

# **Business Registration (Amendment) Bill**

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**Bill No. 36/2008.**

*Read the first time on 17th November 2008.*

A BILL

*intituled*

An Act to amend the Business Registration Act (Chapter 32 of the 2004 Revised Edition).

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 Business Registration (Amendment) Act 2008 and shall come into operation on such date as the Minister may, by notification in the *Gazette*, appoint.

### 5 Amendment of section 2

2. Section 2(1) of the Business Registration Act (referred to in this Act as the principal Act) is amended —

(a) by deleting the definition of “certificate of registration” and substituting the following definition:

10 ““certificate of confirmation of registration” means a certificate issued under section 8(3);” and

(b) by inserting, immediately after the definition of “inspector”, the following definition:

15 ““notice of registration” means a notice issued under section 8(2);”.

### Amendment of section 4

3. Section 4 of the principal Act is amended —

(a) by deleting the word “This” in subsection (1) and substituting the words “Subject to subsection (1A), this”; and

20 (b) by inserting, immediately after subsection (1), the following subsections:

25 “(1A) Subsection (1)(g) shall not apply to any person, or any class of persons, prescribed under any regulations made under section 37 as a person to whom, or a class of persons to which, subsection (1)(g) shall not apply.

(1B) The regulations referred to in subsection (1A) may —

30 (a) in the case of any person prescribed under those regulations, or belonging to a class of persons prescribed under those regulations, who is carrying on any business consisting solely of the exercise of any profession under any written law, provide for —

- (i) the transfer to the Registrar of any particulars of that person which are registered or otherwise recorded under that written law; and
- (ii) the automatic registration under this Act of that person without any action on his part, and the exemption of that person from any requirement under Part II, for such period and subject to such conditions as may be prescribed; and
- (b) contain such transitional, savings and consequential provisions as may be necessary to cater for the cessation of the application of subsection (1)(g) to any person or class of persons prescribed under those regulations.”.

### **Amendment of section 13**

4. Section 13 of the principal Act is amended —

(a) by deleting subsection (4) and substituting the following subsection:

“(4) Notwithstanding anything in this section, where the Registrar is satisfied that a person has been registered (whether through inadvertence or otherwise, whether originally or by a change of name and whether before, on or after the date of commencement of the Business Registration (Amendment) Act 2008) to carry on business under a name —

(a) which is referred to in subsection (1)(a), (b) or (d);

(b) which so nearly resembles the name of any corporation or any other business name as to be likely to be mistaken for it; or

(c) the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332),

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.”;

- (b) by deleting the words “subsection (4)(a) or (b)” in subsection (5) and substituting the words “subsection (4)”;
- (c) by inserting, immediately after subsection (9), the following subsection:

5           “(9A) For the avoidance of doubt, where the Registrar makes a decision under subsection (4) or the Minister makes a decision under subsection (9), he shall accept as correct any decision of the High Court to grant an injunction referred to in subsection (4)(c).”; and

- 10          (d) by deleting subsection (10) and substituting the following subsection:

          “(10) The Minister may make regulations for the purposes of determining the matters referred to in subsections (1) to (4).”.

### **Amendment of section 18**

- 15          **5.** Section 18 of the principal Act is amended —

- (a) by deleting the words “certificate of registration” in subsection (1) and substituting the words “notice of registration”; and
- (b) by deleting the word “certificate” in the section heading and substituting the word “notice”.

### **20          Repeal and re-enactment of section 29**

- 6.** Section 29 of the principal Act is repealed and the following section substituted therefor:

#### **“Composition of offences**

25          **29.**—(1) The Registrar may, in his discretion, compound any offence under this Act which is prescribed as a compoundable offence by collecting from a person reasonably suspected of having committed the offence a sum not exceeding —

- (a) one half of the amount of the maximum fine that is prescribed for the offence; or
- 30          (b) \$5,000,

whichever is the lower.

(2) On payment of such sum of money, no further proceedings shall be taken against that person in respect of the offence.

(3) All sums collected under this section shall be paid to the Authority.”.

5 **Amendment of section 37**

7. Section 37(2) of the principal Act is amended by deleting the word “and” at the end of paragraph (f), and by inserting immediately thereafter the following paragraph:

10 “(fa) the offences which may be compounded under section 29; and”.

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### EXPLANATORY STATEMENT

This Bill seeks to amend the Business Registration Act (Cap. 32) —

- (a) to empower the Minister to make regulations to prescribe any person or class of persons as a person to whom, or a class of persons to which, the exemption under section 4(1)(g) will not apply;
- (b) to facilitate the enforcement of injunctions granted under the Trade Marks Act (Cap. 332); and
- (c) to make certain miscellaneous amendments.

Clause 1 relates to the short title and commencement.

Clause 2 amends section 2(1) to delete the existing definition for “certificate of registration” and to insert new definitions for “certificate of confirmation of registration” and “notice of registration”.

Clause 3 amends section 4 to empower the Minister to make regulations —

- (a) to prescribe any person or class of persons as a person to whom, or a class of persons to which, the exemption under section 4(1)(g) will not apply;
- (b) to provide, in the case of any person so prescribed, or belonging to a class of persons so prescribed, who is carrying on any business consisting solely of the exercise of any profession under any written law, for —
  - (i) the transfer to the Registrar of Businesses (the Registrar) of any particulars of that person which are registered or otherwise recorded under that written law; and
  - (ii) the automatic registration under the Act of that person without any action on his part, and the exemption of that person from any

requirement under Part II, for such period and subject to such conditions as may be prescribed; and

- (c) to provide for such transitional, savings and consequential provisions as may be necessary to cater for the cessation of the application of section 4(1)(g) to any such person or class of persons.

Clause 4 amends section 13 —

- (a) by inserting a new paragraph (c) in subsection (4) to empower the Registrar to direct a person who has been registered to carry on business under a name to change that name if the use of that name has been restrained by an injunction granted under the Trade Marks Act (Cap. 332);
- (b) by making a consequential amendment to subsection (5);
- (c) by inserting a new subsection (9A) to clarify that the Registrar and the Minister, in making their decisions under subsections (4) and (9), respectively, must accept as correct any decision of the High Court to grant an injunction referred to in subsection (4)(c); and
- (d) by deleting and substituting subsection (10) so that the subsidiary legislation to be made for the purposes of determining the matters referred to in subsections (1) to (4) will now take the form of regulations made by the Minister instead of rules made by the Registrar.

Clause 5 makes technical amendments to section 18 to align the section with section 8(2) and (3).

Clause 6 repeals and re-enacts section 29 —

- (a) to align the section with the standard provisions for the composition of offences;
- (b) to vary the maximum sum which the Registrar may, when compounding an offence, collect from a person reasonably suspected of having committed the offence; and
- (c) to provide for all sums collected under the section to be paid to the Accounting and Corporate Regulatory Authority.

Clause 7 amends section 37(2) to empower the Minister to make regulations to prescribe the offences which may be compounded under section 29, as a consequence of the repeal and re-enactment of section 29. Presently, the power to make such regulations is provided for under the existing section 29(3).

## EXPENDITURE OF PUBLIC MONEY

This Bill will not involve the Government in any extra financial expenditure.

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