

# **Companies (Filing of Documents) (Amendment) Regulations 2007**

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**No. S 603**

## **COMPANIES ACT (CHAPTER 50)**

### **COMPANIES (FILING OF DOCUMENTS) (AMENDMENT) REGULATIONS 2007**

In exercise of the powers conferred by sections 12A (1A) and (1B) and 411 of the Companies Act, the Minister for Finance hereby makes the following Regulations:

#### **Citation and commencement**

**1.** These Regulations may be cited as the Companies (Filing of Documents) (Amendment) Regulations 2007 and shall come into operation on 5th November 2007.

#### **Deletion and substitution of regulation 7**

**2.** Regulation 7 of the Companies (Filing of Documents) Regulations (Rg 7) (referred to in these Regulations as the principal Regulations) is deleted and the following regulation substituted therefor:

**“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.”.

### **Deletion and substitution of regulations 36 to 39**

3. Regulations 36 to 39 of the principal Regulations are deleted and the following regulations substituted therefor:

#### **“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.

### **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.

### **Documents accompanying annual return of company having a share capital**

**38.**—(1) For the purposes of section 197(1) of the Act, the annual return of a company having a share capital shall, in the case of a company other than an exempt private company, be accompanied by the following documents prepared in accordance with Part VI of the Act:

- (a) the report and statement of the directors of the company;