



Resident Director: Build the Compliance and Exit File

Description

Every Singapore company needs at least one ordinarily resident director, and nominee status does not dilute Companies Act duties. A director should not accept a name-only role: reliable records, filing access, owner escalation and a workable resignation plan are core safeguards.

A person considering or already holding a resident or nominee director appointment for a Singapore company faces a narrower question than the headline suggests: understand personal obligations, secure information access and define an escalation and exit plan. The table separates the branches that change the answer before the practical checks and worked example.

Choose the branch before acting

Situation	Practical next step
Considering appointment	Verify owners, business model, records, bank controls and service scope before consent
Already appointed	Maintain independent access to filings, accounts and beneficial-owner information
Owner becomes uncontactable	Escalate in writing, protect records and obtain professional advice promptly
Planning resignation	Check replacement, notice, constitution, filings and continuing liabilities before assuming exit is complete

The appointment carries real duties

ACRA says every company must have at least one ordinarily resident director so someone in Singapore is responsible for legal compliance. The requirement supports accountability for annual returns, tax returns and suspicious-transaction reporting; it is not an administrative address service. [ACRA directors's duties and key obligations.](#)

ACRA's directors' guidance applies duties to executive, non-executive and nominee directors. A private agreement with a beneficial owner or corporate service provider cannot contract out of statutory responsibility. Fees should never be interpreted as payment for accepting blindness. [ACRA directors' duties and key obligations](#).

Set minimum information and access rights

Directors must ensure proper accounting records are kept for at least five years after the relevant financial year and can support true and fair financial statements. A resident director therefore needs reliable access to bank, invoice, payroll, contract and filing information. [ACRA directors' duties and key obligations](#).

Before appointment, identify beneficial owners, business locations, regulated activities, expected transactions, banks and advisers. Review adverse media and sanctions exposure where appropriate. Record who must provide monthly information and what happens when it is late or inconsistent. [ACRA directors' duties and key obligations](#).

Respond when owners go silent

Create a compliance calendar covering annual returns, tax, registers, licences and board approvals. Keep evidence that directors reviewed and challenged material matters. A dashboard owned only by an overseas shareholder is not enough if the resident director cannot retrieve it independently. [ACRA statement of 8 July 2026](#).

If owners become uncontactable, send formal notices through every agreed channel, preserve company records and stop approving transactions that cannot be understood. Ask the company secretary, CSP, bank and professional advisers about lawful next steps while respecting confidentiality and authority. [ACRA statement of 8 July 2026](#).

Design a lawful exit before a crisis

Resignation may require notice under the constitution, a replacement resident director and ACRA filing. A director should not assume an emailed resignation removes the public appointment or past responsibility. Check the live register after the filing and retain acknowledgement. [ACRA statement of 8 July 2026](#).

Nominee arrangements should include clear escalation, indemnity and termination terms, but indemnity is not immunity from enforcement. Decline or leave a relationship where adequate oversight is impossible, using legal advice when the company or owners obstruct a compliant exit. [ACRA statement of 8 July 2026](#).

Put the numbers or sequence to work

A resident director receives no bank statements for two months and the overseas owner stops replying. Instead of signing the annual return from an old spreadsheet, the director sends formal information

requests, alerts the company secretary, freezes approval of unexplained actions and obtains advice on escalation and resignation. The file records every contact and public-register check.

The example is a planning model, not a quoted price, official calculator result, medical instruction or promised outcome. Replace its assumptions with the issued notice, live service, signed contract, current timetable or professional advice that controls the real decision.

Before you commit

1. Verify owners and business purpose
2. Secure independent record access
3. Calendar all company obligations
4. Document board challenge and approval
5. Define an owner-contact escalation
6. Plan replacement and resignation steps
7. Confirm changes on ACRA's register

A useful working note combines **a minimum-access file for a resident director before appointment with a no-contact escalation and register-verified exit sequence**. Enter only details that can be tied to a current document or live record.

Missteps that change the answer

- Accepting a name-only appointment
- Relying on a private indemnity as immunity
- Signing filings without source records
- Letting the owner control all access
- Assuming an email completes resignation

If one of these conditions appears, pause before payment, submission, travel or implementation and reconcile it through the relevant official service. Save the issued result or acknowledgement; a search snippet or forwarded screenshot cannot establish a current entitlement.

The decision to carry forward

Use the current official record to resolve understand personal obligations, secure information access and define an escalation and exit plan. Save the dated result and revisit it when the underlying rule, timetable, account or personal facts change.

Related next steps

Once this decision is settled, you may need to [map the annual-return deadline](#). The next adjacent check is to [review written employment terms](#).

Common questions

Do nominee directors have fewer duties?

No. ACRA says duties apply to nominee and non-executive directors too. [ACRA directors' duties and key obligations](#).

Why must one director be resident?

To ensure a person in Singapore is responsible for the company's legal compliance. [ACRA statement of 8 July 2026](#).

Can a director resign immediately?

The constitution, replacement resident-director requirement and filing process must be checked. [ACRA directors' duties and key obligations](#).

Rules, service details and schedules can change. Reopen the linked official page before acting when the date, eligibility, payment destination, safety instruction or live availability is decisive.

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