2) The Registrar must upon receipt of the High Court's order under subsection (1) rectify the register accordingly.

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

Rectification by Registrar on application

26.—(1) Despite section 25, a registered person or the registered person's authorised representative may lodge a notice with the Registrar of —

- (a) any error contained in any document relating to the person's particulars filed or lodged with the Registrar; or
- (b) any error in the filing or lodgment of any document relating to the person with the Registrar.

(2) The Registrar may, upon receipt of any notification referred to in subsection (1) and if satisfied that —

- (a) the error referred to in subsection (1)(a) is typographical or clerical in nature; or
- (b) the error referred to in subsection (1)(b) is, in the Registrar's opinion, unintended and does not prejudice any person,

rectify the register accordingly.

(3) In rectifying the register under subsection (2), the Registrar must not expunge any document from the register.

(4) The decision made by the Registrar on whether to rectify the register under subsection (2) is final.

Rectification or updating on Registrar's initiative

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

- (a) there is a defect or an error in the particulars or document arising from any grammatical, typographical, or similar mistake; or
- (b) there is evidence of a conflict between the particulars of a person and —
 - (i) other information in the register relating to that person; or
 - (ii) other information relating to that person obtained from such department or Ministry of the Government, or statutory body or other body corporate as may be prescribed.

(2) Before the Registrar rectifies or updates the register under subsection (1), the Registrar must, except under prescribed circumstances, give written notice to the person whose document or particulars are to be rectified or updated of the Registrar's intention to do so, and state in the notice —

- (a) the reasons for and details of the proposed rectification or updating to be made to the register; and
 - (b) the date by which any written objection to the proposed rectification or updating must be delivered to the Registrar, being a date at least 30 days after the date of the notice.
- (3) The person notified under subsection (2) may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to the proposed rectification or updating of the register.
- (4) The Registrar must not rectify or update the register if the Registrar receives a written objection under subsection (3) to the proposed rectification or updating by the date specified under subsection (2)(b), unless the Registrar is satisfied that the objection is frivolous or vexatious or has been withdrawn.
- (5) The Registrar may rectify or update the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).
- (6) The Registrar may include such notation as the Registrar thinks fit in the register for the purposes of providing information relating to any error or defect in any particulars or document in the register, and may remove such notation if the Registrar is satisfied that it no longer serves any useful purpose.
- (7) Despite anything in this section, the Registrar may, if the Registrar is satisfied that there is any error or defect in any particulars or document in the register, by notice in writing, request that the registered person to whom the particulars or document relates, or the registered person's authorised representative, take such steps within such time as the Registrar may specify to ensure that the error or defect is rectified.

Request for copy of notice of registration, etc.

28.—(1) Subject to section 30, a person may, upon payment of such fees as may be prescribed, require a copy of a notice of registration or a copy of or an extract from any document filed or lodged with the Registrar, to be given or certified by the Registrar.

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

(3) The Registrar is not required to issue, under subsection (1), a copy of or an extract from a document forming part of the register where that document has been destroyed under section 38.

Electronic transaction system

29.—(1) The Registrar may —

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

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

(2) If the Registrar is satisfied that a transaction should be treated as having been carried out at some earlier date and time than the date and time which is reflected in the electronic transaction system, the Registrar may cause the electronic transaction system and the register to reflect such earlier date and time.

(3) The Registrar must keep a record whenever the electronic transaction system or the register is altered under subsection (2).

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

- (a) any filing, lodging, submission, production, delivery, furnishing or sending of any document with or to the Registrar;
- (b) any making of any application, submission or request to the Registrar;
- (c) any provision of any undertaking or declaration to the Registrar; and

- (d) any extraction, retrieval or accessing of any document, record or information maintained by the Registrar.

Alternate address

30.—(1) Despite section 28, the Registrar must not disclose or make available for public inspection the particulars of an individual's residential address that is lodged with the Registrar under this Act or transmitted to the Registrar by the Commissioner of National Registration under section 8A of the National Registration Act (Cap. 201) if the requirements of subsection (2) are satisfied.

(2) The requirements referred to in subsection (1) are that the individual referred to in that subsection maintains with the Registrar an alternate address that complies with the following conditions:

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

(3) For the purposes of subsection (2) —

- (a) an individual who wishes to maintain an alternate address must lodge an application with the Registrar;
- (b) an individual may not maintain more than one alternate address at any one time;
- (c) an individual who wishes to cease to maintain an alternate address must lodge a notice of withdrawal with the Registrar; and
- (d) an individual who wishes to change his or her alternate address must lodge a notice of change with the Registrar.

(4) An application to maintain an alternate address, and the lodgment of a notice of withdrawal or change of an alternate address, are subject to the payment of such fees as may be prescribed.

(5) Subsection (1) applies from the time at which the Registrar accepts an application to maintain an alternate address referred to in subsection (3)(a).

(6) An individual who maintains an alternate address under subsection (2) must ensure that the individual can be located at that address.

(7) An individual who fails to comply with subsection (6) 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.

(8) Despite subsection (1), the Registrar may disclose and make available for public inspection the particulars of an individual's residential address despite the maintenance of an alternate address under subsection (2) if —

- (a) communications sent by the Registrar under this Act, or by any officer of the Authority under any ACRA administered Act, to the individual at the individual's alternate address and requiring a response within a specified period remain unanswered; or
- (b) there is evidence to show that service of any document under this Act or under any ACRA administered Act at the alternate address is not effective to bring it to the notice of the individual.

(9) Before proceeding under subsection (8), the Registrar must give notice to the relevant individual —

- (a) stating the grounds on which the Registrar proposes to disclose and make available for public inspection the individual's residential address; and
- (b) specifying a period within which representations may be made before that is done.

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

(11) Where the Registrar discloses and makes available for public inspection the particulars of an individual's residential address, the Registrar must give notice of that fact to the individual.

(12) A notice to an individual under subsection (9) or (11) is to be sent to the individual at his or her residential address unless it appears to the Registrar that service at that address may be ineffective to bring it to the individual's notice, in which case it may be sent to any other last known address of that individual.

(13) Where —

- (a) the Registrar discloses and makes available for public inspection the particulars of an individual's residential address under subsection (8); or
- (b) a Registrar appointed under another ACRA administered Act discloses and makes available for public inspection under that Act the particulars of an individual's residential address under a provision of that Act equivalent to subsection (8),

that individual is not, for a period of 3 years after the date on which the residential address is disclosed and made available for public inspection, allowed to maintain an alternate address under subsection (2).

(14) Nothing in this section applies to any information transferred to the register from any previous register or prevents such information from being disclosed or from being made available for public inspection or access.

(15) Nothing in this section prevents the residential address that is lodged with the Registrar under this Act, or is transmitted to the Registrar by the Commissioner of National Registration under section 8A of the National Registration Act from —

- (a) being used by the Registrar for the purposes of any communication with the individual;
- (b) being disclosed for the purposes of issuing any summons or other legal process against the individual for the purposes of this Act or any other written law;

- (c) being disclosed in compliance with the requirement of any court or the provisions of any written law;
- (d) being disclosed for the purpose of assisting any public officer or officer of any statutory body in the investigation or prosecution of any offence under any written law; or
- (e) being disclosed in such other circumstances as may be prescribed.

(16) Any individual aggrieved by the decision of the Registrar under subsection (8) may, within 30 days after the date of receiving the notice under subsection (11), appeal to the High Court which may confirm the decision or give such directions in the matter as seem proper or otherwise determine the matter.

(17) For the purposes of this section —

- (a) “ACRA administered Act” means the Accounting and Corporate Regulatory Authority Act (Cap. 2A) and any of the written laws specified in the Second Schedule to that Act;
- (b) “previous register” means the register kept under the Business Registration Act (Cap. 32) repealed by this Act; and
- (c) an individual can be located at an address if the individual may be physically found at the address after reasonable attempts have been made to find the individual at the address.

Disability of persons in default

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

- (a) carries on business under a business name without being registered under this Act in respect of that business name;
- (b) carries on business under a business name —
 - (i) after the person’s registration in respect of the business name has been cancelled and has not been restored under section 24; or

(ii) after the person's registration in respect of the business name has ceased and has not been restored under section 24; or

(c) fails to lodge any notice required under section 19(1) or 20(1) or (3).

(2) Subject to subsections (3) and (4), the defaulter may not enforce by action or other legal proceeding (whether in the business name or otherwise) any right under or arising out of any contract in relation to the business carried on by the defaulter under the business name if the contract was made or entered into by or on behalf of the defaulter at a time when —

(a) the defaulter was not registered as carrying on business under the business name;

(b) the defaulter's registration under the business name had been cancelled or had ceased, and has not been restored under section 24; or

(c) the defaulter was, in respect of the defaulter's registration under the business name, in breach of section 19(1) or 20(1) or (3).

(3) A defaulter under subsection (2)(b) is not prevented from enforcing any right referred to in subsection (2) if the defaulter's registration under the business name is restored under section 24.

(4) The defaulter may apply to the court for relief against the disability imposed by this section.

(5) The court, on being satisfied —

(a) that the default was accidental or due to inadvertence or some other sufficient reason; or

(b) that on other grounds it is just and equitable to grant relief, may grant such relief either generally, or as respects any particular contract, on such conditions (if any) as the court may impose.

(6) This section does not prejudice the rights of any other party as against the defaulter in respect of a contract mentioned in subsection (2).

(7) If any action or proceedings is commenced by any party against the defaulter to enforce the rights of the party in respect of a contract referred to in subsection (2), this section does not prevent the defaulter from enforcing in that action or proceedings, by way of counter-claim, set-off or otherwise, such rights as the defaulter may have against that party in respect of that contract.

(8) In this section, “court” means any court before which proceedings to enforce a contract referred to in subsection (2) are commenced or before which an issue relating to subsection (2) arises.

PART 3

MISCELLANEOUS

Inspection

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

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

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

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

(5) It is not an offence for any person to refuse to comply with any request made by the Registrar or an inspector, or to resist or obstruct the Registrar or an inspector in the performance of any of his or her

duties under this Act, if the Registrar or inspector, as the case may be, fails to comply with subsection (3).

Power of Registrar to obtain further information

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

- (a) require any person carrying on business (*A*), any employee of *A*, any person apparently employed at *A*'s place of business, or any person apparently managing *A*'s business, to answer any question in writing which the Registrar considers necessary; or
- (b) summon any person referred to in paragraph (a) to appear before the Registrar or an inspector or any other public officer whom the Registrar may designate to answer any question orally.

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

Restriction on undischarged bankrupt carrying on business

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

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

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

(2) On an application by an undischarged bankrupt under subsection (1) to the High Court or the Official Assignee, as the

case may be, the High Court or the Official Assignee may refuse the application or approve the application subject to such conditions as the High Court or the Official Assignee, as the case may be, may impose.

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

Offences and penalties

35.—(1) Subject to subsection (2), any person who —

(a) being a person required to be registered —

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

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

(iii) carries on business under a business name —

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

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

(b) without lawful excuse, fails to comply with any summons or requisition of the Registrar under section 33; or

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

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

(2) It is not an offence for a person to carry on business under a business name if the person is not required to be registered in respect of the business name under section 4.

(3) Any person who fails to comply with section 19(1) or 20(1) or (3) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

Evidence of carrying on business under business name

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

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

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

Composition of offences

37.—(1) The Registrar may, in his or her discretion, 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.

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

Destruction or transfer of old records

38. If the Registrar is of the opinion that it is no longer necessary or desirable to retain any document filed or lodged with, submitted to or

issued by the Registrar and which has been microfilmed or converted to electronic form, the Registrar may —

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

Enforcement of duty to make returns

39.—(1) If a person —

- (a) having failed to comply with —
 - (i) any provision of this Act; or
 - (ii) any provision of any other written law which requires any return, account, notice or other document to be filed or lodged with, or submitted to, the Registrar, fails to make good the non-compliance within 14 days after service of the Registrar's notice to comply with the provision;
- (b) fails to comply with the Registrar's request to amend or complete, and resubmit any document or to submit a fresh document within 14 days after service of the Registrar's request; or
- (c) fails to comply with the Registrar's request under section 27(7) to take such steps within such time as the Registrar may specify to ensure that any error or defect in any particulars or document in the register is rectified,

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

(2) Any such order may provide that all the costs of and incidental to the application are to be borne by a relevant person.

(3) Nothing in this section limits the operation of any other provision of this Act or any written law imposing penalties on a

relevant person in respect of any such default referred to in this section.

- (4) In this section, “relevant person” means —
- (a) in the case of an individual proprietor, that individual;
 - (b) in the case of a firm, all or any of its partners;
 - (c) in the case of a corporation, the corporation, any of its officers as defined in section 40(5) or both; and
 - (d) in the case of a person who carries on a business wholly or mainly as nominee of or trustee for another person, the first-mentioned person.

Offences by bodies corporate, etc.

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

- (a) to have been committed with the consent or connivance of an officer; or
- (b) to be attributable to any neglect on the officer’s part,

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

(2) Where the affairs of a body corporate are managed by its members, subsection (1) 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 an officer of the body corporate.

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

- (a) to have been committed with the consent or connivance of a partner; or
- (b) to be attributable to any neglect on the partner’s part,

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

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

- (a) to have been committed with the consent or connivance of an officer of the unincorporated association or a member of its governing body; or
- (b) to be attributable to any neglect on the part of such an officer or member,

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

(5) In this section —

“body corporate” includes a limited liability partnership;

“officer” —

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

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

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

Authority and its employees not liable

41. The Authority, the Registrar or any other officer or employee of the Authority is not liable for any error or inaccuracy in the register or for any error or inaccuracy (whether in the copying or otherwise) in any certificate, certified extract, copy or other document made or issued under this Act if the error or inaccuracy was not due to the lack

of reasonable care and good faith on the part of the Registrar or any other officer or employee of the Authority.

Service of documents, etc.

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

(a) in the case of an individual —

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

(b) in the case of a firm —

- (i) by delivering it to any one of the partners or the secretary or other like officer of the firm;

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- (ii) by leaving it at, or by sending it by ordinary post or pre-paid registered post to, the principal or last known place of business of the firm in Singapore;
 - (iii) by sending it by facsimile transmission to the fax transmission number given to the Registrar by the firm as the fax transmission number for the service of documents on the firm; or
 - (iv) by sending it by email to the last email address given to the Registrar by the firm as the email address for the service of documents on the firm; and
- (c) in the case of a corporation or an unincorporated association —
- (i) by delivering it to the secretary or other like officer of the corporation or unincorporated association or, in the case of a corporation that is a limited liability partnership, the manager of the limited liability partnership;
 - (ii) by leaving it at, or by sending it by ordinary post or pre-paid registered post to, the registered office or principal office of the corporation or unincorporated association in Singapore;
 - (iii) by sending it by facsimile transmission to the fax transmission number given to the Registrar as the fax transmission number for the service of documents on the corporation or unincorporated association; or
 - (iv) by sending it by email to the last email address given to the Registrar by the corporation or unincorporated association as the email address for the service of documents on the corporation or unincorporated association.

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

- (a) served personally in accordance with subsection (1), the document is deemed to have been served on the date that it is delivered;
 - (b) sent by ordinary post in accordance with subsection (1), the document is deemed to have been served on the person to whom it is addressed on the day after it would in the ordinary course of post be delivered, unless it is returned undelivered;
 - (c) sent by pre-paid registered post in accordance with subsection (1), the document is deemed to have been served on the person to whom it is addressed 2 days after the day it was posted, whether or not it is returned undelivered;
 - (d) sent by a facsimile transmission to the fax transmission number in accordance with subsection (1), the document is deemed to have been served on the person to whom it is addressed on the day of the transmission, subject to the receipt on the sending facsimile machine of a notification (by electronic or other means) of a successful transmission to the facsimile machine for that fax transmission number;
or
 - (e) sent by email to an email address in accordance with subsection (1), the document is deemed to have been served on the person to whom it is addressed at the time the email becomes capable of being retrieved by the person.
- (3) A document may be served on a person under this Act by email only with that person's prior written consent.
- (4) Every summons issued by a court in connection with any offence under this Act may be served on the person concerned —
- (a) by delivering it to the person;
 - (b) by delivering it to any adult person residing at the person's last known place of residence; or
 - (c) by sending it by pre-paid registered post in a cover addressed to the person at the person's last known place

of residence or business or at any address furnished by the person (including the person's alternate address, if any).

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

Regulations

43.—(1) The Minister may make regulations for carrying out the purposes and provisions of this Act.

(2) Without prejudice to the generality of subsection (1), regulations may be made under that subsection for or with respect to all or any of the following matters:

- (a) the powers and duties of the Registrar;
- (b) the forms for the purposes of this Act, including the form of the register to be kept and the places at which the register is to be kept;
- (c) all matters connected with or arising from the restrictions as to the business name which may be used by a registered person (including rules for determining when a business name falls within those restrictions);
- (d) requiring the display of any particulars relating to a person's registration on the person's correspondence, invoices, publications and other documents (in any medium) made or used for the purposes of the person's business;
- (e) the persons or classes of persons exempted from the requirement to register under this Act;
- (f) the fees to be charged in respect of anything filed or lodged with the Registrar, or done under or by virtue of this Act, and the method of payment of such fees;
- (g) the penalties to be charged for the late lodgment of any document under this Act;

- (h) the waiver, refund or remission, whether wholly or in part, of any fee or penalty chargeable under this Act;
- (i) the persons or classes of persons who are to be exempted from the payment of any fee or part thereof;
- (j) the offences which may be compounded under section 37;
- (k) all matters and things which are required or permitted to be prescribed under or for the purposes of this Act.

(3) Regulations made under subsection (1) may provide that a contravention of any of the provisions of the regulations shall be an offence punishable with a fine not exceeding \$5,000 or with imprisonment for a term not exceeding 12 months or with both.

Saving for other written law

44. Unless expressly provided, nothing in this Act is to be construed so as to limit or in any way affect any other written law.

Repeal

45. The Business Registration Act (Cap. 32) is repealed.

Savings and transitional

46.—(1) Any person who, immediately before the appointed day, was the Registrar, a Deputy Registrar or an Assistant Registrar of Businesses appointed under section 3(2) of the repealed Act is to be treated as the Registrar, a Deputy Registrar or an Assistant Registrar of Business Names, respectively, appointed under section 3(2) of this Act until his or her appointment is revoked, the term of his or her appointment expires, or he or she dies, retires or otherwise vacates his or her office before the expiry of his or her term of appointment.

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

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

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

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

(b) *A* does not meet the criteria set out in section 11(2).

(5) Where an individual proprietor, a firm or a foreign company is treated as registered under subsection (2) and the individual proprietor, all the partners of the firm or all the officers of the foreign company resides or reside outside Singapore within the meaning of section 11(14) on the appointed day, the individual proprietor, firm or foreign company, as the case may be, must, unless subsection (4) applies, appoint at least one authorised representative in accordance with the provisions of section 11 within 30 days after the appointed day, failing which —

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

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

(6) Any person who was a prescribed person for the purposes of section 20(2) of the repealed Act before the appointed day may, on and after that day but before such date as the Minister may, by notification in the *Gazette*, prescribe, continue to carry out any transaction with the Registrar using the electronic transaction system which was permitted or required to be done by the prescribed person in relation to the

service referred to in section 20(1) of the repealed Act immediately before the appointed day.

(7) The service referred to in section 20(1) of the repealed Act immediately before the appointed day is, on and after that day, to be treated as the electronic transaction system referred to in section 29 of this Act.

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

(9) Any reservation of name under section 13(3) of the repealed Act which has not expired before the appointed day is to be treated as a reservation of name under the corresponding provisions of this Act but the reservation expires on the date on which the reservation would have expired if the repealed Act were still in force.

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

(11) This Act does not affect —

- (a) any investigation commenced or pending under the repealed Act before the appointed day, and every such investigation may be continued and everything in relation thereto may be done in all respects after that day as if this Act had not been enacted;
- (b) the continued operation or force of any order or decision of the Registrar of Businesses made under the repealed Act before the appointed day; and
- (c) any right of appeal accrued before the appointed day in respect of any order or decision referred to in paragraph (b).

(12) Any subsidiary legislation made under the repealed Act and in force immediately before the appointed day is, so far as it is not

inconsistent with the provisions of this Act, to continue in force as if made under this Act until it is revoked or repealed.

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

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

(15) In this section —

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

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

Consequential and related amendments to other written laws

47. The provisions of the Acts specified in the first column of the Schedule are amended in the manner set out in the second column thereof.

THE SCHEDULE

Section 47

CONSEQUENTIAL AND RELATED AMENDMENTS TO OTHER WRITTEN LAWS

<i>First column</i>	<i>Second column</i>
1. Accounting and Corporate Regulatory Authority Act (Chapter 2A, 2005 Ed.)	
(a) Section 28F(2)	Delete the words “Business Registration Act (Cap. 32)” in paragraph (b)(i) and substitute the words “Business Names Registration Act 2014”.
(b) Section 33(3)	Delete paragraph (b) and substitute the following paragraph:

 THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
	“(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) Second Schedule	Delete item 2 and substitute the following item: “2. Business Names Registration Act 2014.”.
2. Central Provident Fund Act (Chapter 36, 2013 Ed.)	
Third Schedule	Delete item 4 and substitute the following item: “4. Business Names Registration Act 2014.”.
3. Cinematograph Film Hire Duty Act (Chapter 40, 2001 Ed.)	
Section 5(2)	Delete paragraph (c) and substitute the following paragraph: “(c) the person is registered under the provisions of the Business Names Registration Act 2014 or is incorporated under the provisions of the Companies Act (Cap. 50).”.
4. Civil Law Act (Chapter 43, 1999 Ed.)	
The Schedule, paragraph 4	(i) Delete the words “Business Registration Act (Cap. 32)” and substitute the words “Business Names Registration Act 2014”. (ii) Delete sub-paragraph (b).

THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
5. Employment of Foreign Manpower Act (Chapter 91A, 2009 Ed.) Section 17(1)	(i) Delete the words “Business Registration Act (Cap. 32)” in paragraph (b) and substitute the words “Business Names Registration Act 2014”. (ii) Delete the words “section 14 of the Business Registration Act (Cap. 32)” in paragraph (b) and substitute the words “section 20 of the Business Names Registration Act 2014”.
6. Environmental Public Health Act (Chapter 95, 2002 Ed.) Section 80G(4)	Delete the words “Business Registration Act (Cap. 32)” in paragraph (a) and substitute the words “Business Names Registration Act 2014”.
7. Financial Advisers Act (Chapter 110, 2007 Ed.) Section 2(1)	Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
8. Income Tax Act (Chapter 134, 2014 Ed.) Section 10C(12)	Delete the words “Business Registration Act (Cap. 32)” in the definition of “relevant employer” and substitute the words “Business Names Registration Act 2014”.
9. Insurance Act (Chapter 142, 2002 Ed.) Section 35E	(i) Delete the words “Business Registration Act (Cap. 32)” and

 THE SCHEDULE — *continued*
*First column**Second column*

- substitute the words “Business Names Registration Act 2014”.
- (ii) Delete the words “Business Registration Act” in the section heading and substitute the words “Business Names Registration Act 2014”.
10. Limited Liability Partnerships Act
(Chapter 163A, 2006 Ed.)
- (a) Section 2(1) Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
- (b) Second Schedule
- (i) Delete the words “Business Registration Act (Cap. 32)” in paragraph 3(a)(ii) and substitute the words “Business Names Registration Act 2014”.
- (ii) Delete the words “Business Registration Act, removed from the register of businesses” in paragraph 6(c) and substitute the words “Business Names Registration Act 2014, recorded as converted to a limited liability partnership”.
11. Limited Partnerships Act
(Chapter 163B, 2010 Ed.)
- (a) Section 41(2) Delete the words “Business Registration Act (Cap. 32)” in paragraph (f) and substitute the words “Business Names Registration Act 2014”.
- (b) Section 42
- (i) Delete the words “Business Registration Act” in subsections (1), (3)(a) and (b), (4)(a) and (6) and substitute in each case the words

THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
	“Business Names Registration Act 2014”.
	(ii) Delete the words “Business Registration Act (Cap. 32)” in subsection (3) and substitute the words “Business Names Registration Act 2014”.
	(iii) Delete the words “Business Registration Act” in the section heading and substitute the words “Business Names Registration Act 2014”.
12. Moneylenders Act (Chapter 188, 2010 Ed.) Section 2	Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.
13. Multi-Level Marketing and Pyramid Selling (Prohibition) Act (Chapter 190, 2000 Ed.) (a) Section 4	Repeal and substitute the following section: “Registration of business designed to promote pyramid selling scheme or arrangement prohibited 4.—(1) A person must not apply to be registered under the Business Names Registration Act 2014 under any business name in respect of any business that is designed to promote a multi-level marketing scheme or arrangement or a pyramid selling scheme or arrangement.

 THE SCHEDULE — *continued*
*First column**Second column*

- (2) A person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$200,000 or to imprisonment for a term not exceeding 5 years or to both.”.
- (b) Section 9
- (i) Delete the words “Business Registration Act (Cap. 32)” and substitute the words “Business Names Registration Act 2014”.
- (ii) Delete the words “Business Registration Act” and substitute the words “Business Names Registration Act 2014”.
14. Personal Data Protection Act 2012
(Act 26 of 2012)
- Eighth Schedule, paragraph 2
- Delete and substitute the following paragraph:
- “2. In this Schedule, “individual” does not include an individual proprietor registered under the Business Names Registration Act 2014.”.
15. Private Security Industry Act
(Chapter 250A, 2008 Ed.)
- Section 2
- Delete the words “Business Registration Act (Cap. 32)” in paragraph (a) of the definition of “business entity” and substitute the words “Business Names Registration Act 2014”.
16. Rubber Industry Act
(Chapter 280, 1993 Ed.)
- Section 4
- Delete subsection (4) and substitute the following subsection:

THE SCHEDULE — *continued**First column**Second column*

“(4) A person who is not an incorporated person may not be licensed under this section unless the person is registered under a registered business name under the Business Names Registration Act 2014.”.

17. Securities and Futures Act
(Chapter 289, 2006 Ed.)

Section 2(1)

Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.

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

(a) Section 15(4)

Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.

(b) Section 31(3)

Delete the words “Business Registration Act (Cap. 32)” in the definition of “firm” and substitute the words “Business Names Registration Act 2014”.