

PRACTICE DIRECTION NO. 1 OF 2017
RECTIFICATION BY REGISTRAR UNDER SECTION 12C(2)(a) OF THE COMPANIES ACT

1. This Practice Direction (“PD”) gives guidance on the Registrar’s approach towards applications to rectify the register under section 12C(2)(a) of the Companies Act (“CA”).

Background

2. Section 12C(1)(a) provides that an officer of a company may notify the Registrar of any error contained in any document relating to the company filed or lodged with the Registrar. This notification is by lodgement of a Notice of Error application through ACRA’s Bizfile+ system. Under section 12C(2)(a), the Registrar may rectify the register accordingly, upon receipt of the notification and if satisfied that the error is typographical or clerical in nature.

Registrar’s approach towards rectification under section 12C(1)(a)

3. The Registrar’s approach in deciding whether to rectify the register under section 12C(2)(a) is as follows:
 - a. First, the error must be “contained in any document relating to the company filed or lodged with the Registrar”. Such documents may include the Annual Return¹, the Return on Allotment of Shares², the Registration of Charges³, and the Notice of Transfer of Shares⁴.
 - b. Second, the Registrar will consider whether the error is “typographical or clerical in nature”. If the error is not typographical or clerical in nature, the Registrar will reject the application. For example, if the original information was correct at the time of filing/lodging, the application to correct the information will be rejected.
4. As an alternative to notifying the Registrar under section 12C, a company may consider applying to court to rectify the Register under section 12B of the CA.
5. The following are some illustrations of how the Registrar will exercise his powers to rectify the register. These illustrations are not intended to be exhaustive or binding.

¹ Lodged under section 197(1).

² Lodged under sections 63 and 63A.

³ Lodged under section 131(1).

⁴ Lodged under sections 126(2) and 130(2).

S/no	Case and brief facts	Decision
1	Company X transferred some treasury shares and allotted new shares to a director, and lodged a "Return of Allotment of Shares" and a "Notice of Cancellation or Disposal of Treasury Shares". Subsequently, X applied to rectify the two lodgements on the basis that X had rescinded the transfer and allotment because the director's shareholding had exceeded an agreed threshold.	The Registrar will not rectify the register as there was no error at the time when the two transactions were filed.
2	Company X omitted to file the auditor's report when filing its annual return together with its audited financial statements.	The Registrar may rectify the register. The audited financial statements filed together with the annual return were not in order. X may file a Notice of Error attaching a complete set of financial statements with the signed auditor's report.
3	Company X filed its annual return stating that X's annual general meeting ("AGM") date was 30 Sep 2010 when it was held on 16 Nov 2011. X applied to rectify the AGM date in the annual return from 30 Sep 2010 to 16 Nov 2011.	The Registrar will not rectify the register as the annual return should not have been filed when the company's AGM had not been held.
4	Company X filed a "Satisfaction of Charge" stating there was a partial discharge of the registered charge when there was in fact a total discharge. X then applied to rectify, supported by the chargee's letter stating that the chargee had released X's Deed of Subordination fully.	The Registrar may rectify the register if the letter from the chargee supports the contention that the Satisfaction of Charge was erroneous.
5	Company X filed a "Notice by Local Company of Transfer of Shares / Change in Particulars of Shareholders". Company X applied to rectify the register to cancel the notice of transfer of share as there were ongoing court proceedings regarding the relevant transfer of shares, including in respect of the proper execution of the transfer instruments and the payment of monies in relation to the share transfer.	The Registrar will not rectify the register as the errors were not typographical or clerical in nature and there were ongoing court proceedings pertaining to the share transfer.

Further clarification

6. Further queries can be sent through AskACRA⁵. You may also contact ACRA's Helpdesk at 62486028.

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Chief Executive and Registrar of Companies
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⁵ <https://www.acra.gov.sg/contact-us>