

Winding Up Your Organisation

This section deals with the process of winding up i.e. terminating, your non-profit organisation. The process would differ depending on your type of legal structure. Do take note that if your organisation is registered as a charity you may continue to be bound by certain legal duties under the Charities Act after your organisation ceases to exist (such as a duty to maintain all accounting records and all statement of accounts up to 5 years from the financial year they were made).

The information on this website is intended as a guide only, and is not legal advice. If you or your organisation has a specific legal issue, you should seek advice before making a decision about what to do.

Company Limited by Guarantee

What is the procedure for winding up?

This is an outline of the typical procedure taken to wind up a Company Limited by Guarantee in accordance with the Companies Act:

Action to be Taken	Deadline
Hold board meeting to: a. Make a <u>Declaration of Solvency and Statement of Affairs</u> b. Issue notice of Extra General Meeting (EGM)	
Lodge the Declaration of Solvency and Statement of Affairs with the Accounting & Corporate Regulatory Authority (ACRA)	Before notice of Extra General Meeting (EGM) is sent out
Issue notice of EGM	21 days' notice is required unless consent to shorter notice is obtained from the members
Hold the EGM and pass resolutions for winding up and appointing a Liquidator *Note: Winding up is deemed to commence when special resolution for winding up is passed.	Within 5 weeks after making the Declaration of Solvency and Statement of Affairs
Liquidator takes into custody or under his control the common seal, cheques, books, documents and all other properties belonging to the Company	Immediately after the EGM
Lodge the special resolution for winding up with the ACRA	Within 7 days of passing the special resolution
Publish special resolution for winding up in one or more newspapers circulating in Singapore	Within 10 days after passing the special resolution
Lodge notice of appointment of Liquidator	Within 14 days after appointment

Insert "(in Liquidation)" after the name of the company where it first appears, on all letters, invoices and orders issued by the Company or the Liquidator	
Liquidator to issue letters to creditors and publication of notice to creditors to lodge their claims with the Liquidator	No minimum period prescribed. No statutory requirement for advertisement and notice
Liquidator to certify creditor's claims, and settle priorities according to s. 328 of the Companies Act	
Liquidator to file accounts every 6 months, if winding up is not completed in 6 months	Within 1 months after expiration of 6 months from the commencement of winding up
Liquidator to summon Annual General Meeting and lay the accounts and conduct of the winding up, if winding up continues for more than 1 year	No more than 3 months after the end of each year from the commencement of winding up
Liquidator to prepare final accounts and issue notice of Final Meeting. Notice to be published in all four local newspapers, i.e. in four languages.	Notice to be given at least 1 month before the Final Meeting.
Liquidator to hold the Final Meeting to approve the final accounts	
Liquidator to lodge return on Holding of Final Meeting	Within 7 days of the Final Meeting
On the expiry of 3 months after lodging return on the Holding of Final Meeting with ACRA, the Company is dissolved	

What will happen to the assets after liquidation?

For a Company Limited by Guarantee, as a general rule, upon the unwinding of a charity the assets are not to be distributed back to members but usually arranged to be transferred to another charity. A prudent course of action would be to specifically provide for the distribution of assets in the Memorandum and Articles. This should be done upon incorporation and, if not done so, then an appropriate amendment should be made.

Society

What is the procedure for winding up a society?

If no rules are specified in the objects of the society regarding dissolution, then at least three-fifths of the members residing in Singapore must vote for dissolution delivered in person or by proxy at a general meeting convened for that purpose. If a registered society dissolves itself according to its rules, then it shall inform the Registrar of Societies in writing and send a certificate of dissolution to the Registrar within one week of dissolution. The certificate should be signed by the president, the secretary and the treasury or officers of the society holding analogous positions.

A set of supporting documents is also required – the list may be found at the [Registry of Societies FAQ page](#).

The Registrar will then publish the dissolution of the society in the Gazette.

What will happen to the assets after dissolution?

The assets would be disposed according to the rules of the society applicable. In the event of any dispute the matters shall be referred to the High Court. It may be prudent to specifically provide in the objects of the society for the distribution of assets in the event of dissolution of the society.

Charitable Trust

A trust may be wound up and its assets distributed according to the provisions set out in the Trust Deed. Alternatively, the trustees may apply to the court for the dissolution of the trust.

Company Limited by Shares

Winding-up can take place voluntarily when an appropriate resolution is passed by the company's members. Alternatively, it can take place by an order of the court.

During the winding-up, a liquidator will be appointed. The liquidator's role is to collect and realise the assets of the company. Generally, the money collected will be used first to pay off all the debts of the company, and any amounts remaining will be distributed to the shareholders of the company. Once the winding-up is concluded, steps can be taken to dissolve the company and have it de-registered.

For more information, see the section on Company Limited by Guarantee above.

Branch

A foreign branch has to cease its operations in Singapore if its head office has been dissolved or is in liquidation. The local agents of the foreign branch are required to notify the Registrar within 1 month.

For more information, please refer to s. 377 (2) of the Companies Act or [ACRA's website](#).

Representative Office

A representative office is a temporary administrative facility. It must apply to renew its representative office status annually. A representative office which fails to comply with IE Singapore's regulations may be de-registered. While there are no statutory procedures for winding up a representative office, IE Singapore must be notified of the closure of representative office's operations within one month.

For more information, please see [IE Singapore's website](#).