

**HONG KONG INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS**

(Incorporated by the Professional Accountants Ordinance, Cap. 50)



**APPLICATION FOR  
CHANGE OF PARTICULARS OF A CORPORATE PRACTICE**

**IMPORTANT**

**Applicant should read carefully the Corporate Practices (Registration) Rules,  
Corporate Practices (Professional Indemnity) Rules and Notes to  
Forms RCP-3A and RCP-3B before completing this Form.**

**For Office Use Only**

**Name of Corporate Practice:** \_\_\_\_\_

**Corporate Practice Registration No.:** \_\_\_\_\_

**Formal approval given on:** \_\_\_\_\_ **at** \_\_\_\_\_ **C.M.**

**IMPORTANT:**

- Please read Notes carefully before completing this Form.
- Please complete all sections in **BLOCK LETTERS** and in **BLACK**.
- **Personal Data (Privacy) Ordinance:** All information provided in this form will be used for purposes relating to the administration of the Professional Accountants Ordinance and Professional Accountants By-laws including corporate practice registration. In addition, the Institute may use the collected data for statistical research and analysis, and for keeping CPA practices informed of its services. The provision of personal data by means of this form is voluntary. However, insufficient information may result in rejection of an application. Data collected is accessible to officers, committees or persons processing the registration and related matters.

Applicants may access their personal data kept by the Institute and if applicable correct or update it. Please contact the Admission Department at 37th Floor, Wu Chung House, 213 Queen’s Road East, Wan Chai, Hong Kong (Tel.: 2287 7228) for the purpose.

**Section 1 – NAME OF CORPORATE PRACTICE:**

\_\_\_\_\_ (in English)  
 (BLOCK letters)

\_\_\_\_\_ (in Chinese, if any)

**Section 2 – CHANGE OF PARTICULARS:**

**A. Change of Name of Corporate Practice:** (see Note 2)

**New name**

\_\_\_\_\_ (in English)  
 (BLOCK letters)

\_\_\_\_\_ (in Chinese, if any)

**Proposed effective date**

\_\_\_\_\_ (dd/mmm/yyyy)

**B. Change to the Memorandum & Articles of Association:** (see Note 3)

Please summarize below proposed changes

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Please use separate sheet(s), if necessary.)

**C. Admission of a Non-Practising Member Director:** (see Notes 4 and 6)

<b>Name</b> (Full name in Block letters) (Miss/Mr./Mrs./Ms.) *	<b>Membership no.</b> _____	<b>Personal signature</b> _____	<b>Specimen signature of Corporate Practice</b> (for general purpose only)	<b>Proposed effective date</b> (dd/mm/yyyy)
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**D. Admission of a Non-member Director (In the case of a Sole Practising Member Corporate Practice):** (see Notes 5 and 6)

<b>Name</b> (Full name in Block letters) (Miss/Mr./Mrs./Ms.) *	<b>HK identity card/ Passport no.</b> _____	<b>Age</b> _____	<b>Personal signature</b> _____	<b>Specimen signature of Corporate Practice</b> (for general purpose only)
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**Address** \_\_\_\_\_

\_\_\_\_\_ **Proposed effective date** \_\_\_\_\_  
(dd/mm/yyyy)

_____ <b>Signature of managing director</b> (for and on behalf of the Corporate Practice)	_____ <b>Date</b>
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In case of a sole practising member corporate practice, the proposed new "B" shareholder/director has to make a declaration as follows:

I \_\_\_\_\_ declare that I am not disqualified to act as a director  
(Full name in BLOCK letters)

under Part IV A of the Companies Ordinance and that I shall hold not more than one share of the corporate practice in trust for \_\_\_\_\_ who is the sole practising member director of the corporate practice.  
(Name of the sole practising member director)

_____ <b>Signature of "B" Shareholder/Director</b> of a Sole Practising Member Corporate Practice	_____ <b>Date</b>
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**IMPORTANT:**

**Any false declaration will constitute a disciplinary offence under section 34(1)(a)(iii) and/or section 34(1)(b)(i) of the Professional Accountants Ordinance.**

\* Please delete as appropriate

**Section 3 – APPOINTMENT/CHANGE OF AN AUTHORISED PERSON\*** (In the case of a sole practising member corporate practice):  
(see Note 7)

<u>Name</u> (Full name in BLOCK letters)	<u>Membership no.</u>	<u>PC no.</u>
_____	_____	_____
<u>Personal signature</u>	<u>Specimen signature of Corporate Practice</u>	<u>Proposed effective date, if any</u> (dd/mm/yyyy)
_____	_____	_____

**Section 4 – DECLARATION:** (see Note 8)

I DECLARE THAT THE ABOVE INFORMATION IS TRUE AND COMPLETE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

IWE\* WAIVE ALL CLAIMS AGAINST THE INSTITUTE FOR ANY LOSS OR DAMAGE IWE\* MAY SUFFER ARISING FROM THIS APPLICATION.

<u>Signature of managing director</u> (for and on behalf of the Corporate Practice)	<u>Date</u>
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**IMPORTANT:**

*Any false declaration will constitute a disciplinary offence under section 34(1)(a)(iii) and/or section 34(1)(b)(i) of the Professional Accountants Ordinance.*

\* Please delete as appropriate

The completed Form should be returned with appropriate fees and all supporting documents by registered mail to:  
The Registrar, Hong Kong Institute of Certified Public Accountants, 27th floor, Wu Chung House, 213 Queen's Road East, Wan Chai, Hong Kong.

P.S. Corporate practices may also submit their Form by hand to the Institute's service counter at the above address during office hours.

## NOTES

PLEASE READ THESE NOTES CAREFULLY BEFORE COMPLETING **FORM RCP-3B**

### NOTE 1 –

- 1.1 **This application form is designed for use by a corporate practice for any proposed change of particulars which requires the prior approval of the Council. Such proposed changes include the following:-**
- (a) change of name; or
  - (b) change of M&A; or
  - (c) change of director(s)/shareholder(s) which involves the appointment of a non-practising member director or a non-member director; or
  - (d) change or appointment of an authorised person in the case of a sole practising member corporate practice.
- 1.2 For other change of particulars of a corporate practice which does not require the prior approval of the Council, a **Form RCP-3A** shall be filed for the purpose of updating the records kept in the Institute's register of corporate practices. Such change include the following:-
- (a) change of directors/shareholders which does not involve the appointment of a non-practising member director or a non-member director; or
  - (b) change of address of registered office; or
  - (c) change of name or address of director(s)/shareholder(s); or
  - (d) change of name or address of authorised person; or
  - (e) death or incapacity or disqualification of director(s)/shareholder(s).
- 1.3 Other change of particulars not prescribed under Notes 1.1 and 1.2 above do not require the filing of a Form RCP-3A or a Form RCP-3B.

HOWEVER, A CORPORATE PRACTICE IS REQUIRED TO NOTIFY THE REGISTRAR IN WRITING WITHIN 14 DAYS OF ANY OF THE FOLLOWING CHANGE IN THE CIRCUMSTANCES OF THE CORPORATE PRACTICE:-

- (a) the occurrence of any of the following events:
    - i the appointment of a receiver; or
    - ii the passing of a special resolution for a voluntary winding-up of the corporate practice; or
    - iii the corporate practice is notified of the presentation of a petition for a compulsory winding-up of the corporate practice; or
    - iv the making of a statutory declaration by the directors for a creditors' voluntary winding-up under section 228A of the Companies Ordinance;
  - (b) cessation of the corporate practice's compliance with the requirements of Rules 4 or 5 (as the case may be) of the Corporate Practices (Registration) Rules;
  - (c) the devolution of a share held by the non-practising member director or non-member director (as the case may be) to another person in a sole practising member corporate practice.
- 1.4 Rule 8 of the Corporate Practices (Professional Indemnity) Rules also requires a corporate practice to inform the Registrar in writing within 14 days of becoming aware that its professional indemnity insurance, including the insurance referred to in these Rules has expired or been cancelled or exhausted or failed to comply with these Rules unless within that period:
- (a) the Professional Indemnity Insurance has been renewed or reinstated, or the terms have been amended in accordance with these Rules; or
  - (b) the corporate practice has concluded a valid and binding contract of professional indemnity insurance complying with these Rules.

### NOTE 2 – CHANGE OF NAME OF CORPORATE PRACTICE

- 2.1 The description "Certified Public Accountants" or "Certified Public Accountants (Practising)" may appear as part of the name of a corporate practice or after the name of a corporate practice.

However, section 5(1) of the Companies Ordinance stipulates that the memorandum of every company limited by shares or by guarantee must state the name of the company with "Limited" as the last word of the name. As such, the Companies Registry will only register a company name with "Limited" as its last word of the name in English. The same also applies to the Chinese name of a limited company.

Therefore, while corporate applicants may use the description "Certified Public Accountants" or "Certified Public Accountants (Practising)" after the word "Limited", they should note that such description will not appear in their Certificate of Incorporation nor in the Institute's register of corporate practices. This does not preclude the use of such description in the letterhead and business cards, etc., of a corporate practice.

2.2 The word "Co." may or may not be included in the name of a corporate practice.

2.3 **Use of personalised name**

- (a) The name of a corporate practice must be sufficiently indicative of the name(s) of the full-time practising member director(s).
- (b) The name of a corporate practice not sufficiently indicative of the full-time practising member director(s) is not acceptable unless it is a registered practice name under an overseas accountancy body or a non-personalised name that is acceptable to the Institute's Council.
- (c) The name of a sole practising member corporate practice must include the initials or other names of the sole practising member in addition to his/her surname, e.g. "A.B. Chan Certified Public Accountants (Practising) Co. Ltd.". The registration of a corporate practice under the style of, say "Chan Certified Public Accountants (Practising) Co. Ltd." is therefore not permissible.
- (d) Names of directors who are not practising certificate holders should not be included in the name of the corporate practice.

2.4 **Use of non-personalised (trading) name**

The proposed name should not be approved if, in the opinion of the Council:

- (a) it is misleading; or
- (b) it is unlawful; or
- (c) it is not of professional good taste and is inconsistent with the image of the profession; or
- (d) it is in conflict with the ethical rules of the Institute, in particular Section 450 – Practice promotion of the Code of Ethics for Professional Accountants.

2.5 A corporate practice is required to register its name in Chinese as well as in English, if it has or in fact uses a Chinese name.

2.6 An application for the use of a name of a corporate practice that is the same as or so nearly resembles a practice name already registered will not be approved.

2.7 **Registration of the name of an overseas/international accountancy practice**

Where an application for the use of the name of an overseas/international accountancy practice by a corporate practice in Hong Kong is submitted, such application must be supported by the following documents/information:-

- (a) Official letter of consent from the overseas/international accountancy practice giving its authorisation for the corporate applicant to register the name with the Institute.
- (b) The background of the overseas/international accountancy practice, e.g. the location of its head office and details regarding the structure of partnership and composition of the practice.
- (c) Arrangements, if any, between the overseas/international accountancy practice and the corporate applicant for the latter to act as their representatives in Hong Kong.
- (d) Proof that the overseas/international accountancy practice is a registered practice under the jurisdiction of an accountancy body currently accepted by the Council.

2.8 Upon approval by the Council, a **certified copy** each the following documents have to be filed with the Institute:

- (a) the special resolution sanctioning the change of name at a general meeting within 14 days of the resolution;
  - (b) notices or returns required by the Companies Ordinance;
  - (c) certificate of incorporation on change of name;
  - (d) business registration certificate which bears the new name of the corporate practice;
- AND**
- (e) specimen signatures of the new name of the corporate practice signed by the shareholders/directors on a separate sheet;
  - (f) a specimen of letterhead which bears the new name of the corporate practice.
  - (g) a certification that name insured in the PII policy has been amended.

**NOTE 3 – CHANGE IN THE M&A OF THE CORPORATE PRACTICE**

- 3.1 A copy of the M&A highlighting any proposed changes shall be submitted together with an application for change of M&A.

(Any substantial modifications may result in the Registration and Practising Committee seeking the advice of the Institute's solicitors. In the event that this is deemed necessary, any related cost would be payable by the corporate practice. However, the corporate practice will be consulted before any decision is taken to refer such modifications to the Institute's solicitors.)

As there may not be sufficient time for the Institute to review and decide whether the proposed changes will breach the registration requirements and inform the practice accordingly in time before the shareholders' meeting, corporate practices are advised to clear any proposed changes with the Institute before going into company law formalities for such changes.

- 3.2 Section 28H of the PAO requires a corporate practice to send to the Registrar written notice of any changes or any proposed changes to its Articles of Association not later than notice is given to its members of the meeting of the practice at which the amendment is to be considered.
- 3.3 Upon approval by the Council, a **certified copy** of the following documents have to be filed with the Institute:
- (a) the special resolution sanctioning the proposed change of M&A at the general meeting within 21 days of date of the resolution;
  - (b) notices or returns required by the Companies Ordinance; and
  - (c) the printed M&A as altered and certified as correct by the corporate practice.

**NOTE 4 – REGISTRATION OF A NON-PRACTISING MEMBER DIRECTOR**

- 4.1 Not less than two-thirds of the total number of directors should be practising members and not less than two-thirds of the voting shares of the corporate practice are beneficially owned by practising members.
- 4.2 For registration of a non-practising member director other than as a "B" shareholder/director of a sole practising member corporate practice, a letter applying for exemption from Professional Accountants By-law 28(c) to practise through a corporate practice with a person who is not entitled to practise as a certified public accountant (practising) shall be submitted together with this Form.
- 4.3 The Council rules that the number of corporate practice names under which a non-practising director may register should in no case exceed three.
- 4.4 Upon approval by Council, a **certified copy** of Form D2 "Notification of changes of secretary and directors" submitted to the Companies Registry should be filed with the Institute within 14 days of such change.

**NOTE 5 – REGISTRATION OF A NON-MEMBER DIRECTOR**

- 5.1 The Council rules that the number of corporate practices under which a non-member director may register should in no case exceed three.
- 5.2 In case of a sole practising member corporate practice, a completed Form CR duly signed by the sole practising member director in support of the proposed non-member director is required when submitting this application.
- 5.3 Upon approval by Council, a **certified copy** of Form D2 "Notification of changes of secretary and directors" submitted to the Companies Registry should be filed with the Institute within 14 days of such change.

**NOTE 6 – SHAREHOLDING STATUS AFTER CHANGE**

- 6.1 Rule 4 of the Corporate Practices (Registration) Rules specifies that not less than two-thirds of the voting shares in the corporate practice are beneficially owned by practising members.
- 6.2 A **certified copy** of Form SC1 "Return of allotments" (as the case may be) submitted to Companies Registry should be provided to the Institute within 14 days of such change.

**NOTE 7 – APPOINTMENT/CHANGE OF AN AUTHORISED PERSON IN CASE OF A SOLE PRACTISING MEMBER CORPORATE PRACTICE**

- 7.1 An "authorised person" means a practising member who has been duly authorised by the board of directors of a sole practising member corporate practice and approved by the Council to practise as a certified public accountant or public accountant (as the case may be) in the name of the sole practising member corporate practice in the event of death or incapacity or disqualification or involuntary absence of the sole practising member for such period and subject to such conditions as the Council may impose.
- 7.2 Special arrangement for a sole practitioner corporate practice is provided for under Rules 24 and 25 of the Corporate Practices (Registration) Rules, whereby an authorised person may sign an audit report in the name of the corporate practice in the event of death or incapacity or disqualification or involuntary absence of the sole practising member director.
- 7.3 An application for the appointment or change of an authorised person in case of a sole practising member corporate practice shall be submitted by the non-practising member director or non-member director of the sole practising member corporate practice. Such application shall not be approved by the Council unless the authorised person is an insured party under the sole practising member corporate practice's insurance policy(ies) taken out in accordance with the PI Rules. A **certified copy** of the relevant insurance policy shall be submitted as evidence.

**NOTE 8 – BANKRUPTCY**

- 8.1 Section 30(7) of the PAO stipulates that: -  
"A practising certificate shall not be issued to, and the Council may cancel the practising certificate of, a certified public accountant who is or has become bankrupt or has entered into a voluntary arrangement with his creditors within the meaning of the Bankruptcy Ordinance (Cap. 6)."
- 8.2 Section 156 of the Companies Ordinance provides that if any person being an undischarged bankrupt acts as director of, or directly or indirectly takes part in or is concerned in the management of any company, he shall be guilty of an offence and is liable to imprisonment and a fine. However, s/he may act as a director with the leave of the court by which s/he was adjudicated bankrupt.
- 8.3 The personal signature of the proposed shareholders/directors serves as a declaration by the signer that s/he is not or has not become bankrupt or has not entered into a voluntary arrangement with his/her creditors within the meaning of the Bankruptcy Ordinance.
- 8.4 For a proposed shareholder/director who was adjudicated bankrupt but has been granted leave by the court to act as a director, s/he should provide a certified copy of the document issued by the court on such permission together with this application for the Institute's consideration.

**NOTE 9 – FEES**

Fees are paid in respect of the calendar year. Filing of a Form RCP-3A must be accompanied by the appropriate registration fee (crossed cheque / bank draft in Hong Kong dollars payable to "Hong Kong Institute of Certified Public Accountants"). Please refer to the Fee Schedule announced by the Institute from time to time.

**NOTE 10 – ENQUIRIES**

For enquiries in relation to this Form, please contact the Admission Department of the Institute via email: hkipa@hkipa.org.hk; telephone: 2287 7228; or fax: 2865 6603 / 2537 9392.

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