

**THE KWONG-WAI-SHIU FREE HOSPITAL (TRANSFER
OF UNDERTAKING AND DISSOLUTION) ACT 2017**

(No. 21 of 2017)

ARRANGEMENT OF SECTIONS

Section

1. Short title and commencement
 2. Interpretation
 3. Transfer of undertaking to successor company
 4. Trustees and committee members ceasing
 5. Transfer of records
 6. Confirmation of transfers
 7. Saving for transfer of employees under Employment Act
 8. Dissolution of transferor and repeal
 9. Saving of President's and other rights
 10. Consequential amendment to Income Tax Act
-

An Act to provide for the transfer of the assets and liabilities of The Kwong-Wai-Shiu Free Hospital to its successor company, and for the consequent dissolution of The Kwong-Wai-Shiu Free Hospital and for all matters connected therewith, and to make a consequential amendment to the Income Tax Act (Chapter 134 of the 2014 Revised Edition).

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

Short title and commencement

1. This Act is The Kwong-Wai-Shiu Free Hospital (Transfer of Undertaking and Dissolution) Act 2017 and comes into operation on a date that the Minister appoints by notification in the *Gazette*.

Interpretation

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

“asset”, in relation to the transferor, means property of any kind of the transferor in Singapore on the eve of the transfer date (whether tangible or intangible, whether arising from, accruing under, created or evidenced by or the subject of, an instrument or otherwise, and whether actual or contingent) and includes, without limitation, any —

- (a) legal or equitable interest in real or personal property situated in Singapore;
- (b) chose in action;
- (c) money or securities;
- (d) plant or equipment situated in Singapore;
- (e) intellectual property;
- (f) infrastructure situated in Singapore;
- (g) records; and
- (h) right;

“committee member” means a member of the committee mentioned in section 5 of the Kwong-Wai-Shiu Hospital Ordinance (Cap. 366);

“liability”, in relation to the transferor, means any liability, duty or obligation of the transferor on the eve of the transfer date (whether actual or contingent, liquidated or unliquidated, and whether owed alone or jointly or jointly and severally with any other person);

“records”, in relation to the transferor, means registers, papers, documents, minutes, receipts, books of account and other

records, however compiled, recorded or stored, of the transferor existing on the eve of the transfer date;

“right”, in relation to the transferor, means any right, power, privilege or immunity of the transferor on the eve of the transfer date and, to avoid doubt, includes (without limitation) any licence, certificate or permit under any written law, and other like privilege to carry out an activity regulated by written law;

“successor company” means the company limited by guarantee incorporated on 7 June 2016 under the Companies Act (Cap. 50) by the name “Kwong Wai Shiu Hospital”;

“transfer date” means the date the Minister appoints, by notification in the *Gazette*, to be the date on which the undertaking of the transferor is transferred to the successor company under this Act;

“transferor” means The Kwong-Wai-Shiu Free Hospital incorporated by the Kwong-Wai-Shiu Hospital Ordinance;

“trustee” means a trustee mentioned in section 5 of the Kwong-Wai-Shiu Hospital Ordinance.

Transfer of undertaking to successor company

3.—(1) On the transfer date, all assets and liabilities of the transferor are transferred to the successor company.

(2) When any assets or liabilities are transferred under subsection (1), the following provisions have effect:

- (a) the assets of the transferor that are the subject of the transfer vest in the successor company by virtue of this section and without the need for any further conveyance, transfer, assignment or assurance;
- (b) the liabilities of the transferor that are the subject of the transfer become by virtue of this section the liabilities of the successor company;
- (c) all legal or other proceedings relating to those assets or liabilities that are started before the transfer date by or

-
-
- against the transferor and pending immediately before that date are taken to be proceedings pending by or against the successor company;
- (d) any legal or other proceedings relating to those assets or liabilities which could have been started immediately before the transfer date by or against the transferor may be started by or against the successor company;
 - (e) a judgment or order of a court or other tribunal obtained before the transfer date by or against the transferor relating to those assets or liabilities may be enforced by or against the successor company;
 - (f) any document relating to legal or other proceedings relating to those assets or liabilities that has been served on or by the transferor before the transfer date is taken, where appropriate, to have been served on or by the successor company;
 - (g) any act, matter or thing done or omitted to be done before the transfer date in relation to those assets or liabilities by, to or in respect of the transferor is (to the extent to which that act, matter or thing has any force or effect) taken to have been done or omitted by, to or in respect of the successor company;
 - (h) a reference in any written law, in any instrument made under any Act, in any contract, agreement, arrangement or undertaking, or in any document of any kind to the transferor, to the extent to which the reference relates to those assets or liabilities, is taken to be, or to include, a reference to the successor company.
- (3) The operation of this section does not —
- (a) constitute a breach of, or default under, an Act or other law or otherwise a civil wrong or criminal wrong;
 - (b) constitute a breach of duty of confidence (whether arising by contract, in equity, by custom, or in any other way);

- (c) constitute a breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of assets or liabilities or the disclosure of any information;
- (d) terminate an agreement or fulfil any condition that allows a person to terminate any agreement or obligation, or gives rise to any right or remedy in respect of any agreement or obligation;
- (e) cause any contract or instrument to be void or otherwise unenforceable;
- (f) frustrate any contract;
- (g) release a surety or other obligor (in whole or part) from an obligation; or
- (h) constitute an event of breach of, or default under, any contract or other instrument.

(4) No attornment to the successor company by a lessee from the transferor is required.

(5) The Registrar of Titles and any other authority required or authorised under written law to register or record transactions affecting assets or liabilities transferred under this Act, or documents relating to such transactions, must, on the application of the successor company, lodged in registrable form, register or record in the appropriate manner the transfer to the successor company of any of the transferred assets or liabilities.

Trustees and committee members ceasing

4.—(1) On the transfer date, every trustee and every committee member stops being a trustee or a committee member, as the case may be.

(2) The operation of subsection (1) in relation to any trustee or committee member does not entitle the trustee or committee member to any payment or other benefit merely because he or she stops being such a trustee or committee member.

Transfer of records

5. From the transfer date, all records of the transferor become the records of the successor company.

Confirmation of transfers

6.—(1) If any dispute arises —

(a) as to whether an asset or a liability or record is transferred under section 3 or 5; or

(b) as to whether any, or any part of any, contract or document relates to an asset or a liability or record transferred under section 3 or 5,

the Minister may determine the matter and is to provide the concerned parties with written notice of that determination.

(2) The determination of the Minister under subsection (1) is final and binding on the successor company.

Saving for transfer of employees under Employment Act

7. To avoid doubt, this Act does not affect the operation of section 18A of the Employment Act (Cap. 91).

Dissolution of transferor and repeal

8.—(1) *The transferor is dissolved.*

(2) *The Kwong-Wai-Shiu Hospital Ordinance (Cap. 366) is repealed.*

Saving of President's and other rights

9. Nothing in this Act affects the rights of the President, all bodies politic and corporate, and all others except such as are expressly mentioned in this Act, and those claiming by, from or under them.

Consequential amendment to Income Tax Act

10. *Paragraph B of the First Schedule to the Income Tax Act (Cap. 134) is amended by deleting item 2.*