# COMPANIES ACT (CHAPTER 50, SECTIONS 12A(1A), (1B) AND 411)

# COMPANIES (FILING OF DOCUMENTS) REGULATIONS

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[13th January 2003]

# PART I

# PRELIMINARY

## Citation

**1.** These Regulations may be cited as the Companies (Filing of Documents) Regulations.

# Definitions

2. In these Regulations, unless the context otherwise requires —

"agent" means —

- (a) any person named in a memorandum of appointment or power of attorney lodged under section 368(1)(e) of the Act; or
- (b) an agent appointed under section 370(5) of the Act;

[Deleted by S 281/2015 wef 15/05/2015]

"electronic transaction system" means the electronic transaction system established by the Authority under section 28B(1) of the Accounting and Corporate Regulatory Authority Act (Cap. 2A);

[S 281/2015 wef 15/05/2015]

"form" means an electronic form provided on the electronic transaction system for the purpose of filing documents under the Act electronically;

[S 281/2015 wef 15/05/2015]

"lodge" means to lodge, file or submit a form or other document electronically;

[S 281/2015 wef 15/05/2015]

"registered filing agent" has the same meaning as in section 28A of the Accounting and Corporate Regulatory Authority Act;

[S 281/2015 wef 15/05/2015]

"registered qualified individual" has the same meaning as in section 28A of the Accounting and Corporate Regulatory Authority Act.

[S 281/2015 wef 15/05/2015]

# PART II

# GENERAL MATTERS

## Forms

**3.**—(1) The forms prescribed for the purposes of lodgment with the Registrar under the Act shall be those provided on the electronic transaction system at http://www.bizfile.gov.sg.

[S 281/2015 wef 15/05/2015]

(2) The Registrar may issue such other forms as he thinks fit for the purposes of the Act.

(3) The Registrar may make any modification or amendment necessary to any form for the purpose of facilitating the lodgment of that form.

(4) Where strict compliance with a form is not possible, the Registrar may allow that form to be complied with in such other manner as he thinks fit.

(5) Any form and any relevant accompanying document to be lodged with the Registrar under the Act shall be lodged using the electronic transaction system.

[S 281/2015 wef 15/05/2015]

(6) Where lodgment of any form or document using the electronic transaction system is not possible, the Registrar may allow that form or document to be lodged in such other manner as he thinks fit.

[S 281/2015 wef 15/05/2015]

## **Directions in forms**

**4.**—(1) A form shall be completed and lodged in accordance with such directions as are specified in that form or by the Registrar.

(2) Unless otherwise required, all particulars to be inserted in a form shall be in the English language.

(3) The Registrar may refuse to accept any form that is not completed or lodged in accordance with this regulation.

## Fees

**5.**—(1) The fee payable to the Registrar in respect of the lodgment of a form with the Registrar shall be paid at the time that the form is lodged, unless otherwise directed by the Registrar.

(2) Payment of fees shall be made in such manner as the Registrar may direct.

(3) Where a form requires endorsements by more than one person, such endorsements shall be made within 3 calendar days from the date of the lodgment, and payment of the prescribed fee shall be made by the last person endorsing the form.

(4) Any failure to pay the prescribed fee in paragraph (1) shall render void the lodgment referred to in that paragraph.

# **Prescribed person**

**6.** For the purposes of the Act, a registered qualified individual is a prescribed person.

[S 281/2015 wef 15/05/2015]

# PART III

# GENERAL PROVISIONS RELATING TO DOCUMENTS ATTACHED TO FORMS

# General requirements for documents lodged with Registrar

7.—(1) Any document which is to accompany a form to be lodged with the Registrar shall —

- (*a*) comply with such directions as are specified by the Registrar; and
- (*b*) be lodged in accordance with such directions as are specified in that form or by the Registrar.

(2) Without prejudice to the generality of paragraph (1), the directions specified in the form or by the Registrar may provide for the format in which the document is to be lodged.

[S 603/2007 wef 05/11/2007]

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| Cap. 50, Rg 7] | Documents) Regulations | [2005 Ed. | p. 7 |

## Verification and certification of documents

**8.**—(1) The copy of the contract to be lodged under section 63(4) of the Act shall be certified by an advocate and solicitor, an accountant or a prescribed person declaring that he has compared the copy with the original contract and that it is a true copy of the contract of which it purports to be a copy.

(2) For the purpose of paragraph (1), the certification may be made on the copy of the contract, and the copy shall be signed and dated by the advocate and solicitor, accountant or prescribed person and shall contain the name of the advocate and solicitor, accountant or prescribed person, as the case may be, and the name and address of his firm or corporation, if applicable.

(3) A copy of the report of the result of the meeting to be lodged by a judicial manager under sections 227N(3) or 227P(5) of the Act and of a certificate or other document annexed to the report, shall be a copy verified in writing by the judicial manager to be a true copy of the original report and of that certificate or document.

(4) The affidavit verifying a statement of affairs of a company referred to in sections 224(2) and 227L(2) of the Act shall be in accordance with the applicable form.

(5) For the purpose of section 270(1) of the Act, a statement of affairs of a company shall be verified by affidavit in accordance with the applicable form sworn or affirmed by the person who lodges, or by one of the persons who lodges, the statement to the Official Receiver or the liquidator of the company, as the case requires, under section 270(2) of the Act.

## Agent's authority to be lodged

9. Where a statement in lieu of prospectus lodged with the Registrar under section 59(1) of the Act is signed under section 60(1)(a) of the Act by a person authorised in writing by a director or proposed director, the authorisation or a verified copy of the authorisation shall be annexed to the statement.

# Signed copies of statutory report and auditor's report thereon required for lodgment

10. For the purposes of section 174(5) of the Act —

- (*a*) the copy of the statutory report of a company to be lodged with the Registrar shall be a copy that is certified under section 174(3) of the Act by the personal signatures of not less than 2 directors; and
- (b) the copy of the auditor's report on a statutory report referred to in paragraph (a) to be lodged with the Registrar shall be a copy that is personally signed by the auditor or, where the auditor is a firm, by one of the partners of that firm.

# Certified copies of statements of affairs

11. The copy of the statement of affairs of a company to be lodged with the Registrar shall be a copy certified in writing to be a true copy of the original statement —

- (a) in the case of a copy lodged for the purposes of section 223(1)(c)(i) of the Act, by the receiver or manager of the property of the company; and
- (*b*) in the case of a copy lodged for the purposes of section 270(3) of the Act, by the liquidator of the company.

# **Certified translations of documents**

**12.**—(1) For the purposes of section 397 of the Act, "certified translation" means a translation that —

- (a) in the case of a translation made outside Singapore
  - (i) is certified by an official to whom the custody of the original instrument, certificate, contract or document is committed, being an official holding or purporting to hold an office corresponding to that of the Registrar in the place in which the corporation is formed or incorporated;
  - (ii) is certified by a notary public or a translator duly admitted and sworn in accordance with the law of the

place in which the corporation is formed or incorporated; or

- (iii) is certified by a Singapore consular officer in the place in which the corporation is formed or incorporated; or
- (b) in the case of a translation made within Singapore, is certified by a person approved by the Registrar to be a correct translation in the English language.

(2) The Registrar may, before accepting a translation for lodgment, require the person lodging the translation to furnish to the Registrar such evidence as the Registrar thinks sufficient of the ability of the person by whom the translation is made to make the translation.

(3) In this regulation, "Singapore consular officer" means a Consul or a person performing consular functions on behalf of the Government.

# Time for lodging documents

**13.** Where a form or document is required under the Act or these Regulations to be lodged with the Registrar but a period of time within which that form or document is to be lodged is not prescribed, that form or document shall be lodged —

- (a) within 30 days; or
- (b) in the case of a form or document required to be lodged by a foreign company, within such further period as the Registrar may in special circumstances allow,

after the occurrence of the event to which the form or document relates.

## Affidavit and statutory declaration

14.—(1) Except as otherwise provided in the Act, these Regulations or in any form, an affidavit or a statutory declaration sworn or declared for the purposes of the Act or these Regulations on behalf of a corporation shall be sworn or declared by a director or the secretary of the corporation.

|       |           | Companies (Filing of   |                |
|-------|-----------|------------------------|----------------|
| p. 10 | 2005 Ed.] | Documents) Regulations | [Cap. 50, Rg 7 |

(2) Where an affidavit or a statutory declaration prescribed by the Act or these Regulations purports to be sworn or declared at a place outside Singapore, the affidavit or statutory declaration shall be sufficient for the purposes of the Act or these Regulations if it purports to be sworn or declared in accordance with the requirements of the law of that place.

(3) The affidavit verifying the account of receipts and payments by the receiver or manager under section 225(1) of the Act need not be lodged with the form if the lodgment is personally done by the receiver or manager concerned and he declares in that form that the accounts and statements are true and correct.

# Service of documents on Official Receiver

15. A form lodged with the Registrar in compliance with sections 270(3), 295(4), 308(3) and (4), 316(1) and (3) and 317(1) of the Act shall be deemed to have been lodged with the Official Receiver upon payment of the prescribed fees for both the lodgments.

## PART IV

# INCORPORATION OF COMPANIES AND RELATED MATTERS

## **Documents for incorporation**

16. For the purposes of section 19(1)(a) of the Act, a person desiring the incorporation of a company shall submit the application in the applicable form and furnish the Registrar with such information as is required in that form.

## Fee for incorporation of company

17. For the purposes of section 19(1)(c) of the Act, a person desiring the incorporation of a company shall pay the Registrar the applicable fee specified in the Second Schedule to the Act.

## Confirmations to be lodged electronically

**18.**—(1) Where an advocate and solicitor, an accountant or a registered filing agent is engaged to incorporate a company, then the advocate and solicitor or accountant, or a relevant prescribed person

(as the case may be) must, in the manner determined by the Registrar, confirm that —

- (a) each person who is to be appointed as director of the company
  - (i) has consented to act as director; and
  - (ii) is not disqualified from acting as director of the company; and
- (b) each person who is to be appointed as secretary of the company has consented to act as secretary of the company.

(2) The confirmations referred to in paragraph (1) must be lodged with the Registrar in the manner determined by the Registrar.

(3) In paragraph (1), "relevant prescribed person" means a registered qualified individual who is, or who is employed, engaged or appointed by, the registered filing agent that is engaged to incorporate the company.

[S 281/2015 wef 15/05/2015]

## Notice of incorporation

**19.** For the purposes of section 19(4) of the Act, the Registrar shall issue a notice of incorporation via electronic mail, as set out in Part I of the Schedule, to the applicant upon the successful incorporation of the company.

## Notice of commencement of business

**20.** For the purposes of section 61(3) of the Act, the Registrar shall issue a notice of commencement of business via electronic mail, as set out in Part II of the Schedule, to the applicant upon lodgment of the declaration under section 61(1)(b)(iii) or (2)(c) of the Act with the Registrar.

# PART V

## FOREIGN COMPANIES

# Certification or verification of documents required for registration of foreign companies

**21.**—(1) For the purposes of section 368(1)(a) of the Act, a certified copy of a certificate referred to in that section is a copy that has, within the period of 3 months immediately preceding the day on which it is lodged with the Registrar or within such longer period as the Registrar permits, been certified to be a true copy by an official holding or purporting to hold an office corresponding to that of the Registrar in the place in which the foreign company concerned is formed or incorporated.

(2) Where the certificate referred to in section 368(1)(a) of the Act is an electronic document, the Registrar may accept a certified copy of a print-out of that certificate from an electronic database of an office corresponding to that of the Registry of Companies in the place in which the foreign company is formed or incorporated.

(3) For the purposes of section 368(1)(b) of the Act, a certified copy referred to in that section, of a charter, statute or memorandum and articles or other instrument constituting or defining a foreign company's constitution, is a copy that has, within the period of 3 months immediately preceding the day on which it is lodged with the Registrar or within such longer period as the Registrar permits, been certified to be a true copy —

- (*a*) by an official holding or purporting to hold an office corresponding to that of the Registrar in the place in which the foreign company concerned is formed or incorporated;
- (b) by a notary public; or
- (c) by a director, manager or secretary of the foreign company by affidavit or, in the case of a foreign company formed or incorporated within the Commonwealth, by statutory declaration made by a director, manager or secretary of the foreign company.

|                | Companies (Filing of   |           |       |
|----------------|------------------------|-----------|-------|
| Cap. 50, Rg 7] | Documents) Regulations | [2005 Ed. | p. 13 |

(4) In paragraph (2), "electronic document" means a document that is filed, served, delivered or otherwise conveyed by electronic transmission.

# Manner of verification of memorandum of appointment, etc.

**22.** For the purposes of section 368(1)(e) of the Act, a memorandum of appointment or power of attorney shall be verified by affidavit or, in the case of a foreign company formed or incorporated within the Commonwealth, by statutory declaration made by a person verifying that he was present and saw —

- (*a*) the seal of the foreign company duly affixed to the memorandum of appointment or power of attorney; or
- (b) the memorandum of appointment or power of attorney duly executed on behalf of the foreign company in such manner as to be binding on the company.

## Manner of verification by statutory declaration

**23.** For the purposes of section 368(2) of the Act, a statutory declaration of a copy of the deed or document referred to in that section shall be made by a director, manager or secretary, or by the agent, of the foreign company declaring that he has compared the copy with the original deed or document and that it is a true copy of the deed or document of which it purports to be a copy.

## Notice of registration of foreign company

**24.** For the purposes of section 371 of the Act, the Registrar shall issue a notice of registration of a foreign company via electronic mail, as set out in Part III of the Schedule, to the applicant upon the successful registration of the foreign company.

## Documents to be lodged where change or alteration is made

**25.** For the purposes of section 372(1) of the Act, the documents that a foreign company is required to lodge with the Registrar are as follows:

- (*a*) where any change or alteration is made in the charter, statutes, memorandum or articles of the foreign company or other instrument constituting or defining its constitution —
  - (i) a copy of the instrument effecting that change or alteration; or
  - (ii) a copy of the charter, statutes, memorandum, articles or other instrument as changed or altered,

in either case being a copy certified to be a true copy in the same manner as a copy is certified under regulation 21(3) to be a true copy;

- (b) where any change or alteration is made in the name of the foreign company
  - (i) a copy of the certificate of its incorporation or registration in its place of incorporation or origin or a document of similar effect (being a certificate or document evidencing that change or alteration); or
  - (ii) where there is no such certificate or document, a copy of the instrument effecting that change or alteration,

in either case being a copy certified to be a true copy in the same manner as a copy is certified under regulation 21(3) to be a true copy; and

(c) where any change or alteration is made in the powers of any director resident in Singapore who is a member of the local board of directors of the foreign company, a memorandum duly executed by or on behalf of the foreign company stating the powers of the local directors as changed or altered.

# PART VI

# JUDICIAL MANAGEMENT

# Notice of special resolution

**26.** For the purpose of section 227B of the Act, a copy of the special or directors' resolution to be lodged thereunder shall be in the applicable form.

|                | Companies (Filing of   |           |       |
|----------------|------------------------|-----------|-------|
| Cap. 50, Rg 7] | Documents) Regulations | [2005 Ed. | p. 15 |

# Copy of proposals, revised proposals and report of result of meeting of creditors

**27.**—(1) For the purposes of sections 227M(1) and 227P(2) of the Act, a copy of the proposals or revised proposals, as the case may be, made by the judicial manager shall be lodged with the Registrar in the applicable form.

(2) For the purposes of sections 227N(3) and 227P(5) of the Act, a copy of the report of the result of a meeting of creditors on the proposals or revised proposals, as the case may be, made by the judicial manager shall be lodged in the applicable form.

# Lodgment of notice of application for judicial management order

**28.** An applicant for a judicial management order shall lodge with the Registrar in the appropriate form a notice of the application for the judicial management order together with a copy of the application for the judicial management order and its supporting affidavit.

[S 862/2005 wef 01/04/2006]

## Lodgment of judicial management order

**29.** Where an order is made for the placing of a company under the judicial management of a judicial manager and the applicant for the judicial management order has complied with the requirements of regulation 40 of the Companies Regulations (Rg 1) with regard to the giving of the requisite notice and the publication in the local daily newspaper, the applicant shall lodge with the Registrar the notice together with a copy of the judicial management order.

[S 862/2005 wef 01/04/2006]

## Copy of resolution to be lodged

**30.** A judicial manager shall lodge with the Registrar, in accordance with the applicable form, a copy certified by the judicial manager of every resolution of a meeting of creditors held.

# Cessation of office of judicial manager

**31.** A judicial manager shall, within 14 days after his resignation, removal or vacation from office, lodge with the Registrar a notice of the resignation, removal or vacation in accordance with the applicable form.

# PART VII

## PROVISIONS ON USE OF CERTAIN FORMS

## Notice of errors in document lodged

**32.**—(1) For the purpose of section 12B(3) of the Act, an officer of a company or a registered filing agent on the officer's behalf may lodge a notice in the applicable form to rectify any error in any form or document lodged with the Registrar, except the following:

(a) errors relating to particulars of a charge; and

(b) errors relating to particulars of the share capital.

[S 281/2015 wef 15/05/2015]

(2) A notice referred to in paragraph (1) in relation to an error in any form lodged under the Companies Regulations (Rg 1) before 13th January 2003 shall be accompanied by a copy of the amended form.

# Application to Registrar for leave to lodge notice of error

**33.**—(1) For the purpose of section 12B(3) of the Act, where an error in a form relating to particulars of a charge or of the share capital appears in the records of the Registry of Companies, the company may apply to the Registrar for leave to lodge a notice to rectify the error if the error is contained in the applicable form.

(2) The Registrar may, in his discretion, allow the error to be corrected by way of the applicable form.

(3) Where the application is rejected by the Registrar, the applicant may apply to the Court for a rectification of the register kept by the Registrar in accordance with the provisions of the Act.

# Notice of allotment

34. An unlisted public company shall comply with the requirements in section 63(1)(d) of the Act by —

- (a) updating its list of shareholders before the allotment; and
- (*b*) providing in the notice of allotment the number and class of shares allotted to each of the allottees.

# Order of court

**35.** An order of court shall, unless expressly provided in the applicable form, be lodged in the form relating to the general lodgment of orders of court.

# PART VIII

# ANNUAL RETURN

# Confirmation of particulars of company

**36.**—(1) Any person who lodges with the Registrar, for the purposes of section 197(1) of the Act, an annual return of a company having a share capital shall ensure, and shall confirm in the applicable form for the return —

- (*a*) where he is an officer of the company, that the particulars of the company referred to in the Eighth Schedule to the Act and contained in the return are accurate and up-to-date as at the relevant date; or
- (b) where he is not an officer of the company, that he has confirmed with an officer of the company that the particulars of the company referred to in the Eighth Schedule to the Act and contained in the return are accurate and up-to-date as at the relevant date.

(2) Any person who lodges with the Registrar, for the purposes of section 197(5) of the Act, an annual return of a company not having a share capital shall ensure, and shall confirm in the applicable form for the return —

- (a) where he is an officer of the company, that the particulars of the company referred to in regulation 39(1)(a) and contained in the return are accurate and up-to-date as at the relevant date; or
- (b) where he is not an officer of the company, that he has confirmed with an officer of the company that the particulars of the company referred to in regulation 39(1)(a) and contained in the return are accurate and up-to-date as at the relevant date.

(3) In this regulation, "relevant date" means a date specified by the person who lodges the annual return, being a date which is not more than 14 days before the date of lodgment of the return.

[S 603/2007 wef 05/11/2007]

# Other confirmations in annual return of company having a share capital

**37.**—(1) An annual return of a company having a share capital lodged with the Registrar under section 197(1) of the Act shall contain —

- (*a*) a confirmation that an officer of the company has inspected the share register of the company;
- (*b*) a confirmation as to whether any transfer of ownership of shares in the company has been registered since the date of the last return of the company or, if none had been lodged previously, the date of incorporation of the company; and
- (c) where the company is a private company other than an exempt private company, a confirmation that
  - (i) the company is a private company; and
  - (ii) the number of its members is not more than 50.

(2) For the purposes of paragraph (1)(c)(ii), in determining the number of members of a company —

(a) the joint holders of any shares shall be treated as one person; and

- (b) the following persons shall be disregarded:
  - (i) any person in the employment of the company or of its subsidiary; and
  - (ii) any person who while previously in the employment of the company or of its subsidiary was and thereafter has continued to be a member of the company.

[S 603/2007 wef 05/11/2007]

# Documents accompanying annual return of company having a share capital other than exempt private company

**38.**—(1) For the purposes of section 197(1) of the Act, a company having a share capital, other than an exempt private company, must ensure that its annual return is accompanied by the following documents of the company in respect of the financial year in relation to which the annual return is filed:

- (a) the statement of its directors;
- (b) the report of its auditors, unless the company is exempt from audit requirements and no report was prepared by the auditors;
- (c) the financial statements, which must be audited unless the company is exempt from audit requirements and no report was prepared by the auditors.

(2) The documents referred to in paragraph (1) must be prepared in accordance with Part VI of the Act.

[S 380/2015 wef 01/07/2015]

# Documents accompanying annual return of exempt private company

**38A.**—(1) For the purposes of section 197(1) of the Act, an exempt private company must ensure that its annual return is accompanied —

(*a*) if the company is able to meet its liabilities as and when they fall due, by a confirmation of that fact in the applicable form; or

- (*b*) in any other case, by the following documents of the company in respect of the financial year in relation to which the annual return is filed:
  - (i) the statement of its directors;
  - (ii) the report of its auditors, unless the company is exempt from audit requirements and no report was prepared by the auditors;
  - (iii) the financial statements, which must be audited unless the company is exempt from audit requirements and no report was prepared by the auditors.

(2) The documents referred to in paragraph (1)(b) must be prepared in accordance with Part VI of the Act.

[S 380/2015 wef 01/07/2015]

# Annual return of company not having a share capital

**39.**—(1) For the purposes of section 197(5) of the Act, the annual return of a company not having a share capital shall —

- (a) contain
  - (i) the name of the company;
  - (ii) the registration number of the company;
  - (iii) the address of the registered office of the company;
  - (iv) in a case where the register of members is kept elsewhere than at the registered office, the address of the place where it is kept;
  - (v) particulars of the amount of indebtedness of the company as at the relevant date in respect of all charges which are required to be registered with the Registrar, and a list of all registered charges of the company;
  - (vi) such particulars of the persons who, on the relevant date, are the directors, managers, secretaries and auditors of the company as are required by section 173 of the Act to be contained in the register

of directors, managers, secretaries and auditors of the company;

- (vii) the number of members as at the relevant date;
- (viii) the name of the auditor who audited the financial statements of the company, unless the company is exempt from audit requirements, and where the financial statements have been lodged, a statement as to whether the financial statements are unqualified;

[S 380/2015 wef 01/07/2015]

- (ix) such other particulars as specified in the applicable form; and
- (x) a confirmation
  - (A) that an inspection of the register of members required under section 190(1) of the Act has been conducted by an officer of the company; and
  - (B) as to whether the list of members as at the relevant date has been updated; and
- (*b*) be accompanied by the following documents of the company in respect of the financial year in relation to which the annual return is filed:
  - (i) the statement of its directors;
  - (ii) the report of its auditors, unless the company is exempt from audit requirements and no report was prepared by the auditors;
  - (iii) the financial statements, which must be audited unless the company is exempt from audit requirements and no report was prepared by the auditors.

[S 380/2015 wef 01/07/2015]

(1A) The documents referred to in paragraph (1)(b) must be prepared in accordance with Part VI of the Act.

[S 380/2015 wef 01/07/2015]

|       |           | Companies (Filing of   |                |
|-------|-----------|------------------------|----------------|
| p. 22 | 2005 Ed.] | Documents) Regulations | [Cap. 50, Rg 7 |

(2) In this regulation, "relevant date" means a date specified by the person who lodges the annual return, being a date which is not more than 14 days before the date of lodgment of the return.

[S 603/2007 wef 05/11/2007]

## PART IX

# CHARGES

## Variation of charges

**40.** A chargor may lodge the applicable form with the Registrar to report any variation of the particulars of the chargee or the charge amount of a charge.

## Time prescribed for endorsement of satisfaction of charges

**41.** Where a chargee is satisfied of the truth of a statement of satisfaction referred to in section 136(1) of the Act, the chargee shall endorse the statement under section 136(2) of the Act before that statement is lodged with the Registrar or within 3 days of such lodgment.

# PART IXA

## **REDUCTION OF SHARE CAPITAL**

[S 54/2006 wef 30/01/2006]

## Notice of application to cancel resolution

**41A.** For the purposes of section 78D(4)(b) of the Act, the notice of the application to the Court for the resolution to be cancelled shall be lodged in the applicable form.

[S 54/2006 wef 30/01/2006]

## Notice of order of Court cancelling resolution

**41B.** For the purposes of section 78F(4) of the Act, the notice of the order shall be lodged in the applicable form.

[S 54/2006 wef 30/01/2006]

|                | Companies (Filing of   |           |       |
|----------------|------------------------|-----------|-------|
| Cap. 50, Rg 7] | Documents) Regulations | [2005 Ed. | p. 23 |

## Order of Court dismissing application for reduction

**41C.** Where the Court dismisses the application by a company under section 78G(1) of the Act, the company shall lodge the order in accordance with regulation 35.

[S 54/2006 wef 30/01/2006]

# Extension of time to lodge order of Court and notice containing reduction information

**41D.** An application for an extension of time to lodge the order of Court and the notice containing the reduction information under section 78I(3) of the Act shall be made in the applicable form.

[S 54/2006 wef 30/01/2006]

# PART IXB

# AMALGAMATION

[S 54/2006 wef 30/01/2006]

### **Registration of amalgamation**

**41E.** Where the amalgamation proposal specifies a date on which the amalgamation is intended to become effective, the application for registration of amalgamation under section 215E of the Act shall not be made earlier than 2 months before the specified date.

[S 54/2006 wef 30/01/2006]

## Special resolution for amalgamation proposal

**41F.** A special resolution made under section 215C(1)(a) of the Act shall be lodged in the applicable form in accordance with section 186 of the Act.

[S 54/2006 wef 30/01/2006]

# Court order under section 215H of Act

**41G.** Where a Court makes an order on an application made under section 215H of the Act, the company shall lodge the order in accordance with regulation 35.

[S 54/2006 wef 30/01/2006]

# PART X

# TRANSITIONAL PROVISION

# **Transitional provision**

**42.** Any act, matter or thing that was done under or for the purposes of any provision of the Companies Regulations (Rg 1) in force immediately before 13th January 2003 shall be taken to have been done for the purposes of the corresponding provision of these Regulations.

## THE SCHEDULE

#### PART I

## COMPANIES ACT (CHAPTER 50)

Regulation 19

## COMPANIES (FILING OF DOCUMENTS) REGULATIONS

#### NOTICE OF INCORPORATION UNDER SECTION 19 (4)

This is to confirm that <name of company> is incorporated under section 19(4) of the Companies Act on <date of incorporation> and that the company is <company type\*>.

- \* a private company limited by shares
- \* a public company limited by shares
- \* a public company limited by guarantee
- \* an unlimited company.

Companies (Filing of Documents) Regulations

THE SCHEDULE — *continued* 

#### PART II

## COMPANIES ACT (CHAPTER 50)

Regulation 20

# COMPANIES (FILING OF DOCUMENTS) REGULATIONS

## NOTICE OF COMMENCEMENT OF BUSINESS UNDER SECTION 61(3)

This is to confirm that the declaration required under section 61(3) of the Companies Act has been lodged and that the company is entitled to commence business and to exercise its borrowing powers.

#### PART III

## COMPANIES ACT (CHAPTER 50)

Regulation 24

### COMPANIES (FILING OF DOCUMENTS) REGULATIONS

### NOTICE OF REGISTRATION OF FOREIGN COMPANY UNDER SECTION 371(1)

This is to confirm that a foreign company called <name of company> which was formed or incorporated in <place of incorporation> has been registered in Singapore under section 371(1) of the Companies Act on <registration date>.

Part IV

[Deleted by S 603/2007 wef 05/11/2007]

#### Part V

[Deleted by S 603/2007 wef 05/11/2007]

### Part VI

Informal Consolidation - version in force from 1/7/2015

THE SCHEDULE — continued

[Deleted by S 603/2007 wef 05/11/2007]

[G.N. Nos. S 17/2003; S 235/2003; S 292/2004]

# LEGISLATIVE HISTORY

# COMPANIES (FILING OF DOCUMENTS) REGULATIONS (CHAPTER 50, RG 7)

This Legislative History is provided for the convenience of users of the Companies (Filing of Documents) Regulations. It is not part of these Regulations.

| 1. G. N. No. S 17/2003 —  | Companies (Filing of Documents) Regulations 2003                  |  |
|---|---|--|
| Date of commencemen   | t : 13 January 2003   |  |
| 2. G. N. No. S 235/2003 –   | – Companies (Filing of Documents) (Amendment)<br>Regulations 2003 |  |
| Date of commencemen   | t : 15 May 2003   |  |
| 3. G. N. No. S 292/2004 — Companies (Filing of Documents) (Amendment)<br>Regulations 2004 |   |  |
| Date of commencemen   | t : 1 June 2004   |  |
| 4. 2005 Revised Edition -   | - Companies (Filing of Documents) Regulations                     |  |
| Date of operation   | : 31 March 2005   |  |
| 5. G. N. No. S 862/2005 — Companies (Filing of Documents) (Amendment)<br>Regulations 2005 |   |  |
| Date of commencemen   | t : 28 December 2005  |  |
| 6. G. N. No. S 54/2006 — Companies (Filing of Documents) (Amendment)<br>Regulations 2006  |   |  |
| Date of commencemen   | t : 30 January 2006   |  |
| 7. G. N. No. S 603/2007 — Companies (Filing of Documents) (Amendment)<br>Regulations 2007 |   |  |
| Date of commencemen   | t : 5 November 2007   |  |
| 8. G.N. No. S 399/2013 — Companies (Filing of Documents) (Amendment)<br>Regulations 2013  |   |  |
| Date of commencemen   | t : 2 July 2013   |  |
| 9. G.N. No. S 281/2015 — Companies (Filing of Documents) (Amendment)<br>Regulations 2015  |   |  |
| Date of commencemen   | t : 15 May 2015   |  |

# 10. G.N. No. S 380/2015 — Companies (Filing of Documents) (Amendment No. 2) Regulations 2015

Date of commencement : 1 July 2015