

Consultation Comments and Responses – [DRAFT] Registrar of Companies (Compliance Measures) Bill, 2026			
Original Section of the Bill	Proposed Amendment/Recommendation	Justification	FSC'S Response
Part 2: Functions of Registrar regarding inspection of registered entities - Section 3(2) The Registrar may do all such things as are necessary for the purpose of reasonably incidental the performance of his functions under this or any relevant Act.	Section 3(2) now reads "The Registrar may do all such things as are reasonably incidental the performance of his functions under this or any relevant Act."	This amendment preserves the Registrar's operational flexibility while ensuring that enforcement action remains anchored to clearly defined statutory powers. It prevents unintended regulatory overreach and promotes legal certainty and predictability for regulated entities and service providers.	Noted. This has been reviewed and accepted.
Part 2: Functions of Registrar regarding inspection of registered entities - Section 5(2) The Registrar may exercise powers under this section only if the document sought to be obtained as a result is reasonably required in connection with the exercise by the Registrar of his functions under this Act or any relevant Act.	Section 5(2) now read "The Registrar may exercise powers under this section only if (a) the document sought to be obtained as a result is reasonably required in connection with the exercise by the Registrar of his functions under this Act or any relevant Act and b) such information or documents are (i) within that person's knowledge, possession, custody, or control, or (ii) required to be maintained by that person under a relevant Act."	This amendment reflects established international regulatory practice and ensures that people are not penalised for failing to produce information that they do not hold and are not legally required to maintain. It promotes fairness, proportionality, and compliance realism, while preserving effective supervision.	Noted. This has been reviewed and accepted.

<p>Part 3: Striking by the Registrar: Sections 12(1) A registered entity that fails to pay a civil penalty imposed by the Registrar shall be struck by the Registrar. (2) Where a company has been struck by the Registrar, no person with a fiduciary duty or connected person shall be permitted to register any legal entity or arrangement under a relevant Act.</p>	<p>Section 12(1) reads: A registered entity that fails to pay a civil penalty imposed by the Registrar shall be struck by the Registrar. (No change) Section 12 (2) now reads "Where a company has been struck under subsection (1) the Registrar may, by written notice, prohibit a person who was a fiduciary of the company at the time of the default, from registering a legal entity or arrangement under a relevant Act for a period not exceeding 12 months or 24 months in the case of an aggravated or repeated breach, if the Registrar is satisfied that the person— (a) knowingly authorised, permitted or acquiesced in the non-compliance; or (b) without reasonable excuse failed to take reasonable steps to secure compliance after becoming aware of the default."</p>	<p>Deleting the section is a viable option because it imposes an overly broad and automatic restriction on individuals regardless of whether they were personally responsible for wrongdoing. Because companies can be struck off for administrative or non-culpable reasons, the clause may result in disproportionate penalties and create legal uncertainty. Repealing it would support fairness, proportionality, and legitimate business activity while retaining targeted enforcement against bad actors. Or amend the language of the text so that it remains intent and acts as a deterrent.</p>	<p>Noted. This has been reviewed and accepted.</p>
<p>Part 3: Fines and Penalties - Procedures for imposing civil penalties, Section 11 (c) the right to make representations to the Registrar within a specified period (which may not be less than 14 days); and</p>	<p>Section 11 (c) now reads "the right to make representations to the Registrar within a specified period (which may not be less than 28 days)."</p>	<p>The additional time will allow the registered entity to efficiently review and take action to remedy the issue at hand.</p>	<p>Noted. This has been reviewed and accepted.</p>