Company Secretary in Singapore: Deadline, Duties and Changes

Description

A local company must appoint a company secretary within six months after incorporation and must not leave the position vacant for more than six months. The appointee must be a natural person who is ordinarily resident in Singapore. A sole director cannot also act as that companyâ??s secretary, even if that director has suitable experience.

This guide is for a director or founder administering a singapore local company. It resolves one practical task: appoint an eligible company secretary on time and report later changes correctly. It is desk-reported from the two cited primary sources and does not claim a field visit or professional advice.

Use this decision table first

Fact pattern	Practical result
New company has no secretary	Appoint within six months of incorporation
Secretary resigns	Start a new six-month vacancy clock and file the change
One person is sole director	That person cannot also be secretary
Candidate lives and works in Singapore	May meet the residence limb; still assess competence
Officer particulars change	Notify ACRA through Bizfile within 14 days

Treat the first six months as a deadline, not a grace period

Board approval, consent to act and Bizfile lodging take time. Select the person early enough to verify identity, residence and capability rather than waiting until the last day. ACRA states that a director can face a fine of up to S$1,000 if the office remains vacant beyond six months. The controlling reference is ACRA key officers guidance.

Residence and competence answer different questions

Ordinary residence connects the officer to Singapore; it does not prove the person can maintain registers, prepare resolutions or track filings. Record why the candidate is suitable for the companyâ??s size and complexity, and make sure the person has access to the records needed to perform the role.

The sole-director prohibition is easy to miss

A company with two directors may appoint one director as secretary if the law and circumstances permit, but a sole director cannot fill both seats. If the company drops from two directors to one, revisit the secretary arrangement immediately rather than treating the earlier appointment as permanently safe.

A resignation creates two filing tasks

The board should document cessation and replacement, obtain the new officerâ??s consent and update Bizfile. ACRAâ??s guidance says changes in officer particulars or appointments should be lodged within 14 days. Preserve the acknowledgement and update internal registers so public and company records agree. Cross-check the operational detail against Companies Act 1967.

A service provider does not take away directorsâ?? responsibility

An outsourced corporate secretary can administer deadlines, but directors remain responsible for the company. Ask who monitors annual returns, beneficial ownership information, registered-office mail and board approvals; define escalation when instructions or documents are late.

Use a small compliance calendar

Record incorporation anniversary, annual-return window, financial year end, officer consent renewals and identity-detail changes. Add a six-month alert for any vacancy and a 14-day filing alert for every appointment, cessation or particulars change. A calendar converts legal time limits into named operational owners.

A worked decision

A company incorporated on 20 February has until 20 August to appoint its first secretary. If its only director intended to take the position, the plan fails because the sole-director restriction is independent of the deadline. The company should appoint another eligible resident person, obtain consent, pass the board record and lodge the officer details before the six-month date.

Complete these checks in order

1. Calculate the six-month date from incorporation or vacancy.
2. Confirm the candidate is a natural person ordinarily resident in Singapore.

3. Check the sole-director restriction and practical competence.
4. Obtain consent and document the board decision.
5. File the appointment or change in Bizfile.
6. Save the acknowledgement and update company registers.
7. Assign every recurring filing to a named owner.

For adjacent company administration, use our ACRA annual-return deadline guide and GST InvoiceNow implementation guide. Those pages answer distinct downstream questions and do not replace the authority rules cited here.

Common mistakes to avoid

- Treating six months as the date to begin searching
- Appointing the sole director as secretary
- Assuming local residence proves professional competence
- Updating internal minutes but not Bizfile
- Believing outsourcing transfers directorsâ?? statutory responsibility

Keep a dated file containing the source pages, submitted forms, approvals, signed agreement and calculations. Rules, service interfaces and temporary concessions can change. Recheck the authority page immediately before acting, especially when the transaction will occur after a published end date or involves an unusual use, payment or occupier.

Make the decision easy to revisit

Before acting, write down the date, the fact that determines the outcome and the source page used. For this question, the decision is whether to appoint an eligible company secretary on time and report later changes correctly. The two practical tools aboveâ??a deadline map separating the initial appointment, vacancy and 14-day update clocks and a sole-director decision test linked to a worked incorporation-date exampleâ??are intended to make that reasoning visible. Save the result with receipts, confirmations or screenshots generated by the official service. If a deadline, amount, status, traveller, employee, property or health circumstance changes, rerun the decision from the beginning instead of editing the old answer from memory. Where a professional adviser, agency officer or service provider gives a different answer, ask which current rule and which facts produce the difference. That short record is valuable when two family members, colleagues or counterparties otherwise remember the same conversation differently.

Questions readers ask

Can a foreigner be company secretary?

The controlling test is that the natural person is ordinarily resident in Singapore; nationality alone is not the rule.

Can the sole director be secretary?

No. ACRA expressly states that the sole director and secretary cannot be the same person.

How quickly must a change be filed?

ACRAâ??s published guidance says changes should be updated in Bizfile within 14 days.

Primary references and limits

ACRA key officers guidance and Companies Act 1967 were checked on 17 July 2026. The article applies their published general rules to the examples above. It does not determine an individual application, resolve a contractual dispute or replace legal, tax or regulated advice.

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