

No. S 43

CONSTITUTION OF BRUNEI DARUSSALAM
(Order made under Article 83(3))

COMPANIES ACT (AMENDMENT) ORDER, 2017

ARRANGEMENT OF SECTIONS

Section

1. Citation
 2. Substitution of section 45 of Chapter 39
 3. Insertion of new section 45A
 4. Amendment of section 92
 5. Amendment of First Schedule
 6. Amendment of Eighth Schedule
 7. Amendment of Eleventh Schedule
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COMPANIES ACT (AMENDMENT) ORDER, 2017

In exercise of the power conferred by Article 83(3) of the Constitution of Brunei Darussalam, His Majesty the Sultan and Yang Di-Pertuan hereby makes the following Order —

Citation

1. This Order may be cited as the Companies Act (Amendment) Order, 2017.

Substitution of section 45 of Chapter 39

2. Section 45 of the Companies Act, in this Order referred to as the Act, is repealed and the following new section substituted therefor —

“Return as to allotments by private companies

45. (1) A private company may allot new shares, other than a deemed allotment, by lodging with the Registrar —

(a) a return of the allotment in such form as the Registrar may determine, which shall include the following particulars —

- (i) the number and nominal amount of the shares comprised in the allotment;
- (ii) the amount (if any) paid or deemed to be paid on the allotment of each share;
- (iii) the amount (if any) unpaid on each share referred to in sub-paragraph (ii);
- (iv) the full name, identification, nationality (if such identification or nationality, as the case may be, is required by the Registrar) and address of, and the number and class of shares held by each of its members; and

(b) in the case of shares allotted as fully or partly paid-up otherwise than in cash, a contract in writing constituting the title of allottee to the allotment together with any contract of sale, or for services or other consideration in respect of which that allotment was made, such contracts being duly stamped; and a return stating the number and nominal amount of shares so allotted, the extent to which

they are to be treated as paid up and the consideration for which they have been allotted.

[2] In this section and section 45A, "deemed allotment" means an issue of shares without formal allotment to subscribers to the memorandum and articles of association."

Insertion of new section 45A

3. The Act is amended by inserting the following new section immediately after section 45 —

"Return as to allotments by public companies

45A. 1) Where a public company makes any allotment of its shares, other than a deemed allotment, the company shall within 14 days thereafter lodge with the Registrar a return of the allotments stating —

(a) the number of the shares comprised in the allotment;

(b) the amount (if any) paid or deemed to be paid on the allotment of each share;

(c) the amount (if any) unpaid on each share referred to in paragraph (b);

(d) where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs; and

(e) the full name, identification, nationality (if such identification or nationality, as the case may be, is required by the Registrar) and address of, and the number and class of shares held by each of the fifty members who, following the allotment, hold the most number of shares in the company.

(2) If default is made in complying with this section, every officer of the public company who is in default is guilty of an offence and liable on conviction to a default fine."

Amendment of section 92

4. Section 92 of the Act is amended —

(a) by repealing subsection (1) and by substituting the following new subsection therefor —

“[1¹ A company shall, as from the date of its incorporation, have a registered office within Brunei Darussalam —

(a) to which all communications and notices may be addressed;
and

(b) which shall be open and accessible to the public for not less than 3 hours during ordinary business hours on each business day.”;

(b) in subsection (2), by deleting “incorporation of the company or of the change, as the case may be,” from the third line and by substituting “change” therefor.

Amendment of First Schedule

5. The First Schedule to the Act is amended —

(a) in Table A —

(i) on page 285, in paragraph 4, by deleting “under the seal of the company” from the second line;

(ii) on page 294, in paragraph 59, by deleting “, either under seal, or” from the second last line;

(iii) on page 296 —

(A) by deleting the heading “SEAL” immediately before paragraph 71;

(B) by deleting paragraph 71;

(b) in Table C —

(i) on page 309, in paragraph 24, by deleting “, either under the seal or” from the second last line;

(ii) on page 311 —

(A) by deleting the heading “THE SEAL” immediately before paragraph 33;

(B) by deleting paragraph 33.

Amendment of Eighth Schedule

6. The Eighth Schedule to the Act is amended —

(a) on page 341, in the section reference provision, by deleting “(sections

83(1), 83(3), 87(1), 175(6), 269(2) and 281(4))” and by substituting “(section 289)” therefor;

(b) on page 343 —

- (i) by deleting item 17;
- (ii) by deleting item 18;
- (iii) by deleting item 19;
- (iv) in item 20, by inserting “, charter, statute or other instrument” immediately after “association”;

(c) on page 344 —

- (i) by deleting item 23;
- (ii) by deleting item 24;
- (iii) by deleting item 25;
- (iv) by deleting item 26;
- (v) by deleting item 27;
- (vi) by deleting item 28;
- (vii) by inserting the following two new items immediately after item 32 —

“32A.	For supplying an electronic copy of company extract	30.00 for each copy
“32B.	For supplying an electronic copy of electronic filing	5.00 for each filing”;

- (viii) in item 36, by deleting “20.00” and by substituting “50.00” therefor;

(d) on page 345, by inserting the following six new items immediately after item 38 —

“39.	On lodging notice of appointment, cessation of appointment or change of particulars of a company’s director, manager or secretary	30.00
40.	On lodging a resolution for alteration of objects in memorandum or articles of a company	120.00
41.	On lodging of return of allotment of shares	30.00
42.	On lodging notice of resolution for change of company name	100.00
43.	On lodging notice of change of situation of registered office	30.00
44.	On lodging notice of change of situation or address or designation of situation or address of registered office of a foreign company	30.00”.

Amendment of Eleventh Schedule

7. The Eleventh Schedule to the Act is amended, on page 354, by deleting paragraph 6.

Made this 7th. day of Sya’ban, 1438 Hijriah corresponding to the 4th. day of May, 2017 at Our Istana Nurul Iman, Bandar Seri Begawan, Brunei Darussalam.

HIS MAJESTY
THE SULTAN AND YANG DI-PERTUAN
BRUNEI DARUSSALAM