

CISCO (DISSOLUTION) ACT 2005

(No. 3 of 2005)

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An Act to corporatise the Commercial and Industrial Security Corporation by providing for the transfer of the assets, rights, liabilities, employees and undertaking of the Commercial and Industrial Security Corporation to its successor company, and for the consequent dissolution of the Commercial and Industrial Security Corporation and for all matters connected therewith; and to repeal the Commercial and Industrial Security Corporation Act (Chapter 47 of the 1998 Revised Edition) and to make consequential amendments to certain other written laws.

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

PART I
PRELIMINARY

Short title and commencement

1. This Act may be cited as the CISCO (Dissolution) Act 2005 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 —

“CISCO” or “Corporation” means the Commercial and Industrial Security Corporation established under the repealed Act;

“liabilities” includes debts, duties and obligations of every description wheresoever arising (whether present or future, actual or contingent);

“property” means property and assets of every description (whether present or future, actual or contingent) wheresoever situate, and includes property held on trust and securities, rights, benefits and powers of every description but does not include any document (other than accounting records) required to be kept by the Corporation;

“repealed Act” means the Commercial and Industrial Security Corporation Act (Cap. 47) repealed by this Act;

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

“shares”, in relation to a company, means shares in, or stock forming part of, the capital of the company;

“successor company” means the company nominated by the Minister under section 4;

“transfer date” means the date appointed by the Minister under section 3;

“undertaking” means the business and all the lands, buildings and other property (whether movable or immovable and whether tangible or intangible) vested in the Corporation immediately before the transfer date for the purposes of the Corporation, and all assets, powers, rights, interests, privileges, debts, liabilities and obligations connected therewith.

(2) For the purposes of this Act, a company shall be regarded as wholly owned by the Government at any time when all the issued shares in the company are held by or on behalf of the Government.

Transfer date

3. The transfer date shall be such date as the Minister may, by notification in the *Gazette*, appoint to be the date on which the undertaking and employees of the Corporation shall be transferred to the successor company.

PART II

SUCCESSOR COMPANY

Nomination of successor company

4. The Minister shall, before the transfer date, nominate a company wholly owned or substantially owned by the Government to be the successor company for the purposes of this Act, being a company specified by the Minister and agreed to by the Minister for Finance.

Initial Government holding in successor company

5.—(1) As a consequence of the vesting in the successor company by virtue of Part III of the undertaking and employees of the Corporation, the successor company shall issue such securities in the successor company as the Minister for Finance may from time to time direct to any company wholly owned or substantially owned by the Government.

(2) The Minister for Finance shall only give a direction under subsection (1) in relation to the successor company at a time when that

company is a company wholly owned or substantially owned by the Government.

(3) Securities required to be issued in pursuance of this section shall be issued or allotted at such time and on such terms as to allotment as the Minister for Finance may direct.

(4) Shares in the successor company issued in pursuance of this section shall —

(a) be of such nominal value as the Minister for Finance may direct; and

(b) be issued as fully paid and treated for the purposes of the Companies Act (Cap. 50) as if they had been paid up by virtue of the payment to the successor company of their nominal value.

(5) Section 69 of the Companies Act (which provides that where a company issues shares for which a premium is received by the company whether in cash or in the form of other valuable consideration a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to a share premium account) shall not apply in relation to the issue of shares by the successor company in pursuance of this section, notwithstanding that such shares may be regarded as having been issued by the successor company at a premium.

PART III

TRANSFER OF UNDERTAKING AND EMPLOYEES TO SUCCESSOR COMPANY

Transfer to successor company of Corporation's undertaking

6.—(1) On the transfer date, the undertaking of the Corporation shall be transferred to and become, by virtue of this section and without further assurance, the undertaking of the successor company.

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

(3) If any question arises as to whether any particular property, right or liability of the Corporation has been transferred to or vested in the successor company under this Act, a certificate under the hand of the Minister for Finance shall be conclusive evidence that the property, right or liability was or was not so transferred or vested.

(4) It is hereby declared for the avoidance of doubt that —

(a) any reference in this Act to property comprised in the undertaking of the Corporation is a reference to such property of the Corporation whether situated in Singapore or elsewhere; and

(b) any such reference to rights and liabilities comprised in the undertaking of the Corporation is a reference to such rights to which the Corporation is entitled or, as the case may be, such liabilities to which the Corporation is subject, whether under the laws of Singapore or any country outside Singapore and includes rights and liabilities arising under loans raised in relation to the properties of the Corporation.

(5) It shall be the duty of the successor company to take all such steps as may be requisite to secure that the vesting in the company by virtue of this section of any foreign property, right or liability is effective under the relevant foreign law and until such time it shall be the duty of the Government to hold that property or right for the benefit of, or to discharge that liability on behalf of, the company.

(6) Nothing in subsection (5) shall be taken as prejudicing the effect under the laws of Singapore of the vesting in the successor company by virtue of this section of any foreign property, right or liability.

(7) Any expenses incurred and liabilities discharged by the successor company under subsection (5) shall be paid by the successor company.

(8) In subsections (5) and (6), references to any foreign property, right or liability are references, respectively, to any property, right or liability comprised in the undertaking of the Corporation in respect of which any issue arising in any proceedings would have been determined (in accordance with the rules of conflict of laws) by reference to the law of a country or territory outside Singapore.

Successor of Corporation

7. The successor company shall be taken for all purposes, including the rules of private international law, to be the successor of the Corporation, except in respect of any assets and liabilities comprised in the undertaking of the Corporation transferred to any other body or person.

Transfer to successor company of Corporation's employees

8.—(1) Every person who, immediately before the transfer date —

(a) is employed by the Corporation and serving in the Commercial and Industrial Security Corporation Auxiliary Police Force created under the repealed Act; or

(b) is otherwise employed by the Corporation,

shall, with effect from that transfer date, be transferred to the service and be an employee of the successor company on terms no less favourable than those enjoyed by the person immediately prior to his transfer.

(2) The service of a person transferred under subsection (1) as an employee of the successor company shall be taken for all purposes to have been continuous with the service of the person, immediately before the transfer date, as an employee of the Corporation.

(3) Notwithstanding any provision of law, no person transferred to the service of the successor company under subsection (1) shall be entitled to receive any payment or other benefit merely because he stopped being an employee of the Corporation as a result of this section or of any other provision of this Act, or on account of the abolition of his office in consequence of the dissolution of the Corporation.

(4) No person holding office as a member of the Corporation immediately before its dissolution shall be entitled to any remuneration or compensation because of the loss of that office.

Terms and conditions of service of transferred employees

9.—(1) Subject to the provisions of this section, nothing in section 8(1) shall prevent the terms and conditions of a transferred

employee's employment on or after the transfer date from being varied —

- (a) in accordance with those terms and conditions; or
- (b) by or under any written law, or an award, determination or agreement.

(2) The terms and conditions of employment to be drawn up by the successor company shall take into account the salaries and terms and conditions of service, including any accrued rights to leave, enjoyed by the persons transferred to the service of the successor company under subsection (1) while in the employment of the Corporation, and any such term or condition relating to the length of service with the successor company shall provide for the recognition of service under the Corporation by the persons so transferred to be service by them under the successor company.

(3) If —

- (a) a woman who was an employee of the Corporation immediately before the transfer date becomes an employee of the successor company under section 8; and
- (b) within 2 months after the transfer date, the woman would have been entitled to begin maternity leave granted under section 9 of the Children Development Co-Savings Act (Cap. 38A) if the Corporation had continued to exist and the woman had continued to be an employee of the Corporation,

then, on and after the transfer date, the Children Development Co-Savings Act shall continue to apply to the woman in relation to the confinement in respect of which she would have been entitled to leave as if the Corporation continued to be her employer.

(4) If —

- (a) immediately before the transfer date, a woman was an employee of the Corporation and was on maternity leave granted under section 9 of the Children Development Co-Savings Act;
- (b) the woman becomes an employee of the successor company under section 8; and

- (c) the woman would have been entitled to remain on that leave, after the transfer date, if the Corporation had continued to exist and the woman had continued to be employed by the Corporation,

then on and after the transfer date, the Children Development Co-Savings Act shall continue to apply to the woman in relation to the confinement in respect of which the leave was granted as if the Corporation continued to be her employer.

(5) For the avoidance of doubt, section 18A of the Employment Act (Cap. 91) shall not apply to the transfer under this Part of any employee of the Corporation to the successor company.

(6) In this section, “vary”, in relation to terms and conditions of service, includes —

- (a) omitting any of those terms and conditions;
- (b) adding to those terms and conditions; or
- (c) substituting new terms and conditions for any of those terms and conditions.

Misconduct or neglect of transferred employee before transfer and continuation and completion of disciplinary proceedings

10.—(1) Section 8 shall not transfer or otherwise affect the liability of any person to be prosecuted for, convicted of and sentenced for any offence under the Police Force Act 2004 (Act 24 of 2004).

(2) Where on the transfer date any disciplinary proceedings were pending against any employee of the Corporation transferred to the service of the successor company under section 8, the proceedings shall be carried on and completed by the successor company —

- (a) in accordance with the Police Force Act 2004 where the employee is an auxiliary police; or
- (b) in any other case, in accordance with this section.

(3) Where on the transfer date, any disciplinary matter was in the course of being heard or investigated or had been heard and investigated —

(a) by an investigating officer or disciplinary officer under the Police Force Act 2004; or

(b) by a committee or person acting under due authority,

but no order or decision had been rendered thereon, the investigating officer, disciplinary officer, committee or person, as the case may be, shall complete the hearing or investigation and make such finding, order or ruling as he or they could have made or given before the transfer date.

(4) The successor company may, subject to the Police Force Act 2004, reprimand, reduce in rank, retire, dismiss or punish in some other manner a person who had, while he was in the employment of the Corporation, been guilty of any misconduct or neglect of duty which would have rendered him liable to be reprimanded, reduced in rank, retired, dismissed or punished in some other manner if he had continued to be in the employment of the Corporation and if this Act had not been enacted.

(5) In this section, any reference to the Police Force Act 2004 includes a reference to the Auxiliary Police Force Regulations made under that Act.

Penalty to be served by transferred employee

11. Where an employee of the Corporation has been transferred to the service of the successor company under section 8 and on the transfer date any penalty (other than dismissal) has been imposed on the employee pursuant to disciplinary proceedings against him and the penalty has not been, or remains to be, served by the employee, he shall, on his transfer to the service of the successor company, serve or continue to serve such penalty to its full term as if it had been imposed by the successor company and the penalty shall remain valid against the employee on his transfer and shall continue in full force and effect until he has served the penalty in full.

Existing agreements and pending proceedings

12.—(1) All deeds, bonds, agreements, instruments and working arrangements subsisting immediately before the transfer date affecting —

- (a) the portion of the property, rights and liabilities transferred to the successor company under section 6; or
- (b) any employee of the Corporation transferred to the service of the successor company under section 8,

shall continue in full force and effect on and after that date and shall be enforceable by or against the successor company as if, instead of the Corporation or any person acting on behalf of the Corporation, the successor company had been named therein or had been a party thereto.

(2) Any proceedings or cause of action relating to —

- (a) the property, rights and liabilities transferred to and vested in the successor company under section 6; or
- (b) any employee of the Corporation transferred to the service of the successor company under section 8,

pending or existing immediately before the transfer date by or against the Corporation or any person acting on its behalf may be continued and shall be enforced by or against the successor company.

No breach or default, etc., on account of corporatisation

13.—(1) The operation of this Part shall not be regarded —

- (a) as a breach of contract or confidence or otherwise as a civil wrong;
- (b) as a breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of assets or liabilities; or
- (c) as giving rise to any remedy by a party to a legal instrument, or as causing or permitting the termination of any legal instrument, because of a change in the beneficial or legal ownership of any asset or liability.

(2) The operation of section 6 shall not be regarded as an event of default under any contract or other legal instrument.

(3) Any provision in any existing contract, agreement, conveyance, deed, lease, guarantee, bond, indemnity and other instrument or

undertaking to which the Corporation is a party or may be bound prohibiting or having the effect of prohibiting the transfer of any property, rights, obligations or liabilities comprised in the undertaking transferred under this Part shall be deemed by this Act to have been waived.

(4) Any provision in any existing contract, agreement, conveyance, deed, lease, guarantee, bond, indemnity and other instrument or undertaking to which the Corporation is a party or may be bound conferring on the other party or parties thereto any right of first refusal or pre-emption rights in respect of any property, right, obligation or liability comprised in the undertaking to be transferred by reason of or arising from, or to the effect that a default shall occur or be deemed to occur as a result of, the transfer or intended transfer of the property, right, obligation or liability under this Part shall be deemed by this Act to have been waived.

(5) No attornment to the successor company by a lessee from the Corporation shall be required.

(6) No claim for any loss shall be brought against the Government in relation to any act or thing done for the purposes of this Part.

PART IV

MISCELLANEOUS

Dissolution of Corporation

14. The Corporation is dissolved.

Repeal and saving and transitionals

15.—(1) The Commercial and Industrial Security Corporation Act (Cap. 47) is repealed.

(2) This Act shall not affect any right of appeal accrued before the transfer date in respect of any finding or order following a disciplinary proceeding or prosecution against an auxiliary police officer transferred under section 8, where the appeal has been made under any written law but has not been dealt with or disposed of immediately before that date.

Consequential amendments to other written laws

16. 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 16

CONSEQUENTIAL AMENDMENTS TO OTHER WRITTEN LAWS

<i>First column</i>	<i>Second column</i>
<p>(1) Arms and Explosives Act (Chapter 13, 2003 Ed.)</p> <p>Section 2 (1)</p>	<p>(i) Delete paragraph (a) of the definition of “authorised person”.</p> <p>(ii) Delete the definition of “Commercial and Industrial Security Corporation”.</p>
<p>(2) Central Provident Fund Act (Chapter 36, 2001 Ed.)</p> <p>First Schedule, Paragraph 6</p>	<p>Delete item (9).</p>
<p>(3) Evidence Act (Chapter 97, 1997 Ed.)</p> <p>The Schedule</p>	<p>Delete item 4.</p>
<p>(4) Intoxicating Substances Act (Chapter 146A, 2001 Ed.)</p> <p>Section 25 (5)</p>	<p>Delete the words “a member of the Auxiliary Police Force established under section 12 of the Commercial and Industrial Security Corporation Act (Cap. 47) or”.</p>

THE SCHEDULE — *continued*

(5) Miscellaneous Offences
(Public Order and Nuisance) Act
(Chapter 184, 1997 Ed.)

Section 22 (3)

Delete the words “the Commercial and Industrial Security Corporation” in paragraph (a) and substitute the words “any auxiliary police force created under any written law”.

(6) Misuse of Drugs Act
(Chapter 185, 2001 Ed.)

Section 57 (5)

Delete the words “a member of the Auxiliary Police Force established under section 12 of the Commercial and Industrial Security Corporation Act (Cap. 47) or”.

(7) Official Secrets Act
(Chapter 213, 1985 Ed.)

The Schedule

Delete item 4.

(8) Prisons Act
(Chapter 247, 2000 Ed.)

Section 34 (5)

Delete the words “a member of the Auxiliary Police Force established under section 12 of the Commercial and Industrial Security Corporation Act (Cap. 47) or”.

(9) Statutory Bodies and
Government Companies
(Protection of Secrecy) Act
(Chapter 319, 2004 Ed.)

The Schedule

Delete item 4.