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Appointing Directors, Company Secretary and Other Key Personnel

The next step is to appoint officers for your company. All companies must appoint at least one director and one company secretary.

Before submitting your application to incorporate a company, you will need the following personal particulars and contact details of the appointed officers:

- NRIC and full name
- Nationality
- Contact information (telephone number and e-mail address)
- Residential address

For NRIC and some FIN holders, there is no need to provide personal information (e.g. nationality and residential address as reflected in the NRIC and FIN) as these will be obtained from the relevant government agencies.

Officers of a company include the following:

Company director

A company director is responsible for managing the affairs of the company and setting the company's strategic direction. A company director is required under the Companies Act to ensure accurate and timely record keeping, prepare financial statements (if applicable) and comply with corporate filings and other disclosures. The director also has the legal duty to advance the interests of the company, act honestly and in good faith in exercising the given powers.

The consequences of breaching the director's duties can be both civil and criminal in nature. Different offences carry different levels of penalty. For common offences, a director could be liable up to S\$5,000 or even imprisonment of up to two years. Other offences can result in the disqualification from being a director for a period of 5 years.

Requirements for a company director

Every company must have at least one director who is a local resident of Singapore.

A company director must be:

- At least 18 years old
- Of full legal capacity
- A Singapore citizen, Singapore permanent resident, EntrePass holder, or Employment Pass (EP) holder
- Not disqualified from acting as a director of a company (e.g. not an undischarged bankrupt)

If you hold a FIN

Foreign Identification Number (FIN) holders are advised to check with the relevant pass-issuing authority on their eligibility before registering or accepting an appointment to be a company director. For example, Employment Pass holders must first seek a [Letter of Consent from MOM](#) [↗](#).

Foreigners who wish to relocate to Singapore to manage a company must seek the Ministry of Manpower's (MOM) approval after incorporation. You will need to engage a registered corporate service provider (such as a corporate secretarial firm) to submit the incorporation in [Bizfile](#) [↗](#) on your behalf.

Read our guide on [foreigners registering a business in Singapore](#).

About inactive or sleeping directors

You cannot be appointed as an “inactive director”, “nominee director” or “sleeping director” and not be held responsible for any offences. Under the Companies Act, the law does not distinguish between “active” and “sleeping” directors.

Free online training for company directors

Newly appointed and aspiring company directors can sign up for ACRA’s free online [Directors Training Programme](#) to better understand your statutory duties and responsibilities. This programme also includes important information from other government agencies and will take about two hours to complete.

Under the Directors Training Programme, you will learn:

- The requirements to be a director
- Key duties and responsibilities of a company director under the Companies Act
- Important information on filing corporate income tax returns
- How to contribute to your employees’ CPF
- How to ensure workplace safety and health

Company secretary

Companies must appoint a company secretary within six months from the date of incorporation. This position cannot be left vacant for more than six months, or the directors may face a penalty of up to \$1,000.

A company secretary is responsible for the administration of the company. They are also required to ensure that all directors and shareholders are informed of their statutory obligations, such as the filing of annual returns.

The responsibilities of a secretary can vary depending on a company's needs. Below are some examples:

- Maintain and update the company’s registers and minutes books.
- Administer, attend and prepare minutes of meetings of directors and shareholders.
- Keep company directors aware of the deadlines for annual returns and any other filings required by ACRA.
- Update directors and shareholders on relevant changes in corporate regulations.

Requirements of a company secretary

A company secretary must be:

- A natural person.
- Locally resident in Singapore.

The sole director of a company and the company secretary cannot be the same person.

Auditor (mandatory unless exempted)

Unless your company is exempt from audit requirements under the relevant sections of the Companies Act, you must appoint an auditor within three months of incorporation.

Read about the [small company concept for audit exemption](#).

Chief executive officer (optional)

A company may choose to appoint a chief executive officer (CEO) to manage and oversee all or part of the company's business. If a CEO has been appointed, it is compulsory to file his or her personal particulars with ACRA.

Managing director (optional)

A company may choose to appoint a managing director from within the board of directors to manage the day-to-day operations of the company. It is not compulsory to file the appointment of a managing director with ACRA.

Option to register a Contact Address

For corporate transparency purposes and to allow the public and other stakeholders to identify the persons behind the business, some information on company officers such as identification number, date of appointment and residential address is accessible from ACRA's public records.

If you prefer not to reveal your residential address in our public records, you can register a contact address at the point of incorporation or at any other time. The contact address must be an address where you can be contacted (e.g. your office, your corporate service provider's office, etc.), and must be within the same jurisdiction as the residential address. It cannot be a P.O. Box address. Once you have registered a contact address, it will be displayed in ACRA's public records instead of your residential address. However, all official correspondences from ACRA will continue to be sent to the residential address.

There are no fees for the filing of contact address. Filing of contact addresses are mandatory.

Requirement for officers' endorsement in Bizfile

After submitting your application to incorporate a local company, all proposed company directors and the company secretary must endorse their appointments online via [Bizfile](#). However, if you have engaged a registered Corporate Service Provider (CSP) to submit the application, such endorsement is not necessary, as the CSP will make the required declarations on your behalf.

Changes to appointments

After incorporation, a company is allowed to make further changes to the appointed officers at any time. Such changes can be filed via [Bizfile](#) and must be done within 14 days of the effective date of the change.

Read our guide on [how to update your company information](#).

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