

# THE STATUTES OF THE REPUBLIC OF SINGAPORE

# **BUSINESS TRUSTS ACT 2004**

#### 2020 REVISED EDITION

This revised edition incorporates all amendments up to and including 1 December 2021 and comes into operation on 31 December 2021.

Prepared and Published by

THE LAW REVISION COMMISSION
UNDER THE AUTHORITY OF
THE REVISED EDITION OF THE LAWS ACT 1983

# Business Trusts Act 2004

#### ARRANGEMENT OF SECTIONS

#### PART 1

#### **PRELIMINARY**

#### Section

- 1. Short title
- 2. Interpretation

#### PART 2

## REGISTRATION OF BUSINESS TRUSTS

- 3. Application for registration
- 4. Registration of business trusts
- 5. Register and notification of change in particulars

#### PART 3

# TRUSTEE-MANAGER

# Division 1 — Responsibilities and powers

- 6. Trustee-manager to be company and not to carry on any other business
- 7. Secretary
- 8. Trustee-manager to operate registered business trust and power to appoint agents
- 9. Use of information and advice
- 10. Duties of trustee-manager
- 11. Duties of directors, officers and agents of trustee-manager
- 12. Disclosure of interests in transactions
- 13. Disclosure of directors' interests
- 14. Composition of board
- 15. Audit committees
- 16. Acquisition of interest in registered business trust by trustee-manager
- 17. Liquidator of trustee-manager entitled to exercise indemnity rights

# Division 2 — Change of trustee-manager

#### Section

- 18. Changes to take effect upon date of appointment
- 19. Resignation of trustee-manager
- 20. Removal of trustee-manager by unitholders
- 21. Appointment of temporary trustee-manager by court
- 22. Temporary trustee-manager to take steps for appointment of new trustee-manager

Division 3 — Consequences of change of trustee-manager

- 23. Resigning trustee-manager to hand over books and provide reasonable assistance
- 24. Rights, obligations and liabilities of resigning trustee-manager
- 25. Effect of change of trustee-manager on documents, etc., to which resigning trustee-manager is a party

Division 4 — Written directions

26. Power of Authority to issue directions to trustee-manager or temporary trustee-manager

Division 5 — Indemnification

27. Provisions indemnifying officers of trustee-manager and auditors of registered business trust

#### PART 4

#### TRUST DEED

- 28. Contents of trust deed
- 29. Liability of trustee-managers
- 30. Trust deed to be legally enforceable
- 31. Change of trust deed

#### PART 5

#### UNITHOLDERS

- 32. Limitation of liability of unitholders
- 33. Distributions to unitholders
- 34. Creditors of unitholders to have no rights to obtain possession of trust property
- 35. Rights of unitholders to distribution
- 36. Approval of unitholders required for issue of units by trustee-manager

$\sim$	. •	
Sec	tiar	١
$\mathcal{S} \mathcal{C} \mathcal{C}$	uoi.	L

- 37. [Repealed]
- 38. [Repealed]
- 39. [Repealed]

#### PART 6

# CIVIL LIABILITY AND TAKE-OVERS

- 40. Civil liability of trustee-managers to unitholders
- 40A. Power to acquire units of unitholders dissenting from arrangement or contract approved by 90% majority
- 41. Remedies in cases of oppression or injustice
- 42. Derivative or representative actions
- 43. Evidence of shareholders' approval not decisive court approval to discontinue action under section 42

#### PART 7

#### WINDING UP OF REGISTERED BUSINESS TRUST

- 44. Winding up under provision of trust deed
- 45. Winding up at direction of unitholders
- 46. Winding up ordered by court
- 47. Winding up of registered business trust
- 48. Court may make other orders for winding up
- 49. Unclaimed money to be paid to Official Receiver
- 50. Responsibility for fraudulent trading

#### PART 8

#### DEREGISTRATION

- 51. Voluntary deregistration by trustee-manager
- 52. Power of Authority to deregister defunct business trust

#### PART 9

## MANAGEMENT AND ADMINISTRATION

## Division 1 — Meetings and proceedings

- 53. Annual general meeting
- 54. Convening of extraordinary general meeting on requisition
- 55. Calling of meetings
- 56. Provision in trust deed as to right to demand poll
- 57. Quorum, chairperson, voting, etc., at meetings