

ACCOUNTING AND FINANCIAL REPORTING COUNCIL

NOTIFICATION FOR CHANGE IN PARTICULARS OF A CORPORATE PRACTICE (FORM CP-3)

IMPORTANT:

Personal Data (Privacy) Ordinance: The information requested in this application form may include personal data as defined in the Personal Data (Privacy) Ordinance (Cap. 486). Please refer to the "[Personal Information Collection Statement](#)" which sets out the policies and practices of the Accounting and Financial Reporting Council ("AFRC") with regard to any personal data provided.

The requirements and procedures for the notification for change in particulars of a corporate practice are set out in the "[Guide for the Registration of Corporate Practices](#)" ("Guide"). Please read the Guide before completing this application form.

SUBMISSION OR ENQUIRIES:

The completed notification form should be sent with all supporting documents by post to the AFRC:

Policy, Registration and Oversight Department
Accounting and Financial Reporting Council
10/F, Two Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

For any enquiry, please contact the AFRC at +852 3586 7800 or e-mail registration@afrc.org.hk.

Section 1 – Name of corporate practice

English name: _____

Chinese name, if any: _____

Corporate practice registration no.: _____

Section 2 – Change of particulars

(Please ✓ the appropriate options below)

- Change of corporate practice name *(Complete section 2.1 below)*
- Change of registered office or contact details *(Complete section 2.2 below)*
- Change of member(s) / director(s) *(Complete section 2.3 below)*
- Change of the Articles of Association *(Complete section 2.4 below)*
- Change of particulars of non-practising member(s) / director(s) *(Complete section 2.5 below)*
- Change of reserve director *(Complete section 2.6 below)*

2.1 Change of corporate practice name

You have to obtain the AFRC's approval on the proposed new corporate practice name before making the change.

(A) Proposed corporate practice name:

(Please ✓ the appropriate option below)

- Personalised name:
(in English) _____

(in Chinese, if any) _____
- Trading name:
A letter from the managing director of the corporate practice providing the reason(s) for adopting such words / characters and/or the meaning of the words / characters to be used in the proposed English and/or Chinese name(s) should be provided.

(in English) _____

(in Chinese, if any) _____
- Name of an overseas / international accountancy practice registered outside Hong Kong:
Documentary evidence specified in section 1(b) of the Checklist enclosed on page 7 should be provided.

(in English) _____

(in Chinese, if any) _____

(B) Proposed Effective date: _____
(dd/mm/yyyy)

2.2 Change of registered office or contact details

Registered office address
(in English): _____

(in Chinese): _____

Email address: _____

Phone no.: _____

Fax no.: _____

Effective date: _____

(dd/mm/yyyy)

Where the corporate practice changed its registered office address, AND:

- (a) The corporate practice is the landlord of the above-mentioned new registered office:
Documentary evidence to prove the ownership of the property, such as land search results is provided; or
- (b) The corporate practice is not the landlord of the above-mentioned new registered office:
A letter of consent from the landlord or leaseholder authorizing the use of his or her or its premises as the corporate practice's registered office and the erection of a signboard at the entrance to the office is provided.
(A sample of a letter of consent can be accessed at the AFRC website.)

CERTIFIED copies ^{Note ①} of a board resolution sanctioning the change of registered office, Form NR1 "Notice of Change of Address of Registered Office" as submitted to the Companies Registry, and Business Registration Certificate bearing the new address of registered office should be provided.

2.3 Change of member(s) / director(s)

CERTIFIED copies ^{Note ①} of the stamped Bought and Sold Note plus Instrument of Transfer or Return of Allotment, Form ND2A – Notice of Change of Company Secretary and Director (Appointment / Cessation) submitted to the Companies Registry, and a certification letter from the insurance broker confirming that the corporate practice remains adequately covered by professional indemnity insurance as specified in the Corporate Practices (Professional Indemnity) Rules issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") upon the admission of the member / director should be provided.

(Please ✓ the appropriate option below)

- Admission of practising member director(s) *(Complete 2.3(a) below)*
- Admission of non-practising member director(s) *(Complete 2.3(b) below)*
- Withdrawal of member(s) / director(s) *(Complete 2.3(c) below)*

2.3(a) Admission of practising member director(s)

Full name in BLOCK letters: _____ Full/ Part-time practice: _____

Practising Certificate no.: _____ No. of voting shares held: _____ Total no. of shares held: _____

Specimen signature of practice name: _____ I declare the following[#] by providing my personal signature: _____

(Please use separate sheet, if necessary, duly signed by the managing director with the corporate practice registration no. on each of the sheet(s) attached. Total no. of sheet(s) attached _____.)

Effective date: _____
(dd/mm/yyyy)

By providing the personal signature, the practising member director declares that he / she:

- (a) 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 (Cap. 6); and
- (b) is the ultimate beneficial owner of the shares he / she holds in the company.

2.3(b) Admission of non-practising member director(s)

Applicants should ensure at least two-thirds of the members / directors are CPAs (practising); and at least two-thirds of the voting shares of the company are beneficially owned by the practising member directors.

CERTIFIED copies ^{Note ①} of the non-practising member director's identity document and certificate of registration as a certified public accountant ("CPA") issued by the HKICPA should be provided. Specimen signatures obtained from non-practising member directors are for general purpose only.

Full name in BLOCK letters: _____ Name in Chinese, if any: _____

Identity document no.: _____ Place of issue: _____ Date of birth: _____
(HK/China ID or Passport no.) (Country/city name) (dd/mm/yyyy)

Email address: _____ Phone no.: _____

Correspondence address: _____

HKICPA Membership no.: _____ No. of voting shares held: _____ Total no. of shares held: _____

Specimen signature of practice name: _____ I declare the following[#] by providing my personal signature*:

(Please use separate sheet, if necessary, duly signed by the managing director with the corporate practice registration no. on each of the sheet(s) attached. Total no. of sheet(s) attached _____.)

Effective date: _____
(dd/mm/yyyy)

By providing the personal signature, I hereby:

- (a) declare that I am not or have not become bankrupt or have not entered into a voluntary arrangement with my creditors within the meaning of the Bankruptcy Ordinance (Cap. 6); (Where the non-practising member director was adjudicated bankrupt but has been granted leave by the court to act as a director of the corporate practice, a CERTIFIED copy ^{Note ①} of the document issued by the court on such permission should be provided.)
- (b) declare that I am the ultimate beneficial owner of the shares I hold in the company;
- (c) authorize the AFRC to obtain my personal data from third parties including the HKICPA for verification and registration purposes, and I hereby consent to the transfer of such information by such third parties to the AFRC for the said purposes; ^{#1} and
- (d) authorize the AFRC to obtain my personal data from the HKICPA reasonably required for the purpose of the performance by the AFRC of its functions under the Accounting and Financial Reporting Council Ordinance (Cap. 588) and under any relevant laws and regulations, and I hereby consent to the transfer of such personal data by the HKICPA to the AFRC for the said purpose. ^{#2}

^{#1} The AFRC may verify any of the information provided by the applicant in the notification, whether before or after a decision on the notification is made.

^{#2} From 1 October 2022, the AFRC has assumed regulatory functions which include the issuance of practising certificates to CPAs, registration and inspection of practice units, and investigation and discipline of all CPAs and practice units. Your consent to the transfer of such personal data as is reasonably required will facilitate the performance of such regulatory functions.

2.3(c) Withdrawal of member(s) / director(s)

Applicant should ensure the following after the withdrawal:

- at least two-thirds of the members / directors are CPAs (practising);
- at least two-thirds of the voting shares of the company are beneficially owned by the practising member directors; and
- at least one of the practising member directors must practise on a full-time basis, i.e. not engaged in other full-time employment.

Where the withdrawal is related to removal of a deceased member / director, a CERTIFIED copy ^{Note ①} of the death certificate should be provided.

<u>Full name in BLOCK letters</u>	<u>HKICPA Membership no.</u>	<u>Practising Certificate no.</u>	<u>Personal signature</u>	<u>Effective date</u> (dd/mm/yyyy)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(Please use separate sheet, if necessary, duly signed by the managing director with the corporate practice registration no. on each of the sheet(s) attached. Total no. of sheet(s) attached _____.)

2.4 Proposed change of the Articles of Association

You should obtain the AFRC's approval on the proposed amendment of the Articles of Association of the corporate practice before making the change.

- Add articles to the Articles of Association
- Change articles of the Articles of Association
- Delete articles of the Articles of Association

A copy of the Articles of Association with all proposed amendments clearly marked in red should be provided.

Article(s) no.: _____

Reason(s) for such change: _____

(Please use separate sheet, if necessary, duly signed by the managing director with the corporate practice registration no. on each of the sheet(s) attached. Total no. of sheet(s) attached _____.)

2.5 Change of particulars of non-practising member(s) / director(s)

- Change of name (CERTIFIED copies ^{Note ①} of the new identity document and the certificate of registration as a CPA issued by the HKICPA bearing the new name of the CPA should be provided.)
- Change of contact details
- Change of signatures

Full name in BLOCK letters: _____ Name in Chinese, if any: _____
 Email address: _____ Phone no.: _____
 Correspondence address: _____

HKICPA Membership no.: _____ Personal signature: _____ Specimen signature of practice name: _____

(Please use separate sheet, if necessary, duly signed by the managing director with the corporate practice registration no. on each of the sheet(s) attached. Total no. of sheet(s) attached _____.)

2.6 Change of reserve director (applicable to sole practising member corporate practice only)

A CERTIFIED copy ^{Note ①} of Form ND5 – Notice of Change of Reserve Director (Nomination / Cessation) submitted to the Companies Registry should be provided.

Full name in BLOCK letters: _____ Practising certificate no., if any: _____

For the reserve director who does not hold a practising certificate issued by the AFRC:

Identity document no.: _____ Date of birth: _____
(HK/China ID or Passport no.) *(dd/mm/yyyy)*

Email address: _____ Phone no.: _____

Correspondence address: _____

By providing the signature below, I declare that I do not hold any share in the company and that I am not disqualified to act as a director under Part IV A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

Signature of the reserve director: _____ Date: _____
(dd/mm/yyyy)

Section 3 – Declaration

(Please ✓ the box below)

I hereby, for and on behalf of the corporate practice, whose member(s) / director(s) include those named and whose particulars are provided in this notification:

- declare that the information provided in this notification is true and complete to the best of my knowledge and belief.
- where the change is related to the Articles of Association (AA), declare that the proposed changes are not contradictory to the latest version of the model AA published on the HKICPA website.
- where the change is related to admission of member / director:
 - declare that no person other than a member of the company is a director of the company.
 - acknowledge that certified public accountants (“CPAs”) who are members and directors of the corporate practice shall be responsible for and accountable to the AFRC for the conduct of the corporate practice, and that they shall be severally liable to disciplinary action or sanction for any failure by the corporate practice to comply with the professional standards and other rules and any of them as may be amended from time to time which apply to all CPAs.
 - declare that the corporate practice still satisfies the *Corporate Practices (Professional Indemnity) Rules* issued by the HKICPA and a certification of insurance is obtained from the insurance broker.
- waive all claims against the AFRC for any loss or damage the corporate practice may suffer arising from this notification.

Signature: _____ Date: _____
(Signature of the managing director of the corporate practice) *(dd/mm/yyyy)*

Full name in BLOCK letters of the managing director: _____ Practising certificate no.: _____

Checklist for corporate practices

Please indicate the items you have attached to your completed notification form (Form CP-3) by putting a "✓" in the appropriate boxes below:

1. If the corporate practice intends to change its practice name:
 - (a) the proposed practice name is a trading name:
 - A letter from the managing director providing the reason(s) for adopting such words / characters and/or the meaning of the words / characters to be used in the proposed new English and/or Chinese practice name(s)
 - (b) the proposed practice name is the name of an overseas / international accountancy practice registered outside Hong Kong:
 - An official letter of consent from the overseas / international accountancy practice giving its authorization for you to register the practice name with the AFRC
 - CERTIFIED copies ^{Note ①} of documentary proof, e.g. practising certificate / license, that the overseas / international accountancy practice concerned is a registered practice under the jurisdiction of an accountancy body accepted by the AFRC (i.e. an International Federation of Accountants ("IFAC") member)
 - Background information of the overseas / international accountancy practice concerned, including the location of its head office, contact details and details regarding the structure and composition of the practice
 - Arrangements, if any, between the overseas / international accountancy practice concerned and the corporate practice for the latter to act as their representative in Hong Kong
2. If the corporate practice changes its registered office, and it is the landlord of its new registered office:
 - Documentary evidence to prove the ownership of the property, such as land search results
3. If the corporate practice changes its registered office, and it is not the landlord its new registered office:
 - A letter of consent from the landlord or leaseholder authorizing the use of his or her or its premises as the corporate practice's registered office and the erection of a signboard at the entrance to the office
4. If the corporate practice changes its registered office, CERTIFIED copies ^{Note ①} of the following:
 - A board resolution sanctioning the change of registered office
 - Form NR1 "Notice of Change of Address of Registered Office" as submitted to the Companies Registry
 - Business Registration Certificate showing the new registered office
5. If the corporate practice changes the shareholdings by members / directors (including admission or withdrawal):
 - (a) CERTIFIED copies ^{Note ①} of the following documents:
 - Stamped Bought and Sold Note
 - Instrument of Transfer or Return of Allotment
 - Form ND2A – Notice of Change of Company Secretary and Director (Appointment / Cessation)
 - (b) For admission of new member / director who is a practising member director:
 - A certification letter from the insurance broker of the PII policy confirming that after the change in composition, the corporate practice still satisfies the Corporate Practices (Professional Indemnity) Rules issued by the HKICPA
 - If the practising member director is currently practising on a part-time basis or will resign / has resigned from the present / last employment and intends to practise on a full-time basis in the practice name, documentary evidence to prove his or her resignation from the present or last employment and that he or she will not engage in other full-time employment
 - (c) For admission of new member / director who is a non-practising member director:
 - A CERTIFIED copy ^{Note ①} of his / her identity document (e.g. Hong Kong / China identity card or passport)
 - A CERTIFIED copy ^{Note ①} of his / her certificate of registration as a CPA issued by the HKICPA
 - A certification letter from the insurance broker of the PII policy confirming that after the change in composition, the corporate practice still satisfies the Corporate Practices (Professional Indemnity) Rules issued by the HKICPA
 - If the proposed non-practising member director was adjudicated bankrupt but has been granted leave by the court to act as a director of the corporate practice, a CERTIFIED copy ^{Note ①} of the document issued by the court on such permission
 - (d) For withdrawal of a deceased member / director:
 - A CERTIFIED copy ^{Note ①} of the death certificate of the deceased member / director

Checklist for corporate practices

6. If the corporate practice intends to change the Articles of Association (AA):
 - A copy of the AA with all proposed amendments clearly marked in red
7. If a non-practising member director of the corporate practice changed his/her name:
 - A CERTIFIED copy ^{Note ①} of his / her identity document (e.g. Hong Kong / China identity card or passport)
 - A CERTIFIED copy ^{Note ①} of his / her certificate of registration as a CPA issued by the HKICPA
8. If the reserve director of the sole member corporate practice is changed:
 - A CERTIFIED copy ^{Note ①} of Form ND5 – Notice of Change of Reserve Director (Nomination / Cessation) submitted to the Companies Registry

Note ①

Certification of documents – All documents in relation to the notification to be submitted to the AFRC should be originals or certified copies of the originals certified by any of the following persons (self-certification will not be accepted):

- (a) A certified public accountant of HKICPA. Full name with HKICPA membership no. and contact details should be provided for future communication.
- (b) A legal practitioner. Full name with contact details should be provided for future communication.
- (c) Government District Officer (through statutory declaration)