

# 1 Short title.

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1.

This Act may be cited as the Bills of Sale Act.

# 2 Application of this Act.

Application of this Act.

2.

This Act shall apply to every bill of sale, whether the same is absolute or subject or not subject to any trust whereby the holder or grantee has power, either with or without notice and either immediately or at any future time, to seize or take possession of any personal chattels comprised in or made subject to such bill of sale, but shall not, except as in this Act expressly mentioned, apply to any mortgages or debentures issued by any incorporated company and secured upon the stock or goods, chattels, and effects of such company.

# 3 Interpretation.

Interpretation.

3.

—(1) In this Act, unless there is something repugnant in the subject or context —

"bill of sale" includes bills of sale, assignments, transfers, declarations of trust without transfer, inventories of goods with receipt thereto attached, or receipts for purchase moneys of goods, and other assurances of personal chattels, and also powers of attorney, authorities, or licences to take possession of personal chattels as security for any debt, and also any agreement, whether intended or not to be followed by the execution of any other instrument, by which a right in equity to any personal chattels, or to any charge or security thereon, shall be conferred, but does not include the following documents:

- (a) assignments for the benefit of the creditors of the person making or giving the same;
- (b) antenuptial marriage settlements;
- (c) transfers or assignments of any ship or vessel or any share thereof;
- (d) transfers of goods in the ordinary course of business of any trade or calling;
- (e) bills of sale of goods in foreign parts or at sea; and
- (f) bills of lading, warehouse-keeper's certificates, warrants or orders for the delivery of goods, or any other documents used in the ordinary course of business as proof of the possession or control of goods, or authorising or purporting to authorise, either by endorsement or by delivery, the possessor of such documents to transfer or receive goods thereby represented;

"bill of sale" also includes as regards any personal chattels which may be seized or taken thereunder every attornment, instrument or agreement whereby a power of distress is given or agreed to be given by any person to any other person by way of security for any debt or advance, and whereby any rent is reserved or made payable as a mode of providing for the payment of interest on such debt or advance or otherwise for the purpose of such security only, but does not include or extend to any mortgage of any estate or interest in any land, tenement or hereditament which the mortgagee being in possession demises to the mortgagor as his tenant at a fair and reasonable rent;

"bill of sale" also includes agreements for the hire of personal chattels entered into for the purpose of securing the repayment to the lessor of such chattels of money advanced by him to the hirer; and the hirer shall in every such case be deemed to be the grantor of the bill of sale and the lessor shall be deemed to be the grantee thereof;

"factory or workshop" means any premises on which any manual labour is exercised by way of trade, or for purposes of gain in or incidental to the following purposes or any of them:

- (a) the making of any article or part of an article;
- (b) the altering, repairing, ornamenting or finishing of any article; or
- (c) the adapting for sale of any article;

"personal chattels" means goods, furniture and other articles capable of complete transfer by delivery, and trade machinery as hereinafter defined, and, when separately assigned or charged, fixtures and growing crops; but does not include chattel interests in real estate nor fixtures, except trade machinery as hereinafter defined, when assigned together with a freehold or leasehold interest in any land or building to which they are affixed, nor growing crops when assigned together with any interest in the land on which they grow, nor shares or interests in the stocks, funds or securities of any government or in the capital or property of incorporated or joint-stock companies nor choses in action;

"trade machinery" means the machinery used in or attached to any factory or workshop, exclusive of —

(a) the fixed motive powers, such as the water-wheels and steam-engines, and the steam-boilers, donkey-engines, and other fixed appurtenances of the said motive powers;

(b) the fixed power machinery such as the shafts, wheels, drums and their fixed appurtenances, which transmit the action of the motive powers to the other machinery, fixed and loose; and

(c) the pipes for steam, gas and water in the factory or workshop.

(2) No fixtures or growing crops shall be deemed to be separately assigned or charged by reason only that they are assigned by separate words, or that power is given to sever them from the land or building to which they are affixed, or from the land on which they grow, without otherwise taking possession of or dealing with such land or building, or land, if by the same instrument any freehold or leasehold interest in the land or building to which such fixtures are affixed, or in the land on which such crops grow, is also conveyed to the same person or persons.

## **4 Bill of sale to be void under certain circumstances unless attested and registered.**

Bill of sale to be void under certain circumstances unless attested and registered.

4.

—(1) Every bill of sale shall be duly attested and shall be registered under this Act within 3 clear days after the execution thereof, and shall truly set out the consideration for which it was given, otherwise the following consequences shall ensue:

(a) in the case of a bill of sale made or given by way of security for the payment of money by the grantor thereof, such bill of sale shall be void in respect of the personal chattels comprised therein; and

(b) in the case of any other bill of sale it shall, as against all trustees or assignees of the estate of the person whose chattels or any of them are comprised in such bill of sale under the law of bankruptcy or liquidation or under any assignment for the benefit of the creditors of such person, and also as against all sheriff's officers and other persons seizing any chattels comprised in that bill of sale in the execution of any process of any court authorising the seizure of the chattels of the person by whom or of whose chattels that bill has been made, and also as against every person on whose behalf such process shall have been issued, be deemed fraudulent and void so far as regards the property in or right to the possession of any chattels comprised in that bill of sale which at or after the time of filing the application for bankruptcy or liquidation or of the execution of such assignment or of executing such process, as the case may be, and after the expiration of such 3 days are in the possession or apparent possession of the person making that bill of sale or of any person against whom the process has issued under or in the execution of which that bill has been made or given, as the case may be.

(2) Personal chattels shall be deemed to be in the apparent possession of the person making or giving a bill of sale so long as they remain or are in or upon any house, warehouse, shop, building, vessel, works, yard, land or other premises occupied by him, or are used and enjoyed by him in any place whatsoever, notwithstanding that formal possession thereof may have been taken or given by or to any other person.

(3) Personal chattels comprised in a valid bill of sale which is duly attested and registered under this Act shall not, so long as such bill of sale continues to be duly registered under this Act, be deemed to be in the possession, order or disposition of the grantor of the bill of sale within the meaning of the law of bankruptcy.

(4) Subsection (3) shall not apply to personal chattels in the possession, order or disposition of the grantor in his trade or business.

## **5 Bill of sale to be accompanied by**

# schedule of property.

Bill of sale to be accompanied by schedule of property.

5.

— (1) Every bill of sale shall have annexed thereto or written thereon a schedule containing an inventory of the personal chattels comprised in the bill of sale, and such bill of sale, except as hereinafter mentioned, shall have effect only in respect of the personal chattels specifically described in that schedule and shall be void in respect of any personal chattels not so specifically described.

(2) Subject to this Act every bill of sale shall be void in respect of any personal chattels specifically described in the schedule thereto of which the grantor was not the true owner at the time of the execution of the bill of sale.

(3) Nothing in this section shall render a bill of sale void in respect of any of the following things:

(a) any growing crops separately assigned or charged where such crops were actually growing at the time when the bill of sale was executed; and

(b) any fixtures separately assigned or charged and any plant or trade machinery where such fixtures, plant or trade machinery are used in, attached to, or brought upon any land, plantation, factory, workshop, warehouse or other place in substitution for any of the like fixtures, plant or trade machinery specifically described in the schedule to such bill of sale.

# 6 Bill of sale given by way of security void in certain cases.

Bill of sale given by way of security void in certain cases.

6.

Subject and without prejudice to the other provisions of this Act for invalidating bills of sale, every bill of sale made or given by way of security for the payment of money by the grantor thereof shall be void in the following cases:



- (a) if the amount the payment of which is thereby secured is less than \$100;
- (b) if it is not made in the form set out in the First Schedule; and
- (c) if it is made or given wholly or in part in consideration of a pre-existing debt.

## **7 Bill of sale not to protect chattels against rent or property tax.**

Bill of sale not to protect chattels against rent or property tax.

7.

A bill of sale made or given by way of security for the payment of money by the grantor thereof shall be no protection against a distress for the recovery of rent or property tax.

## **8 Possession to be taken under bill of sale under certain circumstances only.**

Possession to be taken under bill of sale under certain circumstances only.

8.

— (1) Personal chattels included in a bill of sale made or given by way of security for the payment of money by the grantor thereof shall not be liable to be seized or taken possession of by the grantee for any other than the following causes:

- (a) if the grantor makes default in payment of the sum or sums of money thereby secured at the time therein provided for payment or in the performance of any covenant or agreement contained in the bill of sale and necessary for maintaining the security;
- (b) if the grantor becomes a bankrupt or suffers the chattels or any of them to be distrained for rent, property tax or otherwise;
- (c) if the grantor fraudulently either removes or suffers to be removed from the premises the chattels or any of them;

(d) if the grantor does not without reasonable excuse upon demand in writing by the grantee produce to him his last receipts for rent and property tax; and

(e) if execution has been levied against the goods of the grantor under process of any court.

(2) All personal chattels seized or taken possession of under or by virtue of any bill of sale shall remain on the premises where they were so seized or taken possession of, and shall not be removed or sold until after the expiration of 5 clear days from the day on which they were so seized or taken possession of.

(3) The grantor may within 5 days from the seizure or taking possession of any chattels on account of any of the above-mentioned causes, apply to the High Court, and the Court, if satisfied that by payment of money or otherwise the said cause of seizure no longer exists, may restrain the grantee from removing or selling the chattels and may make such other order as seems just.

## **9 Sales by public auction.**

Sales by public auction.

9.

—(1) No sale by the grantee of any chattels so seized or taken possession of as aforesaid shall be made otherwise than by public auction, conducted by some person duly licensed under any statutory provision for the licensing of auctioneers.

(2) Any sale made in contravention of this section shall be absolutely void, and any person aiding or abetting such sale shall be liable to a fine not exceeding \$200.

(3) Not more than one year's arrears of interest shall be recoverable under any bill of sale.

## **10 Mode of registering bills of sale.**

Mode of registering bills of sale.

10.

—(1) A bill of sale shall be attested and registered under this Act as

provided in this section.

(2) The execution by the grantor of every bill of sale shall be attested —

(a) by an advocate and solicitor of the Supreme Court not being the advocate and solicitor of the grantee;

(b) by a Magistrate or by the Registrar or the Deputy Registrar of the Supreme Court;

(c) by a commissioner for oaths; or

(d) by the registrar or deputy registrar hereinafter mentioned,

who shall personally explain to the grantor the effect thereof, and the attestation shall state that before the execution of the bill of sale the effect thereof was so explained as aforesaid.

(3) Such bill, with every schedule or inventory thereto annexed, and also a true copy of such bill and of every such schedule or inventory and of every attestation of the execution of the bill, together with a statutory declaration of the time when the bill was executed by the grantor and of its due execution and attestation, and a description of the residence and occupation of the grantor, or in case the same is made or given by any person under or in the execution of any process, then a description of the residence and occupation of the person against whom such process issued, and of the grantee, and of every attesting witness to the bill, shall be presented to, and the said copy and declaration shall within 3 clear days after the execution by the grantor of the bill be filed with the registrar of bills of sale, who is hereinafter referred to as the registrar.

(4) If the bill of sale is made or given subject to any defeasance or condition or declaration of trust not contained in the body thereof, such defeasance, condition or declaration shall be deemed to be part of the bill and shall be written on the same paper therewith before the registration, and shall be truly set out in the copy filed under this Act therewith and as part thereof, otherwise the registration shall be void.

## **11 Priority given by registration.**

Priority given by registration.

11.



In case two or more bills of sale are given comprising in whole or in part any of the same chattels they shall have priority in the order of the date of their registration respectively as regards such chattels.

## **12 Transfers need not be attested.**

Transfers need not be attested.

12.

A transfer or assignment of a registered bill of sale need not be attested under this Act, but the transferee or assignee of the bill of sale shall within 3 clear days after the execution of the transfer or assignment file with the registrar a statutory declaration in the form set out in the Second Schedule, stating the date of the bill of sale and of the last registration thereof, the names, residences and occupations of the parties thereto as stated therein, the names, residences and occupations of the parties to the transfer or assignment, and that the said bill of sale is still a subsisting security, and shall also produce at the same time to the registrar the said transfer or assignment, otherwise the said transfer or assignment shall be void.

## **13 Renewal of registration.**

Renewal of registration.

13.

—(1) The registration of a bill of sale shall be renewed once at least every 12 calendar months, and if a period of 12 calendar months elapses from the registration or renewed registration of a bill of sale without a renewal or further renewal, as the case may be, the registration shall become void.

(2) The renewal of a registration shall be effected by filing with the registrar a statutory declaration in the form set out in the Second Schedule, stating the date of the bill of sale and of the last registration thereof and the names, residences and occupations of the parties thereto as stated therein and that the bill of sale is still a subsisting security.

## **14 Form of register.**

Form of register.

14.

— (1) The registrar shall keep a book, hereinafter referred to as the register, and shall upon the filing of any copy of a bill of sale enter therein in the form set out in the Third Schedule or in any other prescribed form the name, residence and occupation of the grantor, or, in case the same is made or given by any person under or in the execution of any process, then the name, residence and occupation of the person against whom such process was issued, and also the name of the person or persons to whom or in whose favour the bill is given and the other particulars shown in the said Schedule or to be prescribed, and shall number all such bills registered in each year consecutively according to the respective dates of their registration.

(2) Upon the registration of any declaration of renewal the like entry shall be made, with the addition of the date and number of the last previous entry relating to the same bill, and the copy of the bill of sale originally filed shall be thereupon marked with the number affixed to such declaration of renewal.

(3) Upon the registration of any declaration of transfer or assignment of a bill of sale an entry thereof shall be made in the register over against the last previous entry relating to such bill of sale.

## 15 Rectification of register.

Rectification of register.

15.

— (1) A Judge of the High Court, on being satisfied that the omission to register a bill of sale or a declaration of renewal or transfer or assignment thereof within the time prescribed, or the omission or mis-statement of the name, residence or occupation of any person, was accidental or due to inadvertence or to absence from Singapore, may, in his discretion, order such omission or mis-statement to be rectified by the insertion in the register of the true name, residence or occupation, or by extending the time for such registration on such terms and conditions, if any, as to security, notice by advertisement or otherwise, or as to any other matter, as he thinks fit.

Act 16/93 wef 1.7.93.

(2) Any application for the rectification of the register under this section shall be made in chambers.

# 16 Entry of satisfaction.

Entry of satisfaction.

16.

— (1) A Judge of the High Court may order a memorandum of satisfaction to be written on any registered copy of a bill of sale upon being satisfied that the debt, if any, for which such bill was made or given has been satisfied or discharged.

Act 16/93 wef 1.7.93.

(2) The Registrar or Deputy Registrar of the Supreme Court may write a memorandum of satisfaction upon any registered copy of a bill of sale on a consent to the satisfaction signed by the person entitled to the benefit of the bill of sale and verified by affidavit being produced to him and filed in the Registry of the Supreme Court and on the original bill of sale being also produced to him.

# 17 Inspection of register and office copies.

Inspection of register and office copies.

17.

— (1) Any person shall be entitled to have an office copy of or extract from any registered bill of sale and declaration of execution filed therewith or registered declaration of renewal upon paying for the same at the rate of 25 cents for every page or at such other rate as is prescribed\*, and every such copy shall be prima facie evidence of the original and of the fact and date of registration as shown thereon.

\*See G. N. S 260/84.

(2) Any person shall be entitled at all reasonable times, subject to such regulations as are prescribed —

(a) to search the register on payment of a fee of 25 cents or such other fee as is prescribed\*; and

\*See G. N. S 260/84.

(b) on a like payment in respect of each bill of sale inspected to inspect, examine, and make extracts from any registered bill of sale:

Provided that the said extracts shall be limited to the dates of execution, registration, renewal of registration, and satisfaction, to the names, addresses and occupations of the parties, to the amount of the consideration, and to any further prescribed particulars.

## 18 Declarations.

Declarations.

18.

— (1) Every declaration required by or for the purposes of this Act may be made before the Registrar or Deputy Registrar of the Supreme Court, or before any commissioner for oaths, or before the registrar or a deputy registrar.

(2) Every such declaration shall be deemed to be a declaration within the meaning of sections 199 and 200 of the Penal Code.

Cap. 224.

## 19 Registrars.

Registrars.

19.

— (1) The Minister may appoint by name or office a registrar and deputy registrars of bills of sale.

(2) Every person who acts as registrar or deputy registrar under this Act shall be deemed a public servant within the meaning of the Penal Code.

## 20 Fees.

Fees.

20.

There shall be charged in respect of the registration of bills of sale and other matters done under this Act such fees as are prescribed.

# 21 Rules.

Rules.

21.

— (1) The Minister may make rules in respect of all or any of the following matters:

- (a) the form of the register and the mode in which the same is to be made and kept;
- (b) the mode in which registration is to be conducted;
- (c) the making of entries in the register of the satisfaction or discharge of the debt secured by a registered bill of sale;
- (d) the forms of declarations and other instruments to be used for the purposes of this Act;
- (e) the fees to be taken; and
- (f) generally in relation to any matters, whether similar or not to those above-mentioned, as to which it is expedient to make rules for carrying into effect the objects of this Act.

(2) All rules made under this section shall be published in the *Gazette*.

FIRST SCHEDULE

Section 6.

FORM OF BILL OF SALE

SECOND SCHEDULE

Sections 12 and 13.

FORMS OF STATUTORY DECLARATION



THIRD SCHEDULE

FORM OF REGISTER

Section 14.