

Consequential Amendments to the Business Registration Act

	Business Registration Act (Chapter 32)	Proposed changes to the Business Registration Act (as shown by the additions below and deletions to the second column) and issues to be consulted, where applicable
	An Act to provide for the registration of persons carrying on business in Singapore and for matters incidental thereto.	
Short title	1. This Act may be cited as the Business Registration Act.	
Interpretation	<p>2. —(1) In this Act, unless the context otherwise requires —</p> <p>"Authority" means the Accounting and Corporate Regulatory Authority established under the Accounting and Corporate Regulatory Authority Act 2004 (Act 3 of 2004);</p> <p>"business" includes every form of trade, commerce, craftsmanship, calling, profession and any activity carried on for the purposes of gain but does not include any office, employment or occupation, or any of the businesses specified in the First Schedule;</p> <p>"business name" means the name or style under which a person carries on business;</p> <p>"certificate of registration" means a certificate issued under section 8;</p> <p>"corporation" means a company registered under the Companies Act (Cap. 50) or under any</p>	<p>"limited partnership" means a limited partnership as defined in section 3 of the Limited Partnerships Act 2006.</p>

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	<p>corresponding previous legislation , or a limited liability partnership registered under the Limited Liability Partnerships Act 2005, and includes any body corporate formed or incorporated outside Singapore and any branch or subsidiary thereof;</p> <p>"document" means any application, form, report, certification, notice, confirmation, declaration or other document to be filed or lodged with or submitted to the Registrar or, as the case may be, any certificate, notice or other document to be issued by the Registrar;</p> <p>"firm" means an unincorporated body of 2 or more individuals, or one or more individuals and one or more corporations, or 2 or more corporations, who have entered into partnership with one another with a view to carrying on business for profit;</p> <p>"foreign firm" means any firm, individual or corporation whose principal place of business is situated outside Singapore;</p> <p>"individual" means a natural person and includes an administrator, executor, liquidator, trustee, nominee of any person, guardian and committee having a direct control or management of any business but does not include a corporation;</p> <p>"inspector" means a person authorised in writing by the Registrar to be an inspector for the purposes</p>	

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	<p>of this Act;</p> <p>"person" includes a corporation, firm, foreign firm and individual;</p> <p>"person responsible for the management of a business" includes every director, manager, partner, officer, individual, secretary, agent or employee at any time charged either solely or to a substantial extent with the management of a business;</p> <p>"prescribed person" means a person, or a person within a class of persons, prescribed by the Minister;</p> <p>"register" means any register kept under or by virtue of the provisions of this Act;</p> <p>"Registrar" means the Registrar of Businesses appointed under section 3 and includes any Deputy Registrar or Assistant Registrar of Businesses appointed under that section. [40/99; 13/2002;3/2004]</p> <p>(2) A person who has a place of business in Singapore shall be deemed to be carrying on business in Singapore for the purposes of this Act.</p> <p>(3) Where a person carrying on business is required under this Act to do any act or thing, the person responsible for the management of the business for or on behalf of the first-mentioned person shall also be answerable for the doing of or</p>	

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	omission to do that act or thing. [40/99]	
Administration of Act and appointment of Registrar of Businesses, etc.	<p>3. —(1) The Authority shall be responsible for the administration of this Act, subject to the general or special directions of the Minister. [3/2004]</p> <p>(2) The Minister may, after consultation with the Authority —</p> <p>(a) appoint an officer of the Authority to be the Registrar of Businesses; and</p> <p>(b) from amongst the officers of the Authority, public officers and the officers of any other statutory board, appoint such number of Deputy Registrars and Assistant Registrars of Businesses as he considers necessary, for the proper administration of this Act. [3/2004]</p> <p>(3) The Registrar shall be responsible generally for the carrying out of the provisions of this Act and for the collection of the fees thereunder and shall pay all amounts so collected into the funds of the Authority. [3/2004]</p> <p>(4) The Authority may give to the Registrar such directions, not inconsistent with the provisions of this Act, as to the exercise of his powers, functions or duties under this Act, and the Registrar shall give effect to such directions. [3/2004]</p> <p>(5) The Registrar may, subject to such conditions or restrictions as he thinks fit, for the purposes of</p>	

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	the administration of this Act, delegate to any person all or any of the powers, functions and duties vested in him by this Act. [3/2004]	
Exemptions	<p>4. —(1) This Act shall not apply to —</p> <ul style="list-style-type: none"> (a) any individual or class of individuals carrying on any of the businesses specified in the First Schedule; (b) any statutory authority or other body established under any written law; (c) any institution, authority, person or fund specified in the First Schedule to the Income Tax Act (Cap. 134); (d) any society registered under the Societies Act (Cap. 311); (e) any society registered under the Co-operative Societies Act (Cap. 62); (f) any mutual benefit organisation registered under the Mutual Benefit Organisations Act (Cap. 191); (g) any person carrying on any business consisting solely of the exercise of any profession which under the provisions of any written law can be exercised only by those who possess certain qualifications prescribed by the written law and whose names are registered or otherwise recorded in the manner prescribed by any written law; 	

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	<p>(h) any charitable institution which is exempt from tax under section 13 (1) (e) of the Income Tax Act;</p> <p>(i) the Public Trustee or the Official Assignee of the property of a bankrupt;</p> <p>(j) any foreign company carrying on business in Singapore which is registered under the Companies Act (Cap. 50) and carries on the business under its corporate name; and</p> <p>(k) any other person or class of persons for the time being exempted by the Minister, by notification in the Gazette, from all the provisions of this Act. [40/99]</p> <p>(2) This Act shall not apply to any company registered under the Companies Act (Cap. 50) or any previous legislation carrying on business under its corporate name. [40/99]</p> <p>(3) This Act shall not apply to any limited liability partnership registered under the Limited Liability Partnerships Act 2005 carrying on business under its registered name.</p>	
PART II REGISTRATION Application for	5. —(1) Subject to the provisions of this Act, every person shall, before carrying on business in Singapore, make an application to the Registrar in the prescribed manner for registration under this	

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registration	Act. [13/2002] (2) Notwithstanding this section, only one application for registration is required to be made where the same person or persons carry on business under the same business name.	
Manner and particulars of registration	<p>6. —(1) In connection with an application under section 5 for registration under this Act, the appropriate person shall lodge with the Registrar a statement in such medium and in such form as the Registrar may determine containing the following particulars:</p> <ul style="list-style-type: none"> (a) the business name; (b) the general nature of the business; (c) the principal place of business and any other place where the business is carried on; (d) the name, identification (if any), nationality and the usual place of residence of every person responsible for the management of the business; (e) where the business is to be carried on by a firm, the name, identification (if any), nationality and the usual place of residence of every partner and, where a partner is a corporation, the corporate name, registration number and registered office of the corporation; (f) where the business is to be carried on by an individual, the name, identification (if any), nationality and the usual place of residence of that 	<p>(1A) Where the business is to be carried on by a limited partnership, the appropriate person shall (in addition the relevant requirements in subsection (1)) lodge with the Registrar a statement in such medium and in such form as the Registrar may determine containing the following particulars:</p> <ul style="list-style-type: none"> (a) a statement that the partnership is limited; <i>[UK s.8(f)]</i> (b) in relation to each partner, whether the partner is a general partner or a limited partner; <i>[UK s.8(g)]</i> (c) such other information concerning the proposed limited partnership as may be prescribed by the Minister. <i>[LLPA s15(1)(f)]</i> <p>Issue (a): Do you agree that limited partnerships should be registered under the Business Registration Act, instead of the LP Act?</p>

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	<p>individual;</p> <p>(g) where the business is to be carried on by a corporation, its corporate name, registration number and registered office; and</p> <p>(h) the date or proposed date of commencement of business. [40/99;13/2002]</p>	<p>[One advantage of this arrangement is that a firm can remain registered under the BR Act whether it is a general partnership or a limited partnership. This is important because the conversion between a limited partnership and a general partnership may occur very fluidly. A limited partnership will become a general partnership by operation of law in the event that there are only general partners or limited partners left in the firm. Similarly, a general partnership can easily become a limited partnership by the admission of limited partners. If limited partnerships are registered under the LP Act, it will be necessary to decide what registration requirements should apply in the event of such conversion.]</p> <p>If you are of the opinion that limited partnerships should be registered under the LP Act, how should we treat the legal status of the LP when the limited partners leave the partnership or when new limited partners enter a general partnership?</p> <p>Issue (b): Do you agree that limited partnerships, like sole proprietorships and general partnerships should be required to report the principal place of business and any other place where the business is carried on, instead of a registered address for greater transparency?</p>

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	<p>(2) The Registrar may, in any particular case, require the statement referred to in subsection (1) to be verified in such manner as the Registrar may consider fit. [13/2002]</p> <p>(3) The High Court may, on the application of any person alleged or claiming to be a partner, direct the rectification of the register and decide any question arising under this section. [13/2002]</p> <p>(4) In this section, “appropriate person”, in relation to an application for registration, means —</p> <p>(a) where the registration to be effected is that of an individual, the individual;</p> <p>(b) where the registration to be effected is that of a corporation, a director or the secretary of the corporation or an agent of the corporation within the meaning of section 366 (1) of the Companies Act (Cap. 50) or a manager of the corporation within the meaning of section 2 of the Limited Liability Partnerships Act 2005;</p> <p>(c) where the registration to be effected is that of a foreign firm, the manager of the foreign firm or the person having direct control of the management of the business of the foreign firm; or</p>	<p>(5) In this section, “identification” means —</p> <p>(a) in the case of any person issued with an identity card, the number of the identity card; and</p> <p>(b) in the case of a person not issued with an identity card, particulars of the passport or such other similar evidence of identification as is available, if any.</p> <p style="text-align: right;"><i>[LLPA s.15(4)]</i></p> <p><u>Version 1</u></p> <p>(6) Where the registration to be effected under this section is that of a limited partnership, this section shall not require a limited partner to lodge any statement relating to any particulars of the limited partnership [except for his own particulars].</p> <p><u>Version 2</u></p> <p>(6) Where the firm referred to in paragraph (d) of subsection (4) is a limited partnership, the references to a partner therein shall be taken to exclude a limited partner. }</p> <p>Issue (c): Do you agree that the limited partners should</p>

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	(d) where the registration to be effected is that of a firm (other than a foreign firm), every individual who is a partner of the firm, and a director or the secretary or manager of every corporation which is a partner of the firm, and includes a prescribed person authorized by a person referred to in paragraph (a), (b), (c) or (d), as the case may be. [13/2002]	have no right/responsibility to register or report any changes to particulars registered under the BR Act? <u>Version 1</u> makes it clear that the limited partner is not under a duty to lodge the LP's particulars. He may however lodge the information voluntarily. One other variation (as shown in the square brackets) is to make him responsible to lodge his own particulars only. <u>Version 2</u> excludes the limited partner from any duty or right to register his particulars totally.
Registration by nominee	7. Where a person carries on a business wholly or mainly as nominee or trustee of or for another person, or other persons, or acts as agent for any foreign firm for the general purposes of the business of that foreign firm in Singapore, the first-mentioned person shall, in addition to the particulars required by section 6, furnish the particulars mentioned in the Second Schedule.	
Registration	8. —(1) On receiving the statement referred to in section 6, the Registrar shall, subject to the provisions of this Act, cause that statement, upon payment of the prescribed fee, to be entered in the register. (2) The Registrar shall, upon the registration of a person in accordance with subsection (1), issue to that person a notice of registration in such form as the Registrar may determine. [40/99;13/2002]	

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	<p>(3) The Registrar may, upon receipt of the application in the prescribed form of a person registered under subsection (1) and payment of the prescribed fee, issue to that person a certificate of confirmation of registration in such form as the Registrar may determine. [13/2002]</p> <p>(4) Every registration under this Act shall be valid for such period as the Registrar may specify and shall, subject to the provisions of this Act and upon payment of the prescribed fee, be renewable for such period as the Registrar may approve. [13/2002]</p> <p>(5) On receiving an application for the renewal of registration, the Registrar may require additional particulars or other information and may refuse to renew the registration if he is not furnished with those particulars or information. [13/2002]</p> <p>(6) Nothing in this section shall be construed to require the Registrar to register any person or renew any registration if he is not satisfied with the particulars or other information furnished under the provisions of this Act. [13/2002]</p> <p>(7) The registration or renewal of registration of any person shall not be deemed to imply that the requirements of any law in relation to any business carried on by that person, or to the persons carrying on the business or employed therein, have</p>	

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	been complied with. [9 [40/99;13/2002]	
Power to refuse registration	<p>9. —(1) Notwithstanding any provision in this Act or any other written law, the Registrar shall refuse to register a person under this Act where he is satisfied that —</p> <p style="padding-left: 40px;">(a) the proposed business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or</p> <p style="padding-left: 40px;">(b) it would be contrary to the national security or interest for the person to be registered. [40/99]</p> <p>(2) Any person aggrieved by the decision of the Registrar under subsection (1) may, within 30 days of the date of the decision, appeal to the Minister whose decision shall be final.</p> <p>[9A [40/99]</p>	
Power to cancel registration	<p>10. —(1) The Registrar may cancel the registration of a person if —</p> <p style="padding-left: 40px;">(a) the Registrar is satisfied that the business of such person is being used or is intended to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore, or that it would be contrary to the national security or interest for the person to</p>	

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	<p>continue to be registered under this Act; or (b) in connection with his business, he or the person responsible for the management of the business or the person carrying on the business has been convicted of an offence under the Charities Act (Cap. 37). [40/99;36/2000]</p> <p>(2) The Registrar shall, before cancelling any registration under subsection (1), give the person notice in writing of his intention to cancel the registration at the expiration of such period, not being less than 30 days, as is specified in the notice. [40/99]</p> <p>(3) Any person aggrieved by the cancellation under subsection (1) may, within 30 days of the date of the cancellation, appeal to the Minister whose decision shall be final. [9B [40/99]</p>	
Supplemental provision to sections 9 and 10	<p>11. —(1) For the purpose of sections 9 and 10, a certificate issued by the Minister charged with the responsibility for internal security stating that he is satisfied that it would be contrary to the national security or interest for the person named in the certificate to be registered or to continue to be registered under this Act shall be conclusive evidence of the matters so stated. [36/2000]</p> <p>(2) Section 10 (2) shall not apply in a case where</p>	

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	<p>the Registrar cancels the registration of a person under section 10 (1) (a) pursuant to a certificate referred to in subsection (1).</p> <p>[9C [36/2000]</p>	
Use of business names	<p>12. —(1) No person who is registered under the provisions of this Act shall carry on business under a name which has not been filed with the Registrar under section 6 or 14 (1). [13/2002]</p> <p>(2) Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000. [13/2002]</p> <p>(3) The registration of a name under which a person carries on business shall not be construed as authorising the use of that name if, apart from such registration, the use thereof could be prohibited. [10]</p>	
Restrictions on registration of business names	<p>13. —(1) Except with the consent of the Minister, the Registrar shall refuse to register a person under this Act to carry on business under a name which, or to allow a person to change the name under which he carries on business to one which, in the opinion of the Registrar —</p> <p>(a) is undesirable;</p> <p>(b) is identical to that of any corporation or to a business name;</p>	

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	<p>(c) is identical to a name that is being reserved under this section or under section 27 of the Companies Act (Cap. 50); or</p> <p>(d) is a name of a kind that the Minister has directed the Registrar, by notification in the Gazette, not to accept for registration. [13/2002]</p> <p>(2) A person may apply in the prescribed manner to the Registrar for the reservation of a name set out in the application as —</p> <p>(a) the name of an intended business; or</p> <p>(b) the new name of the registered business of the person. [13/2002]</p> <p>(3) Upon receipt of an application under subsection (2) and payment of the prescribed fee, the Registrar may, if he is satisfied that the name to be reserved is not one which may be rejected on any ground referred to in subsection (1) (a), (b), (c) or (d), reserve the name for a period of 2 months from the date of lodgment of the application or such longer period as the Registrar may allow. [13/2002]</p> <p>(4) Notwithstanding anything in this section, where the Registrar is satisfied that a person has been registered (whether through inadvertence or</p>	

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	<p>otherwise and whether originally or by a change of name) to carry on business under a name which —</p> <p>(a) is a name referred to in subsection (1) (a), (b) or (d); or</p> <p>(b) so nearly resembles the name of any corporation or any other business name as to be likely to be mistaken for it, the Registrar may direct the person to change the name under which he carries on business, and the person shall comply with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow, unless the direction is annulled by the Minister. [13/2002]</p> <p>(5) Any person may apply, in writing, to the Registrar to give a direction to any other person, on a ground referred to in subsection (4) (a) or (b), to change the name under which the second mentioned person carries on business. [13/2002]</p> <p>(6) The Registrar shall not consider any application under subsection (5) to give a direction to a person on the ground referred to in subsection (4) (b) unless the Registrar receives the application within 12 months from the date of registration of the person. [13/2002]</p>	

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	<p>(7) The Registrar may cancel the registration of any person who fails to comply with a direction given under subsection (4). [13/2002]</p> <p>(8) The Registrar may, if he is satisfied that a person who is directed under subsection (4) to change the name under which he carries on business had applied for registration under that name in bad faith, require that person to pay the Registrar such fees as may be prescribed, and such fees shall be recoverable as a debt due to the Government. [13/2002]</p> <p>(9) Any person who is aggrieved by a direction of the Registrar under subsection (4) or a requirement of the Registrar under subsection (8) may, within 30 days of the date of the direction or requirement, appeal to the Minister whose decision shall be final. [13/2002]</p> <p>(10) The Registrar may, by publication in the Gazette, make such rules as he considers appropriate for the purposes of determining the matters referred to in subsections (1) to (4). [11 [13/2002]</p>	

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Registration of changes in particulars	<p>14. —(1) Whenever a change is made or occurs in any of the particulars registered in respect of any person or of the business carried on by him, that person shall, within 14 days after the change, or such further period as the Registrar may on application allow, lodge with the Registrar a statement in such medium and in such form as the Registrar may determine specifying the nature and date of the change, and containing such other information as may be prescribed. [40/99;13/2002]</p> <p>(2) Where a person to whom this Act applies has changed his residential address and has made a report of the change under section 8 of the National Registration Act (Cap. 201) within 14 days thereof, he shall be deemed to have informed the Registrar of the change of his residential address in compliance with subsection (1). [28/94]</p> <p>(3) Where a person ceases to be a partner of a firm registered under this Act, that person and the persons who continue to be registered as partners of the firm shall, within 14 days after the cessation, lodge with the Registrar a statement in such form as the Registrar may determine notifying the Registrar of the cessation. [40/99]</p>	<p>{ <u>Version 1</u> (3A) Where the firm registered under this Act is a limited partnership, this section shall not require a limited partner to inform the Registrar of any change in any particulars relating to the firm [except for changes in his own particulars].</p> <p><u>Version 2</u> (3A) Where the firm registered under this Act is a limited partnership, a limited partner shall not lodge a statement under this section. }</p> <p><u>Issue (d)</u>: (Please see Issue (c) above.) Should a limited partner be allowed to report changes to particulars registered under the BR Act?</p> <p><u>Version 1</u> relieves the limited partner from the duty to report. One possible variation (as shown in square brackets) is to require him to register changes in his own particulars since such changes may not be known to the LP.</p> <p><u>Version 2</u> completely prevents limited partners from registering changes.</p> <p><u>Issue (e)</u>: Do you think there is a need to require</p>

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	<p>(4) Where any person required to lodge the statement referred to in subsection (3) cannot be located or found, the Registrar may allow the other persons who are required to do so to lodge the statement. [40/99]</p> <p>(5) Section 6 (2) shall apply, with the necessary modifications, to any statement lodged under subsection (1), (3) or (4). [40/99;13/2002]</p> <p>(6) Subsection (3) shall not be construed to affect the generality of subsection (1). [12</p>	<p>publication when a general partner becomes a limited partner? (compare section 10(1) of the UK Act below)</p> <p>“Section 10(1) of the UK Act - Advertisement in Gazette of statement of general partner becoming a limited partner and of assignment of share of limited partner</p> <p><i>10.-(1). Notice of any arrangement or transaction under which any person will cease to be a general partner in any firm, and will become a limited partner in that firm, or under which the share of a limited partner in a firm will be assigned to any person, shall be forthwith advertised in the Gazette, and until notice of the arrangement or transaction is so advertised the arrangement or transaction shall, for the purposes of this Act, be deemed to be of no effect.”</i></p>
Cessation of business	<p>15. —(1) Where any person registered under this Act has ceased to carry on business, he shall, within 14 days of the cessation, lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that he has ceased to carry on business. [40/99]</p>	

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	<p>(2) The Registrar may, if he thinks fit, allow a person registered under this Act to lodge with the Registrar a notice, in such form as the Registrar may determine, notifying the Registrar in advance that he shall cease to carry on business on the date specified in the notice or upon the expiry of his registration. [40/99;13/2002]</p> <p>(3) Any person who fails to comply with subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000. [40/99]</p> <p>(4) On receipt of the notice under subsection (1) or on the date specified or indicated in the notice under subsection (2), as the case may be, the Registrar may cancel the registration of the person and remove from the register the name under which he carries on business. [40/99;13/2002]</p> <p>(5) Where the Registrar has reasonable cause to believe that any person registered under this Act is not carrying on business, he may send by registered post to that person a notice to the effect that if an answer showing cause to the contrary is not received within one month from the date</p>	

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	<p>thereof, the registration of that person may be cancelled and the name under which he carries on business removed from the register. [40/99]</p> <p>(6) If the Registrar —</p> <p>(a) receives an answer from the person referred to in subsection (5) to the effect that he is not carrying on business; or</p> <p>(b) does not within one month after sending the notice referred to in subsection (5) receive an answer showing cause to the contrary, he may cancel the registration of that person and remove from the register the name under which he carries on business. [40/99]</p> <p>(7) The Registrar shall, by notification in the Gazette, publish such particulars as he thinks fit in respect of any person whose registration has been cancelled under this section. [40/99]</p> <p>(8) Where the registration of a person is cancelled under this section, any certificate or notice pertaining to the registration of that person under this Act shall be deemed to be cancelled.</p> <p>[13 [40/99;13/2002]</p>	

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Rectification of register	<p>16. —(1) Where it appears to the High Court, as a result of evidence adduced before it, that —</p> <p>(a) any of the particulars recorded in a register is incorrect;</p> <p>(b) a misleading business name has been registered; or</p> <p>(c) the use of a business name should be prohibited, the High Court may, by order, direct the Registrar to rectify the register in the manner specified in the order.</p> <p>(2) The Registrar shall, upon receipt of the order, rectify the register accordingly.</p> <p>[14</p>	
Rectification of mistakes	<p>17. —(1) The Registrar shall have power at all times to rectify any mistake in order to bring the entry in the register relating to any person into conformity with the documents relating to that person furnished under this Act.</p> <p>(2) On application made by all the parties who have signed any particulars relating to a person under this Act, the Registrar may rectify any mistake in those particulars or in the record or note thereof made in the register.</p> <p>(3) Notwithstanding subsections (1) and (2), the</p>	

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	<p>Registrar may, in such circumstances as may be prescribed and upon receipt of a notice made by any person in the prescribed manner, rectify any particulars furnished under this Act or the register accordingly.</p> <p>[15 [13/2002]</p>	
Request for copy of certificate of registration, etc.	<p>18. —(1) Any person may, upon payment of such fees as may be prescribed, require a copy of a certificate of registration or certificate of confirmation of registration issued to any person, or a copy of or an extract from any document filed with the Registrar, to be certified by the Registrar.</p> <p>[13/2002]</p> <p>(2) Any copy or extract, including a copy produced by way of such medium as determined by the Registrar, given under subsection (1) (not being a copy or extract referred to in section 20 (4)) which is certified to be a true copy or extract under the hand and seal of the Registrar shall, in any proceedings, be admissible in evidence as of equal validity with the original document.</p> <p>[40/99;13/2002]</p> <p>(3) A register shall not be open to inspection by the public.</p>	

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	(4) The Registrar shall not be required to issue under subsection (1) a copy of or extract from a document forming part of the register where that document has been destroyed under section 31. [16 [40/99]	
Information service — exclusion of liability of errors or omissions	19. Where the Registry of Businesses furnishes, in any form, information relating to a business registered under this Act to any person, neither the Government nor any of its employees in the Registry or any authorised agent of the Registry who is involved in the supply of such information shall be liable for any loss or damage suffered by any person, by reason of any error or omission, of whatever nature or however caused, if the error or omission — (a) is made in good faith and in the ordinary course of the discharge of the duties of the employee or authorised agent; or (b) has occurred or arisen as a result of any defect or breakdown in the service or in any of the equipment used for the service. [16A [40/99]	
Electronic filing	20. —(1) The Registrar may require any document to be lodged under this Act to be filed	

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service	<p>electronically with the Registrar using the service provided by the Registry of Businesses whereby documents under this Act may be filed with or submitted to the Registrar electronically. [13/2002]</p> <p>(2) Where any document is required to be filed with or submitted to the Registrar electronically by any person using the service referred to in subsection (1), the Registrar may allow the document to be filed or submitted by a prescribed person on behalf of the first-mentioned person. [13/2002]</p> <p>(3) Where the Registry of Businesses provides a service whereby documents required under this Act may be filed electronically with the Registry, neither the Government nor any of its employees shall be liable for any loss or damage, suffered by any person by reason of any error or omission, of whatever nature or however caused, appearing in any document obtained by any person under the service if the error or omission —</p> <p>(a) is made in good faith and in the ordinary course of the discharge of the duties of any of these employees; or</p> <p>(b) has occurred or arisen as a result of any defect or breakdown in the service or in any of the</p>	

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	<p>equipment used for the service. [13/2002]</p> <p>(4) A copy of or extract from any document electronically filed with or submitted to the Registrar using the service referred to in subsection (1) which is supplied or issued by the Registrar and certified under his hand and seal to be a true copy thereof or extract therefrom shall, in any proceedings, be admissible in evidence as of equal validity with the original document. [13/2002]</p> <p>(5) Any information supplied by the Registrar that is certified by the Registrar under his hand and seal to be a true extract from any document filed or lodged with or submitted to the Registrar using the service referred to in subsection (1) shall, in any proceedings, be admissible in evidence and be presumed, unless evidence to the contrary is adduced, to be a true extract from such document. [13/2002]</p> <p>(6) Subsections (4) and (5) shall have effect notwithstanding the provisions of any other written law. [16B [13/2002]</p>	

	Business Registration Act (Chapter 32)	Proposed changes to the Business Registration Act (as shown by the additions below and deletions to the second column) and issues to be consulted, where applicable
Disability of persons in default	<p>21. —(1) Where a person required to be registered under this Act —</p> <p>(a) carries on business without being registered under this Act to do so; or</p> <p>(b) fails to furnish any information required under section 14, then the rights of the defaulter under or arising out of any contract, in relation to the business carried on by the defaulter in respect of which there is no valid registration or there is non-compliance with section 14, made or entered into by or on behalf of the defaulter at any time while he is in default shall, subject to subsection (3), not be enforceable by action or other legal proceedings either in the business name or otherwise. [13/2002]\</p> <p>(2) A defaulter referred to in subsection (1) may apply to the court for relief against the disability imposed by this section.</p> <p>(3) The court, on being satisfied that the default was accidental or due to inadvertence or some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may grant such relief either generally, or as respects any particular contract, on condition that the costs of the application are paid by the defaulter, unless the</p>	

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	<p>court otherwise orders, and on such other conditions (if any) as the court may impose.</p> <p>(4) Relief under subsection (3) shall not be granted except on such service and publication of notice of the application as the court may order, nor shall relief be given in respect of any contract if any party to the contract proves to the satisfaction of the court that, if the provisions of this Act had been complied with, he would not have entered into the contract.</p> <p>(5) This section shall not prejudice the rights of any other party as against the defaulter referred to in subsection (1) in respect of a contract mentioned in that subsection.</p> <p>(6) If any action or proceedings shall be commenced by any other party against the defaulter referred to in subsection (1) to enforce the rights of a party in respect of that contract, this section shall not preclude the defaulter from enforcing in that action or proceedings, by way of counter-claim, set-off or otherwise, such rights as he may have against that party in respect of that contract.</p>	

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	<p>(7) Without prejudice to the powers of the court to grant the relief referred to in subsection (3), if any proceedings to enforce any contract is commenced by a defaulter referred to in subsection (1) in a District or Magistrate’s Court, the District or Magistrate’s Court may, as regards that contract, grant relief under this section.</p> <p>(8) In this section, “court” means the High Court or a Judge thereof.</p> <p>[17</p>	
PART III MISCELLANEOUS Appeal	<p>22. Any person who is aggrieved by the refusal of the Registrar to register him or renew his registration may, within 30 days of the date of such refusal, appeal to the Minister whose decision shall be final.</p> <p>[18 [40/99;13/2002]</p>	
Inspection	<p>23. —(1) The Registrar may authorise in writing any public officer to be an inspector for the purposes of this Act.</p> <p>(2) The Registrar or any inspector shall, for the purposes of ascertaining whether the provisions of this Act are being complied with, have power at all reasonable times to enter into any premises at</p>	

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	<p>which he has reason to believe any person is carrying on business and there to make such examination and inquiry as may be necessary for those purposes.</p> <p>(3) The Registrar and every inspector when exercising any power under this Act shall declare his office and shall produce his authority in writing to any person affected by the exercise of that power.</p> <p>(4) Any person who fails to comply with a request made by or resists or obstructs the Registrar or an inspector in the performance of his duties under this Act shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both. [40/99]</p> <p>(5) It shall not be an offence for any person to refuse to comply with any request made by the Registrar or an inspector, or to resist or obstruct the Registrar or an inspector in the performance of any of his duties under this Act, if the Registrar or inspector fails to declare his office and to produce his authority in writing.</p> <p>[19</p>	

	Business Registration Act (Chapter 32)	Proposed changes to the Business Registration Act (as shown by the additions below and deletions to the second column) and issues to be consulted, where applicable
Power of Registrar to obtain further information	<p>24. —(1) In order to obtain such information as the Registrar may consider necessary for the purposes of carrying out the provisions of this Act regarding any person the particulars of whom and of his business are required to be registered under this Act, the Registrar may —</p> <p>(a) require any person responsible for the management of his business to answer any question in writing which the Registrar may consider necessary to ask for the purposes specified in this subsection; or</p> <p>(b) summon that person to appear before him or an inspector or any other public officer whom the Registrar may designate to answer any such question orally.</p> <p>(2) The Registrar may further require the person referred to in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.</p> <p>[20</p>	
Business carried on by local managers	<p>25. —(1) In any case in which any individual, or all the partners of any firm, or all the directors, the managers and the secretary of any corporation required under this Act to be registered reside outside Singapore, and the business of the individual, firm or corporation is carried on in</p>	

	Business Registration Act (Chapter 32)	Proposed changes to the Business Registration Act (as shown by the additions below and deletions to the second column) and issues to be consulted, where applicable
	<p>Singapore in the name of the individual, firm or corporation by a local manager, the local manager shall be personally responsible for the discharge of all obligations attaching to the individual, firm or corporation under this Act.</p> <p>(2) In the case of any default in respect of any such obligation referred to in subsection (1), the local manager shall be subject to the same responsibilities, liabilities and penalties as the individual in whose name he carries on the business, or as a partner in the firm, or as a director, manager or secretary of the corporation, as the case may be, and all the penal and other provisions of this Act shall be construed accordingly.</p> <p>[21]</p>	
Restriction on undischarged bankrupt being manager	<p>26. —(1) Any person who, being an undischarged bankrupt (whether he was adjudicated bankrupt by a Singapore court or a foreign court having jurisdiction in bankruptcy), directly or indirectly, takes part in or is concerned in the management of any business carried on by any person required to be registered under this Act, without the leave of the High Court or the written permission of the Official Assignee, shall be guilty of an offence and shall be liable on conviction to a fine not</p>	<p>(4) A limited partner in a limited partnership shall not be taken to take part in or be concerned in the management of the limited partnership for the purposes of this section by reason only of being a limited partner or acting or attempting to act in one or more of the capacities specified in the Schedule to the Limited Partnerships Act 2006.</p>

	Business Registration Act (Chapter 32)	Proposed changes to the Business Registration Act (as shown by the additions below and deletions to the second column) and issues to be consulted, where applicable
	<p>exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both. [37/99;9/2003]</p> <p>(2) On an application by an undischarged bankrupt under subsection (1) to the High Court or the Official Assignee, as the case may be, the High Court or the Official Assignee may refuse the application or approve the application subject to such condition as the High Court or the Official Assignee, as the case may be, may impose. [37/99]</p> <p>(3) The leave of the High Court for the purpose of this section shall not be given unless notice of intention to apply therefore has been served on the Official Assignee and the Official Assignee is heard on the application. [22 [37/99]</p>	
Offences	<p>27. Any person who —</p> <p>(a) being a person required to be registered under this Act, carries on business without being so registered or continues to carry on business after the expiry or cancellation of his registration;</p> <p>(b) fails to submit any change of particulars which is required to be submitted to the Registrar under section 14;</p> <p>(c) without lawful excuse fails to comply with</p>	

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	<p>any summons or requisition of the Registrar under section 24;</p> <p>(d) makes any statement or furnishes any information to the Registrar under the provisions of this Act which is false in any material particular or by reason of the omission of any material particular and which he either knows or has reason to believe is false; or</p> <p>(e) fails to comply with any of the regulations made under this Act, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.</p> <p>[23 [40/99;13/2002]</p>	
Evidence of carrying on business under a business name	<p>28. If, in any proceedings for an offence under this Act —</p> <p>(a) proof is given that a business name has been displayed in any premises; and</p> <p>(b) evidence is given from which the court may infer that the business name has reference to any business carried on at the premises, the person carrying on the business shall, in the absence of proof to the contrary, be presumed to be carrying on the business under that business name.</p> <p>[23A</p>	

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	[40/99]	
Composition of offences	<p>29. —(1) The Registrar may, in his discretion, compound any offence under this Act as may be prescribed as being an offence which may be compounded by collecting from a person reasonably suspected of having committed the offence a sum not exceeding \$1,000. [40/99]</p> <p>(2) On payment of such sum of money, no further proceedings shall be taken against that person in respect of the offence.</p> <p>(3) The Minister may make regulations to prescribe the offences which may be compounded and the method and procedure by which those offences may be compounded under this section. [24</p>	
Officers and inspectors deemed to be public servants	<p>30. All officers and inspectors appointed under this Act shall be deemed to be public servants within the meaning of the Penal Code (Cap. 224). [25</p>	
Destruction of old records	<p>31. The Registrar may destroy or give to the National Archives of Singapore any document lodged, filed or registered with the Registrar and</p>	

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	<p>which has been microfilmed or converted to electronic form if in his opinion it is no longer necessary or desirable to retain the document.</p> <p>[26 [40/99]</p>	
Enforcement of duty to make returns	<p>32. —(1) If any person, having made default in complying with —</p> <p>(a) any provision of this Act or of any other law which requires the lodging or filing in any manner with the Registrar of any return, account or other document or the giving of notice to him of any matter; or</p> <p>(b) any request of the Registrar to amend or complete and resubmit any document or to submit a fresh document, fails to make good the default within 14 days after the service on the person of a notice requiring it to be done, a District Court or Magistrate’s Court may, on application by the Registrar, make an order directing that person, or if that person is a corporation any officer thereof, to make good the default within such time as is specified in the order.</p> <p>(2) Any such order may provide that all the costs of and incidental to the application shall be borne</p>	

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	<p>by that person or by any officer of the corporation responsible for the default if that person is a corporation.</p> <p>(3) Nothing in this section shall limit the operation of any other provision of this Act or any written law imposing penalties on that person including an officer of a corporation if that person is a corporation in respect of any such default referred to in this section.</p> <p>[27</p>	
Liability of partners, directors, etc.	<p>33. —(1) Where an offence under this Act is committed by a corporation or other body corporate and the offence is proved to have been committed with the consent or connivance of, or to have been facilitated by any neglect on the part of, any director, chairman, manager, secretary or other officer of the corporation or other body corporate he, as well as the corporation or body corporate, shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.</p> <p>(2) Where any agent or employee in the course of his employment does or omits to do any act, the doing of which or omission to do which by his principal or employer would be an offence under</p>	<p>Issue (f): S 33(3) would make limited partners liable for offences under the BR Act committed by their partners (including general partners) if the limited partner could himself have been liable for the offence, unless he proves it was committed without his consent, connivance or neglect. Do you agree?</p>

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	<p>this Act that agent or employee shall be guilty of that offence.</p> <p>(3) Any person who would have been guilty of an offence if anything had been done or omitted to be done by him personally shall be guilty of that offence and shall be liable to the same penalty if that thing had been done or omitted to be done by his partner, agent or employee in the course of the partnership business or in the course of his employment, as the case may be, unless he proves to the satisfaction of the court that the offence was committed without his knowledge or consent and that he took all reasonable precautions to prevent the doing of or omission to do that thing.</p> <p>(4) In this section — “director”, “manager” and “officer” have the same meanings as in the Companies Act (Cap. 50); “secretary” means — (a) in the case of a company incorporated under the Companies Act or under any corresponding previous written law, a secretary appointed under section 171 of that Act; (b) in the case of a body corporate formed or incorporated outside Singapore or any of its branches or subsidiaries, a person appointed to act</p>	

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	<p>in such capacity, and includes an assistant or a deputy secretary. [40/99]</p> <p>(5) This section shall be in addition to and not in derogation of any other provisions of this Act. [28</p>	
Government and its employees not liable to suit	<p>34. —(1) The Registrar or any public officer or employee of the Government shall not be under any liability in respect of any error or inaccuracy in a register or in respect of any error or inaccuracy (whether in the copying or otherwise) in any certificate, certified extract, copy or other document made or issued under this Act and no court shall entertain any suit or other proceedings or damages in respect of any such matter.</p> <p>(2) Notwithstanding anything to the contrary in any written law, the Government shall not be under any liability or be liable to be sued in respect of any of the matters referred to in subsection (1). [29</p>	
Persons carrying on unlawful business	<p>35. —(1) Nothing in this Act shall be construed to require the Registrar to register a person who carries on any business which is unlawful and in the case of a person registered under this Act who</p>	

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	<p>carries on any business which is unlawful the Registrar shall cancel his registration.</p> <p>(2) Any person aggrieved by the decision of the Registrar under subsection (1) may, within 30 days of the date of the decision, appeal to the Minister whose decision shall be final.</p> <p>[30 [40/99]</p>	
Service of summons, notices, etc.	<p>36. —(1) Any notice, written communication, certificate or other document required to be given or served under the provisions of this Act shall be deemed to have been duly given or served if posted by the Registrar to the registered principal place of business of the person to whom it is addressed.[40/99]</p> <p>(2) Every summons issued by a court in connection with any offence under this Act may be served on the person concerned —</p> <ul style="list-style-type: none"> (a) by delivering it to him; (b) by delivering it to any adult person residing at his last known place of residence; or (c) by forwarding it by registered post in a cover addressed to him at his last known place of residence or business or at any address furnished 	

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	<p>by him. [40/99]</p> <p>(3) In proving service by registered post, it shall be sufficient to prove that the cover containing the summons was properly addressed, stamped and posted by registered post.</p> <p>[31 [40/99]</p>	
Power to make regulations	<p>37. —(1) The Minister may from time to time make regulations for carrying out the purposes of this Act.</p> <p>(2) Without prejudice to the generality of the powers conferred by subsection (1), such regulations may prescribe —</p> <p>(a) the powers and duties of the Registrar;</p> <p>(b) the forms for the purposes of this Act, including the form of registers to be kept and the places at which the registers are to be kept;</p> <p>(c) all matters connected with or arising from the restrictions as to the — business name which may be used by a person registered under this Act;</p> <p>(d) the fees to be charged in respect of anything done under or by virtue of this Act, and the method of payment of such fees;</p> <p>(e) the persons or classes of persons who are to</p>	<p>s.37(2)</p> <p>(c) requirements or restrictions as to the business name which may be used by a person registered under this Act and all matters connected therewith;</p> <p>(ca) requirements for the business name, registration number or any other information to be stated on any business correspondence, including any invoice, order or receipt, of a business registered under this Act;</p>

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	<p>be exempted from the payment of any fee or part thereof;</p> <p>(f) the penalties for the late lodgment of documents; and</p> <p>(g) all matters and things which are required or permitted to be prescribed under or for the purposes of this Act.</p> <p>[32 [40/99;13/2002]</p>	
Saving for other written law	<p>38. Nothing in this Act shall be so construed as to limit or in any way affect any other written law.</p> <p>[33</p>	
<p>FIRST SCHEDULE</p> <p>Sections 2 (1) and 4 (1)</p>	<p>EXCLUDED BUSINESSES</p> <p>1. Any business of a licensed hawker, whether itinerant or otherwise, who sells or exposes for sale any food, drink, goods, wares or merchandise of any kind, or who offers for hire his skill in handicraft or craftsmanship.</p> <p>2. Any business of a craftsman who —</p> <p>(a) exercises his craft on his own domestic premises;</p> <p>(b) does not display the products of his craftsmanship for sale in public; and</p> <p>(c) does not employ any person other than members of his immediate family for the purpose of his business.</p>	

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	<p>3. Any business of —</p> <p>(a) a taxi driver;</p> <p>(b) a trishaw rider;</p> <p>(c) a sampan man plying his sampan for hire; or</p> <p>(d) a farmer, a fish pond keeper or a prawn pond keeper who —</p> <p>(i) does not employ any person other than members of his immediate family;</p> <p>(ii) does not own the land on which his farm or pond stands; and</p> <p>(iii) does not charge members of the public any fee for admission.</p> <p>[May prevent fish-rearing business, food business or artisan from getting investments by LP structure.]</p>	
<p>SECOND SCHEDULE Section 7</p>	<p>ADDITIONAL PARTICULARS</p> <p>Description of person The additional particulars</p> <p>1. Where the person carries on business as nominee or trustee of another person The name, nationality and usual place of residence of every person on whose behalf the business is carried on and, if such person is a corporation, the name of the corporation, its registered office and the general nature of its business. Where the beneficiaries are a class of children or other</p>	

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	<p>persons, a description of the class.</p> <p>2. Where the person carries on business as agent for any foreign firm for the general purposes of the business of such foreign firm in Singapore The business name and address of the foreign firm for whom the business is carried on and the general nature of that business except where the business is carried on as agent for 3 or more foreign firms, it shall be sufficient to state the fact that the business is so carried on, specifying the firms and the countries in which those firms carry on business.</p>	