



REPUBLIC OF SINGAPORE

GOVERNMENT GAZETTE

BILLS SUPPLEMENT

Published by Authority

NO. 25]

MONDAY, SEPTEMBER 8

[2014

First published in the *Government Gazette*, Electronic Edition, on 8th September 2014 at 5:00 pm.

Notification No. B 25 — The Companies (Amendment) Bill is hereby published for general information. It was introduced in Parliament on the 8th day of September 2014.

Companies (Amendment) Bill

Bill No. 25/2014.

Read the first time on 8 September 2014.

A BILL

i n t i t u l e d

An Act to amend the Companies Act (Chapter 50 of the 2006 Revised Edition), and to make consequential and related amendments to certain other written laws.

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 may be cited as the Companies (Amendment) Act 2014 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

Amendment of section 3

2. Section 3(3) of the Companies Act is amended by inserting, immediately after the words “Table A in the Fourth Schedule”, the words “in force immediately before the date of commencement of section 181 of the Companies (Amendment) Act 2014”.

Amendment of section 4

3. Section 4 of the Companies Act is amended —

(a) by inserting, immediately before the definition of “accounting records” in subsection (1), the following definitions:

““accounting corporation” means a company approved or deemed to be approved as an accounting corporation under the Accountants Act (Cap. 2);

“accounting entity” means a public accountant, an accounting corporation, an accounting firm or an accounting limited liability partnership;

“accounting firm” means a firm approved or deemed to be approved as an accounting firm under the Accountants Act;

“accounting limited liability partnership” means a limited liability partnership approved as an accounting limited liability partnership under the Accountants Act;”;

(b) by inserting, immediately after the definition of “Act” in subsection (1), the following definition:

““alternate address” means —

(a) in the case of a company, the alternate address that is recorded in place of the

residential address of a director, chief executive officer or secretary in a company's register of directors, chief executive officers or secretaries, as the case may be, referred to in section 173; or

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(b) in the case of a foreign company, an alternate address maintained with the Registrar under section 370A;";

(c) by deleting the definition of "annual return" in subsection (1) and substituting the following definition:

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" "annual return" means the return required to be lodged under section 197(1);";

(d) by deleting the definition of "articles" in subsection (1);

(e) by deleting the definition of "audit requirements" in subsection (1) and substituting the following definition:

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" "audit requirements" means the requirements of sections 201(8) and (9) and 207;";

(f) by inserting, immediately after the definition of "Authority" in subsection (1), the following definition:

" "Authority's website" means the Authority's Internet website;";

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(g) by inserting, immediately after the definition of "banking corporation" in subsection (1), the following definition:

" "book-entry securities" has the same meaning as in section 81SF of the Securities and Futures Act (Cap. 289);";

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(h) by inserting, immediately after the definition of "charge" in subsection (1), the following definition:

" "chief executive officer", in relation to a company, means any one or more persons, by whatever name described, who —

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(a) is in direct employment of, or acting for or by arrangement with, the company; and

(b) is principally responsible for the management and conduct of the business of the company, or part of the business of the company, as the case may be;”;

5 (i) by deleting the word “memorandum” in the definitions of “company limited by guarantee” and “company limited by shares” in subsection (1) and substituting in each case the word “constitution”;

10 (j) by inserting, immediately after the definition of “company limited by shares” in subsection (1), the following definition:

“ “constitution”, in relation to a company, means —

15 (a) the constitution of the company which is registered with the Registrar under section 19, as may be amended from time to time; and

20 (b) in the case of a company incorporated before the date of commencement of section 3 of the Companies (Amendment) Act 2014, the memorandum of association of the company, the articles of association of the company, or both, in force immediately before that date;”;

25 (k) by inserting, immediately after the definition of “default penalty” in subsection (1), the following definition:

“ “Depository” has the same meaning as in section 81SF of the Securities and Futures Act;”;

30 (l) by inserting, immediately after the words “the directors” in the definition of “director” in subsection (1), the words “or the majority of the directors”;

(m) by deleting the definition of “equity share” in subsection (1);

(n) by deleting the definition of “financial year” in subsection (1) and substituting the following definition: