

# **Companies (Transfer of Registration) Regulations 2017**

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**No. S 579**

**COMPANIES ACT  
(CHAPTER 50)**

**COMPANIES (TRANSFER OF REGISTRATION)  
REGULATIONS 2017**

In exercise of the powers conferred by section 411 of the Companies Act, the Minister for Finance makes the following Regulations:

**PART 1**

**PRELIMINARY**

**Citation and commencement**

**1.** These Regulations are the Companies (Transfer of Registration) Regulations 2017 and come into operation on 11 October 2017.

**PART 2**

**APPLICATION FOR REGISTRATION**

**Prescribed form under section 358(2)(a) of Act**

**2.** For the purposes of section 358(2)(a) of the Act, the prescribed form is the form set out on the Authority's website at [www.acra.gov.sg/redomiciliation\\_application\\_form](http://www.acra.gov.sg/redomiciliation_application_form).

### **Certification of documents under section 358(2)(b)(i) of Act**

3. For the purposes of section 358(2)(b)(i) of the Act, a copy of a charter, statute, constitution or memorandum or articles or other instrument constituting or defining a foreign corporate entity's constitution, in its place of incorporation, is certified if, within the period of 4 months immediately preceding the day on which the copy is lodged with the Registrar or within such longer period as the Registrar permits in any particular case, the copy was 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 foreign corporate entity's place of incorporation;
- (b) by a notary public;
- (c) by a director, manager or secretary of the foreign corporate entity by statutory declaration; or
- (d) by the registered qualified individual who lodges the items mentioned in section 358(2)(b) of the Act for the purpose of registering the foreign corporate entity as a company limited by shares under the Act.

### **Prescribed documents under section 358(2)(b)(iii) of Act**

4.—(1) For the purposes of section 358(2)(b)(iii) of the Act, the prescribed documents are —

- (a) a certified copy of —
  - (i) the certificate of incorporation of the foreign corporate entity in its place of incorporation; or
  - (ii) a document of similar effect to the certificate of incorporation of the foreign corporate entity in its place of incorporation;
- (b) except as provided in regulation 7(5), a declaration in writing signed by all the directors of the foreign corporate entity that they have formed the opinion that the foreign corporate entity meets the minimum requirements mentioned in regulation 7(1)(b), (c) and (d);
- (c) a declaration by each proposed director that he or she consents to act as a director upon registration of the foreign corporate entity as a company limited by shares;
- (d) a statement by each proposed director that he or she is not disqualified from acting as a director under the Act;
- (e) a statement by each proposed director that he or she is not debarred under

section 155B of the Act from acting as a director under the Act;

- (f) any one of the following documents, if applicable:
  - (i) a declaration by each proposed director that he or she has agreed, upon registration of the foreign corporate entity as a company limited by shares, to take a number of shares of the company that is not less than his or her qualification, if any;
  - (ii) an undertaking by each proposed director that he or she will, upon registration of the foreign corporate entity as a company limited by shares, take from the company and pay for his or her qualification shares, if any;
  - (iii) a declaration by each proposed director that a specified number of shares, not less than his or her qualification, if any, has been registered in his or her name;
- (g) a declaration by each proposed secretary —
  - (i) that he or she consents, upon registration of the foreign corporate entity as a company limited by shares, to act as a secretary;
  - (ii) that he or she is not debarred under section 155B of the Act from acting as a secretary under the Act; and
  - (iii) if the foreign corporate entity is to be registered as a public company limited by shares, that he or she satisfies section 171(1AA)(b) of the Act; and
- (h) where an advocate and solicitor or a registered filing agent is engaged to submit an application under section 358(1) of the Act, a confirmation by the advocate and solicitor or registered filing agent (as the case may be) that —
  - (i) each proposed director —
    - (A) has consented to act as a director upon registration of the foreign corporate entity as a company limited by shares; and
    - (B) is not disqualified from acting as a director under the Act; and

- (ii) each proposed secretary has consented to act as secretary upon registration of the foreign corporate entity as a company limited by shares.

(2) For the purposes of paragraph (1)(a), a copy of the certificate of incorporation of the foreign corporate entity in its place of incorporation, or a copy of a document of similar effect, is a certified copy if, within the period of 4 months immediately preceding the day on which the copy is lodged with the Registrar or within such longer period as the Registrar permits in any particular case, the copy was certified to be a true copy by an official holding or purporting to hold an office corresponding to that of the Registrar in the foreign corporate entity's place of incorporation.

(3) Where the certificate or document mentioned in paragraph (1)(a) is an electronic document, the Registrar may accept a print-out of that certificate or document from an electronic database of an office corresponding to that of the Registry of Companies in the foreign corporate entity's place of incorporation that has, within the period of 4 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 of the certificate or document by an official holding or purporting to hold an office corresponding to that of the Registrar in the foreign corporate entity's place of incorporation.

(4) A declaration, statement or undertaking mentioned in paragraph (1)(c), (d), (e) and (f) must be filed with the Registrar —

- (a) by the proposed director who made the declaration, statement or undertaking himself or herself; or
- (b) through a registered qualified individual authorised by that proposed director.

(5) A declaration mentioned in paragraph (1)(g) must be filed with the Registrar —

- (a) by the proposed secretary who made the declaration himself or herself; or
- (b) through a registered qualified individual authorised by that proposed secretary.

(6) In this regulation —

“director”, in relation to a foreign corporate entity, includes any person occupying the position of director of the foreign corporate entity by whatever name called and includes a person in accordance with whose directions or instructions the directors or the majority of the directors of the foreign corporate entity are accustomed to act and an alternate or substitute director;