

## **FREQUENTLY ASKED QUESTIONS**

**Who has the Authority to key in the information required for the change of particulars of a company?**

All directors are granted authority for the company. Authorised persons can also obtain this from the directors

**How do you get Company Authority?**

The person who incorporates the company online will be automatically granted Company Authority. Company Authority can also grant access to authorised persons.

**Who can notify ROC of the changes?**

The directors or secretaries of the company can personally make the transactions for the changes. ROC will not accept any changes to a company that has been submitted by a person that has not been authorised by the company to do so. *[ROC may ask to see proof of such authorisation]*

**Is a cover letter necessary?**

Yes. Most of the applications require ROC to check and confirm the status before such changes can be made, therefore when there is confirmation of your application, ROC would like to ensure that the response is sent to the correct person (i.e Directors of the company, or professional service provider). If you are not listed as one of the shareholder or director of the company, ROC requires that the cover letter state the company has given specific instructions to the professional or corporate service provider to act on their behalf for the lodgement. A copy of the company's resolution is acceptable in place of this letter.

**Can I obtain a certified true copy of the document changes immediately after I have just filed it?**

Documents which are filed with the Registry will be ready for certification once ROC completes the checking and verification processes.

## **BUSINESS HOURS**

**Monday - Thursday, Saturday**

**8.00 am — 3.30 pm**

### **C O N T A C T   U S**

#### **REGISTRY OF COMPANIES AND BUSINESS NAMES DIVISION**

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# **GUIDE TO FILING OF CHANGES FOR COMPANIES**

**Registry of Companies  
Ministry of Finance  
Brunei Darussalam**



## LOCALLY INCORPORATED COMPANIES

The Registry of Companies must be notified of any changes to the registered particulars of a company. This applies to all companies incorporated in and outside Brunei Darussalam registered in Brunei Darussalam

TYPE OF CHANGE/ DESCRIPTION OF CHANGE	REQUIRED DOCUMENTS
<b>Change of company name</b>  Submit new name application for the approval of your proposed company name.	Documents that are needed to be submitted:  - Company's (extraordinary) resolution - Must upload old company certificate.
<b>Change of registered office</b>  ROC must be informed within 28 days	Notice of Change in the situation of Registered office
<b>Transfer of shares</b>  To register transfer of shares, proper instrument of transfer must be executed	Company Resolution (optional)  Instrument of Transfer (duty stamped)  Signed copy of NRIC of newly appointed shareholder
<b>Increase of share capital</b>  ROC must be informed within 15 days after passing the resolution authorising the increase.	Company Resolution
<b>Change of principal activity</b>  Change the object clause in the Company's Memorandum and Articles of Association (M/A)  To effect the change, company must first pass resolution.	Submission of court order  Extraordinary General Meeting (EGM)  Special Resolution  Original copy of new Memorandum & Articles
<b>Change of particulars of directors</b>  ROC must be informed by one month from the date of change.	- Updated Form X - Company Resolution - Resignation letter of the director (if applicable) - Consent to act as director form (if applicable) - Signed copy of NRIC/passport for new director

## FOREIGN BRANCH OF A COMPANY

TYPE OF CHANGE/ DESCRIPTION OF CHANGE	FORMS TO SUBMIT
Change of a foreign company name  Submit name application	<ul style="list-style-type: none"> <li>Company's (extraordinary) resolution</li> <li>Must upload old company certificate.</li> </ul>
Change of the registered office address  ROC must be informed within one (1) month	Company resolution  Notice of Change in the situation of Registered office
Change of particulars of directors  ROC must be informed by one month from the date of change.	<ul style="list-style-type: none"> <li>New Form IV (F)</li> <li>Company resolution</li> <li>Resignation letter of the director.</li> <li>Consent to Act as Director form</li> <li>Signed passport copy for new director</li> </ul>
Change of authorised persons  ROC must be informed within one (1) month.	Memorandum of appointment or power of attorney under the seal of the company incorporated outside Brunei Darussalam – stating the name and address of the new individuals resident in Brunei Darussalam authorised to accept on its behalf service of process or any notices.

## WHAT ARE THE TYPES OF CHANGES THAT MUST BE FILED WITH THE REGISTRY?

### For Private Companies

- Change of Company Name
- Change of Memorandum & Articles of Association
- Change of Particulars of Directors
- Change of Registered Office Address
- Change of Share Capital or Transfer of Shares
- Change of Shareholding details
- Change of Principal Activity

### For Foreign Companies

- Change of Company Name
- Change of Memorandum & Articles of Association
- Change of Particulars of Directors
- Change of Registered Office Address
- Change of Particulars of Agents / Authorised Persons

## COST FOR FILING OF CHANGES

ROCBN SERVICES : FILING OF CHANGES	COST (BND)
Update Director Details*	\$30
Increase Share Capital	Subject to increase amount for the share capital
Change of Company Name	\$100
Update Memorandum and Articles of Association*	\$120
Update Company Address*	\$10
Allotment of Shares	\$10
Transfer of Shares	\$30

\*Penalty will be incurred whenever application is overdue for submission to the Registrar of Companies