

## CHAPTER 58.

## BUSINESS NAMES (REGISTRATION).

[No. XI of 1919.]

[6th March, 1919.]

1. This Ordinance may be cited as the Business Names Short title.  
(Registration) Ordinance.

2. In this Ordinance, unless the context otherwise Interpreta-  
requires,— tion.

“ registrar ” means the registrar of joint-stock companies for the time being, or the officer performing the duties of that office;

“ firm ” means an unincorporate body of two or more individuals, or one or more individuals and one or more corporations, or two or more corporations, who have entered into partnership with one another with a view to carrying on business for profit;

“ business ” includes profession;

“ individual ” means a natural person and does not include a corporation;

“ Christian name ” includes any forename;

“ initials ” includes any recognised abbreviation of a Christian name;

references in this Ordinance to a former Christian name or surname do not, in the case of natural-born British subjects, include a former Christian name or surname where that name or surname has been changed or disused before the person bearing it attained the age of eighteen years, and, in the case of a married woman, do not include the name or surname by which she was known previous to the marriage;

references in this Ordinance to a change of name do not include, in the case of natural-born British subjects, a change of name which has taken place before the person whose name has been changed attained the age of eighteen years;

- “business name” means the name or style under which any business is carried on, whether in partnership or otherwise;
- “foreign firm” means any firm, individual, or corporation whose principal place of business is situate outside his Majesty’s dominions;
- “showcards” means cards containing or exhibiting articles dealt with, or samples, or representations thereof;
- “prescribed” means prescribed by rules made under this Ordinance.

Firms and  
persons to be  
registered :

3. Subject to the provisions of this Ordinance,—

- (a) every firm having a place of business in the colony and carrying on business under a business name which does not consist of the true surnames of all partners who are individuals and the corporate names of all partners who are corporations, without any addition other than the true Christian names of individual partners or initials of those Christian names;
- (b) every individual having a place of business in the colony and carrying on business under a business name which does not consist of his true surname without any addition other than his true Christian names or the initials thereof;
- (c) every individual or firm having a place of business in the colony, who, or a member of which, has either before or after the commencement of this Ordinance changed his name, except in the case of a woman in consequence of marriage,

shall be registered in the manner directed by this Ordinance :

Proviso.

Provided that—

- (i) where the addition merely indicates that the business is carried on in succession to a former owner of the business, that addition shall not of itself render registration necessary; and
- (ii) where two or more individual partners have the same surname, the addition of an “s” at the end of that surname shall not of itself render registration necessary; and
- (iii) where the business is carried on by an assignee in insolvency, or a receiver or manager appointed by any court, registration shall not be necessary; and

- (iv) a purchase or acquisition of property by two or more persons as joint tenants or tenants in common is not of itself to be deemed carrying on a business, whether or not the owners share any profits arising from the sale thereof.

4. Where a firm, individual, or corporation, having a place of business within the colony carries on the business wholly or mainly as nominee or trustee of or for another person, or other persons, or another corporation, or acts as general agent for any foreign firm, the first-mentioned firm, individual, or corporation shall be registered in manner provided by this Ordinance, and, in addition to the other particulars required to be furnished and registered, there shall be furnished and registered the particulars mentioned in the schedule hereto :

Registration by nominee, trustee, or general agent :

schedule :

Provided that where the business is carried on by an assignee in insolvency, or a receiver or manager appointed by any court, registration under this section shall not be necessary.

Proviso.

5.—(1) Every firm or person required under this Ordinance to be registered shall furnish, by sending by post or delivering to the registrar at the deed registry in the county in which the principal place of business of the firm or person is situate, and, where there is no deeds registry in the county, at the registry in Georgetown, a statement in writing in the prescribed form containing the following particulars :—

Manner and particulars of registration.

- (a) the business name;
- (b) the general nature of the business;
- (c) the principal place of the business;
- (d) where the registration to be effected is that of a firm the present Christian name and surname, any former Christian name or surname, the nationality, (and if that nationality is not the nationality of origin the nationality of origin), the usual residence, and the 'other' business occupation (if any), of each of the individuals who are partners, and the corporate name and registered or principal office of every corporation which is a partner;
- (e) where the registration to be effected is that of an individual, the present Christian name and surname, any former Christian name or surname, the nationality, (and if that nationality is not the nationality of origin, the nationality of

origin), the usual residence, and the other business occupation (if any) of that individual;

(f) where the registration to be effected is that of a corporation, its corporate name and registered or principal office;

(g) if the business is begun after the commencement of this Ordinance, the date when it is begun.

(2) Where a business is carried on under two or more business names, each of those business names must be stated.

Statement to  
be signed  
by persons  
registering :

6. The statement required for the purpose of registration must, in the case of an individual, be signed by him, and in the case of a corporation by a director or secretary thereof, and in the case of a firm either by all the individuals who are partners and by a director or the secretary of all corporations which are partners, or by some individual who is a partner or a director or the secretary of some corporation which is a partner, and in either of the last two cases must be verified by a statutory declaration made by the signatory :

Proviso.

Provided that,—

(a) no statutory declaration stating that any person other than the declarant is a partner, or omitting to state that any person other than as aforesaid is a partner, shall be evidence for or against that other person in respect of his liability or non-liability as a partner; and

(b) the Supreme Court or a judge thereof may, on application of any person alleged or claiming to be a partner, direct the rectification of the register and decide any question arising under this section.

Time for  
registration :

7.—(1) The particulars required to be furnished under this Ordinance shall be furnished within fourteen days after the firm or person commences business, or the business in respect of which registration is required, as the case may be :

Proviso.

Provided that, if that firm or person has carried on the business before the first day of January nineteen hundred and twenty-three, or commences the business within two months, thereafter, the statement of particulars shall be furnished after the expiration of two months and before the expiration of three months, from that day and if, at the expiration of those two months, the conditions affecting the firm or person have ceased to be

such as require registration under this Ordinance, the firm or person need not be registered so long as those conditions continue.

(2) This section shall apply, in the case where registration is required in consequence of a change of name, as if for references to the date of the commencement of the business there were substituted references to the date of the change.

8. Whenever a change is made or occurs in any of the particulars registered in respect of any firm or person, that firm or person shall, within fourteen days after the change, or any longer period allowed by the registrar, on application made in any particular case, whether before or after the expiration of the fourteen days, furnish, by sending by post or delivery, to the registrar, in the county in which the aforesaid particulars are registered, a statement in writing in the prescribed form specifying the nature and date of the change, signed and where necessary verified in like manner as the statement required on registration.

Registration  
of changes  
in firm.

9. If any firm or person by this Ordinance required to furnish a statement of particulars, or of any change in particulars, without reasonable excuse makes default in so doing in the manner and within the time specified by this Ordinance, every partner in the firm or the person so in default shall be liable on summary conviction to a fine not exceeding twenty-five dollars for every day during which the default continues, and the court shall order a statement of the required particulars or change in the particulars to be furnished to the registrar within the time specified in the order.

Penalty for  
default in  
registration.

10.—(1) Where any firm or person by this Ordinance required to furnish a statement of particulars or of any change in particulars has made default in so doing, then the rights of that defaulter under or arising out of any contract made or entered into by him or on his behalf in relation to the business in respect to the carrying on of which particulars were required to be furnished at any time while he is in default, shall not be enforceable by action or other legal proceeding either in the business name or otherwise :

Disability of  
persons in  
default :

Provided as follows :—

- (a) the defaulter may apply to the court for relief against the disability imposed by this section, and the court, on being satisfied that the default was accidental, or due to inadvertence, or some other sufficient cause, or that on

Proviso :

other grounds it is just and equitable to grant relief, may grant that relief either generally or in respect of any particular contracts, on condition that the costs of the application are paid by the defaulter unless the court otherwise orders, and on any other conditions the court imposes, but that relief shall not be granted except on the service and the publication of notice of the application ordered by the court, nor shall relief be given in respect of a contract if any party thereto proves, to the satisfaction of the court, that if this Ordinance had been complied with he would not have entered into it;

- (b) nothing herein contained shall prejudice the rights of any other parties as against the defaulter in respect of the contract aforesaid;
- (c) if any action or proceeding is commenced by any other party against the defaulter to enforce the rights of that party in respect of the contract, nothing herein contained shall preclude the defaulter from enforcing in that action or proceeding, by way of counterclaim, set off, or otherwise, any rights he has against that party in respect of the contract.

(2) In this section the expression "court" means the Supreme Court or a judge thereof:

Proviso.

Provided that, without prejudice to the power of the court to grant the relief aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in the petty debt court for Georgetown when presided over by a puisne judge, that court may, as respects that contract, grant the relief aforesaid.

False statement.

11. If any statement required to be furnished under this Ordinance contains any matter which is false in any material particular to the knowledge of the person signing it, that person shall on summary conviction be liable to imprisonment with or without hard labour for a term not exceeding three months, or to a fine not exceeding one hundred dollars, or to both that imprisonment and fine.

Penalty.

Duty to furnish particulars to registrar.

12.—(1) The registrar may require any person to furnish him with particulars appearing to him necessary for the purpose of ascertaining whether or not the person or the firm of which the person is partner should be registered under this Ordinance, or an alteration made in the

registered particulars, and may also, in the case of a corporation, require the secretary, or any other officer of a corporation performing the duties of secretary, to furnish those particulars, and any person who, when so required fails to supply the particulars it is in his power to give, or furnishes particulars which are false in any material particular, shall on summary conviction be liable to imprisonment with or without hard labour for a term not exceeding three months or to a fine not exceeding one hundred dollars, or to both that imprisonment and fine.

Penalty for default.

(2) If from information so furnished it appears to the registrar that any firm or person ought to be registered under this Ordinance, or an alteration ought to be made in the registered particulars, he may require the firm or person to furnish him with the required particulars within the time allowed by him, but where any default under this Ordinance has been discovered from the information acquired under this section, no proceedings under this Ordinance shall be taken against any person in respect of that default prior to the expiration of the time within which the firm or person is required by the registrar under this section to furnish particulars to him.

13. On receiving any statement or statutory declaration made in pursuance of this Ordinance the registrar shall cause the document to be filed and shall send by post or deliver a certificate of the registration thereof to the firm or person registering, and the certificate or a certified copy thereof shall be kept exhibited in a conspicuous position at the principal place of business of the firm or individual, and if not kept so exhibited, every partner in the firm, or the person, as the case may be, shall be liable on summary conviction to a fine not exceeding one hundred dollars.

Registrar to file statement and issue certificate of registration.

Penalty for not exhibiting.

14. In each county where there is a deed registry the registrar shall keep an index of all the firms and persons registered at that office under this Ordinance.

Index to be kept.

15.—(1) Every firm and individual required by this Ordinance to be registered shall affix, in some conspicuous part of the outside of the building or room in which the business of the firm or individual is carried on, a board or metal plate on which, in addition to the business name, there shall be legibly and clearly painted in letters not less than one inch long, the Christian name and surname of each partner of the firm or of the individual, as the case may be, carrying on the business.

Names of persons carrying on business to be affixed in a conspicuous place outside the business premises.

Penalty for  
default.

(2) If default is made in compliance with this section every member of the firm or the individual, as the case may be, shall be liable on summary conviction for each offence to a fine not exceeding twenty-five dollars.

Removal of  
names from  
register.

16.—(1) If any firm or individual registered under this Ordinance ceases to carry on business, it shall be the duty of the persons who were partners in the firm at the time when it ceased to carry on business, or of the individual (or if he is dead his personal representative), within three months after the business has ceased to be carried on, to send by post or deliver to the registrar notice of that fact in the prescribed form, and any person whose duty it is to give that notice who fails to do so within the time aforesaid, shall be liable on summary conviction to a fine not exceeding one hundred dollars.

Penalty.

(2) On receipt of the notice aforesaid the registrar may remove the firm or individual from the register.

(3) Where the registrar has reasonable cause to believe that any firm or individual registered under this Ordinance is not carrying on business, he may send to the firm or individual by registered post a notice that, unless an answer thereto is received within one month from its date, the firm or individual may be removed from the register.

(4) If the registrar either receives an answer from the firm or individual to the effect that the firm or individual is not carrying on business, or does not within one month after sending the notice receive an answer, he may remove the firm or individual from the register.

Misleading  
business  
names.

17.—(1) Where any business name under which the business of a firm or individual is carried on contains the word "British" or any other word which, in the opinion of the registrar, is calculated to lead to the belief that the business is under British ownership or control, and the registrar is satisfied that the nationality of the persons by whom the business is wholly or mainly owned or controlled is at any time such that the name is misleading, the registrar shall refuse to register that business name, or, as the case may be, remove it from the register, but any person aggrieved by a decision of the registrar under this provision may appeal to the Governor in Council, whose decision shall be final.

(2) The registration of a business name under this Ordinance shall not be construed as authorising the use of

that name if, apart from registration, the use thereof could be prohibited.

18.—(1) At any time after the expiration of six months from the commencement of this Ordinance or of any longer period, not more than nine months therefrom, directed by the registrar, anyone may inspect the documents filed by the registrar on payment of the prescribed fees, not exceeding twenty-four cents for each inspection; and any person may require a certificate of the registration of any firm or person, or a copy of or extract from any registered statement to be certified by the registrar or sworn clerk, and there shall be paid for that certificate, certified copy, or extract, the prescribed fees, not exceeding forty-eight cents for the certificate of registration, and not exceeding twelve cents for each folio of seventy-two words of the entry, copy, or extract.

Inspection of  
statements  
registered.

(2) A certificate of registration, or a copy of or extract from any statement registered under this Ordinance, if duly certified to be a true copy or extract under the hand of the registrar or a sworn clerk (whom it shall not be necessary to prove so to be) shall, in all legal proceedings, civil or criminal, be received in evidence.

19.—(1) The Governor in Council may make rules concerning any of the following matters:—

Rules.

- (a) the fees to be paid to the registrar under this Ordinance, so that they do not exceed the sum of one dollar for the registration of any one statement;
- (b) the form to be used under this Ordinance;
- (c) the duties to be performed by any registrar under this Ordinance;
- (d) the performance by sworn clerks and other officers of acts by this Ordinance required to be done by the registrar;
- (e) generally, the conduct and regulation of registration under this Ordinance and any matters incidental thereto.

(2) All fees payable in pursuance of the rules shall be applied as the Governor in Council directs.

20.—(1) After the expiration of three months from the commencement of this Ordinance, every individual and firm required by this Ordinance to be registered shall, in all trade catalogues, trade circulars, show-cards, and business letters, on or in which the business name appears and which

Publication  
of true  
names and  
nationalities.

are issued or sent by the individual or firm to any person in any country or place, have mentioned in legible characters,—

(a) in the case of an individual, his present Christian name or the initials thereof and present surname, any former Christian name or surname, his nationality if not British, and, if his nationality is not his nationality of origin, his nationality of origin; and

(b) in the case of a firm, the present Christian names or the initials thereof and present surnames, any former Christian names and surnames, and the nationality if not British, and, if the nationality is not the nationality of origin, the nationality of origin, of all the partners in the firm or, in the case of a corporation being a partner, the corporate name.

Penalty.

(2) If default is made in compliance with this section the individual or, as the case may be, every member of the firm, shall be liable on summary conviction for each offence to a fine not exceeding twenty-five dollars, but no proceedings shall be instituted under this section except by or with the consent of the Attorney General.

Offences by corporations.

21. Where a corporation is guilty of an offence under this Ordinance, every director, secretary, and officer of the corporation who is knowingly a party to the default shall be guilty of a like offence and liable to a like penalty.

#### SCHEDULE.

(Section 4.)

Description of firm, individual, or corporation.	The additional particulars.
Where the firm, individual, or corporation required to be registered carries on business as nominee or trustee.	The present Christian name and surname, any former name, nationality (and if that nationality is not the nationality of origin, the nationality of origin), and usual residence, or, as the case may be, the corporate name, of every person or corporation on whose behalf the business is carried on : Provided that if the business is carried on under any trust and any of the beneficiaries are a class of children or other persons, a description of the class shall be sufficient.
Where the firm, individual, or corporation required to be registered carries on business as general agent for any foreign firm.	The business name and address of the firm or person as agent for whom the business is carried on : Provided that if the business is carried on as agent for three or more foreign firms, it shall be sufficient to state the fact that the business is so carried on, specifying the countries in which those foreign firms carry on business.