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## **THE REGISTRATION OF BUSINESS NAMES ACT 1918**

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Received Royal Assent: 2 August 1918

Passed: 26 November 1918

### **GENERAL NOTES**

1. See generally the provisions of the Registration of Business Names Act 1954 which shall be construed as one with this Act.
2. The maximum fines in this Act are as increased by the Fines Act 1986 by the Companies Act 1992 Sch 6 and by the Criminal Justice (Penalties, Etc.) Act 1993 s 1.
3. References to penal servitude and hard labour are to be construed in accordance with the Custody Act 1995 Sch 3 para 1.

### **AN ACT**

**to provide for the Registration of Firms and Persons carrying on business under Business Names and for purposes connected therewith.**

#### **1 Short title**

This Act may be cited as 'The Registration of Business Names Act, 1918'.

## 2 Interpretation of terms

In the construction of this Act the following words and expressions shall have the meanings in this section assigned to them, unless there be something in the subject or context repugnant to such construction:-

**'Firm'** shall mean 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, but shall not include any unincorporated company which was in existence on the fifth day of September eighteen hundred and sixty-five:

**'Business'** shall include profession:

**'Individual'** shall mean a natural person and shall not include a corporation:

**'Christian name'** .....

[Definition of 'Christian name' repealed by Companies, etc. (Amendment) Act 2003 Sch 2.]

**'Initials'** shall include any recognised abbreviation of a first name:

[Definition of 'Initials' amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

**'Court'** shall mean the Chancery Division of the High Court of Justice:

**'Summary conviction'** shall mean conviction before a High Bailiff or two Justices of the Peace:

In the case of a peer or person usually known by a British title different from his surname, the title by which he is known shall be substituted in this Act for his surname:

References in this Act to a former first name or surname shall not, in the case of natural-born British subjects, include a former first name or surname where that name or surname has been changed or disused before the person bearing the name had attained the age of eighteen years, but, in the case of a woman who has been married, shall include the name or surname by which she was known previous to the marriage:

[This para amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

References in this Act to a change of name shall 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 has attained the age of eighteen years; or, in the case of a peer or a person usually known by a British title different from his surname, the adoption of or succession to the title:

**'Business name'** shall mean the name or style under which any business is carried on, whether in partnership or otherwise:

**'Foreign firm'** shall mean any firm, individual, or corporation whose principal place of business is situate outside His Majesty's dominions:

**'Showcards'** shall mean cards containing or exhibiting articles dealt with, or samples or representations thereof:

**'Prescribed'** shall mean prescribed by rules made in pursuance of this Act.

## 3 Firms and persons to be registered

Subject to the provisions of this Act-

- (a) Every firm or person having a place of business in the Isle of Man 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 first names of individual partners or initials of such first names;  
[Para (a) amended by Companies, etc. (Amendment) Act 2003 Sch 1.]
- (b) Every individual having a place of business in the Isle of Man and carrying on business under a business name which does not consist of his true surname without any addition other than his true first names or the initials thereof;  
[Para (b) amended by Companies, etc. (Amendment) Act 2003 Sch 1.]
- (c) Every individual or firm having a place of business in the Isle of Man, who, or a member of which, has either before or after the coming into operation of this Act changed his name, except in the case of a woman in consequence of marriage;.

- (d) Every company as defined in the Companies Act, 1931 or to which Part XI of that Act applies, carrying on business under a business name which does not consist of its corporate name without any addition;

**[Para (d) inserted by Registration of Business Names Act 1954 s 1 and amended by Companies, etc. (Amendment) Act 2003 Sch 1.]**

- (e) Every limited liability company as defined in the Limited Liability Companies Act 1996, carrying on business under a business name which does not consist of its corporate name without any addition,

**[Para (e) added by Companies, etc. (Amendment) Act 2003 Sch 1.]**

shall be registered in the manner directed by this Act:

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 a trustee in bankruptcy, official receiver or liquidator, receiver or manager appointed by any court, registration shall not be necessary; and  
**[Para (iii) amended by Companies, etc. (Amendment) Act 2003 Sch 1.]**
- (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 Registration by nominee, etc.**

Where a person having a place of business in the Isle of Man carries on the business wholly or mainly as nominee or trustee of or for another person or acts as general agent for any foreign person, the first-mentioned person shall be registered in the manner provided by this Act, and in addition to the other particulars to be furnished and registered, there shall be furnished and registered the particulars mentioned in the Schedule to this Act:

Provided that where the business is carried on by a trustee in bankruptcy, official receiver or liquidator, receiver or manager appointed by any court, registration under this section shall not be necessary.

**[S 4 amended by Companies, etc. (Amendment) Act 2003 Sch 1.]**

#### **5 Manner and particulars of registration**

(1) Every firm or person required under this Act to be registered shall furnish by sending by post or delivering to the Financial Supervision Commission at the register office a statement in writing in the prescribed form containing the following particulars:-

- (a) The business name;
- (b) The general nature of the business;
- (c) The principal place of business;
- (d) Where the registration to be effected is that of a firm, the present first name and surname, any former first name or surname, the usual residence, of each of the individuals who are partners, and the corporate name and registered or principal office of every corporation which is partner;

**[Para (d) amended by Registration of Business Names Act 1954 s 2 and by Companies, etc. (Amendment) Act 2003 Schs 1 and 2.]**

- (e) Where the registration to be effected is that of an individual, the present first name and surname, any former first name or surname, and the usual residence and the other business occupation (if any) of such individual;

**[Para (e) amended by Registration of Business Names Act 1954 s 2 and by Companies, etc. (Amendment) Act 2003 Sch 2.]**

- (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 commenced after the coming into operation of this Act, the date of the commencement of the business.

[Subs (1) amended by Companies (Transfer of Functions) Act 2000 Sch 1.]

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

## **6 Statement to be signed by persons registering**

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 limited liability company, by a manager or member, 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 and in the case of a limited liability company, by a manager or member, which are partners or by some individual who is a partner, or a director or the secretary of some corporation, or in the case of a limited liability company, by a manager or member, which is a partner, and in either of the last three cases must be verified by a statutory declaration made by the signatory: Provided that no such 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 any such other person in respect of his liability or non-liability as a partner, and that the 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.

[S 6 amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

## **7 Time for registration**

The particulars required to be furnished under this Act shall be furnished within one month after the firm or person commences business, or the business in respect of which registration is required, as the case may be: Provided that if such firm or person has carried on such business before the coming into operation of this Act or commences such 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 the coming into operation of this Act, and that if at the expiration of the said two months the conditions affecting the firm or persons have ceased to be such as to require registration under this Act, the firm or person need not be registered so long as such conditions continue.

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 such change.

[S 7 amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

## **8 Registration of changes in firm**

Whenever a change is made or occurs in any of the particulars registered in respect of any firm or person such firm or person shall, within fourteen days after such change, or such longer period as the Financial Supervision Commission may, on application being made in any particular case, whether before or after the expiration of such fourteen days, allow, furnish by sending by post or delivery to the Financial Supervision Commission 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.

[S 8 amended by Companies (Transfer of Functions) Act 2000 Schs 1 and 2.]

## **9 Penalty for default in registration**

If any firm or person by this Act required to furnish a statement of particulars or of any change in particulars shall without reasonable excuse make default in so doing in the manner and within the time specified by this Act, every partner in the firm or the person so in default shall be liable on summary conviction to a fine not exceeding £5,000 and the court shall order a statement of the required particulars or change in the particulars to be furnished to the Financial Supervision Commission within such time as may be specified in the order.

## **9A Power of Financial Supervision Commission to refuse to register or receive documents**

(1) Subject to subsection (4) a document shall be deemed not to have been submitted to the Financial Supervision Commission under this Act (whether by delivery, filing, production, forwarding, lodging, electronic filing in the prescribed format, or otherwise) until the time when it is accepted for registration or otherwise received by the Financial Supervision Commission.

(2) If in the opinion of the Financial Supervision Commission any document submitted to it under this Act-

- (a) contains any matter contrary to law; or
- (b) does not comply with this Act; or
- (c) has not been duly completed; or
- (d) contains any misdescription or error or any matter that is not clearly legible; or
- (e) is not furnished in such manner and conforming to such requirements as the Financial Supervision Commission may reasonably require for the purpose of enabling the processing and copying of the document; or
- (f) is not accompanied by the correct fee or duty; or
- (g) is not in the prescribed format;

it may refuse to accept for registration or otherwise receive the document, and it may request either that the document be appropriately amended or completed and submitted to it again or that a fresh document be submitted in its place or that the document be submitted again with the correct fee or duty.

(3) The Financial Supervision Commission may require any person who submits a document to it under this Act to produce to it such other document or to give the Financial Supervision Commission such information as it considers necessary in order to form an opinion whether it may refuse under subsection (2) to accept for registration or to otherwise receive the document.

(4) Any person who is aggrieved by the refusal of the Financial Supervision Commission to register or receive any document submitted to it under this Act, may appeal to a Court of Summary Jurisdiction.

[S 9A inserted by Companies, etc. (Amendment) Act 2003 s 22.]

## **10 Disability of persons in default**

(1) Where any firm or person by this Act required to furnish a statement of particulars or of any change in particulars shall have made default in so doing, then the rights of that defaulter under or arising out of any contract made or entered into by or on behalf of such defaulter 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.

Provided always 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 other grounds it is just and equitable to grant relief, may grant such relief either generally, or as respects any particular contracts, on condition of the costs of the application being paid by the defaulter, unless the court otherwise orders, and on such other conditions (if any) as the court may impose, but such relief shall not be granted except on such service and such publication of notice of the application as the court may order, nor shall relief be given in respect of any contract if any party to the contract proves to the satisfaction of the court that, if this Act had not been complied with, he would not have entered into the contract;
- (b) Nothing herein contained shall prejudice the rights of any other parties as against the defaulter in respect of such contract as aforesaid;

- (c) If any action or proceeding shall be commenced by any other party against the defaulter to enforce the rights of such party in respect of such contract, nothing herein contained shall preclude the defaulter from enforcing in that action or proceeding, by way of counterclaim set off or otherwise, such rights as he may have against that party in respect of such contract.

(2) In this section the expression 'court' means the court or a judge thereof:

Provided that, without prejudice to the power of the High Court or a judge thereof to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in any court, the court may as respects that contract, grant such relief as aforesaid.

## **11 Penalty for false statements**

If any statement required to be furnished under this Act contains any matter which is false in any material particular to the knowledge of any person signing it, that person shall, on summary conviction, be liable to imprisonment, for a term not exceeding three months, or to a fine not exceeding £5,000, or to both such imprisonment and fine.

[S 11 amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

## **12 Duty to furnish particulars to the Financial Supervision Commission**

(1) The Financial Supervision Commission may require any person to furnish to it such particulars as appear necessary to it for the purpose of ascertaining whether or not such person or the firm of which he is a partner should be registered under this Act, 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 such particulars and in the case of a limited liability company, a manager or member of a limited liability company, and if any person when so required fails to supply such particulars as it is in his power to give, or furnishes particulars which are false in any material particular, he 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 £5,000, or to both such imprisonment and fine.

[Subs (1) amended by Companies (Transfer of Functions) Act 2000 Sch 2, by Interpretation Act 1976 s 16A and by Companies, etc. (Amendment) Act 2003 Sch 1.]

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

[Subs (2) amended by Companies (Transfer of Functions) Act 2000 Schs 1 and 2.]

## **13 Financial Supervision Commission to file statement and issue certificate of registration**

On receiving any statement or statutory declaration made in pursuance of this Act the Financial Supervision Commission shall cause the same to be filed, and it 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 £500.

[S 13 amended by Companies (Transfer of Functions) Act 2000 Sch 1 and by Interpretation Act 1976 s 16A.]

## **14 Index to be kept**

At the register office hereinafter referred to the Financial Supervision Commission shall keep an index of all the firms and persons registered at that office under this Act.

## 15 Removal of names from register

(1) If any firm or person registered under this Act ceases to carry on business, it shall be the duty of the persons who were partners in the partnership or the directors or the liquidator of the company or the manager or the members or the liquidator of the limited liability company 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 Financial Supervision Commission notice in the prescribed form that the firm or person has ceased to carry on business, and if any person whose duty it is to give such notice fails to do so within such time, he shall be liable on summary conviction to a fine not exceeding £1,000.

(2) On receipt of such notice the Financial Supervision Commission may remove the firm or person from the register.

(3) Where the Financial Supervision Commission has reasonable cause to believe that any firm or person registered under this Act is not carrying on business it may send to the firm or person by registered post a notice that unless an answer is received to such notice within one month from the date thereof the firm or person may be removed from the register.

(4) If the Financial Supervision Commission either receives an answer from a firm or person to the effect that it is not carrying on business or does not within one month after sending the notice receive an answer, it may remove the firm or person from the register.

[S 15 substituted by Companies, etc. (Amendment) Act 2003 s 23.]

## 16 Undesirable business names

(1) The Financial Supervision Commission may-

- (a) refuse to register a business name which in its opinion is undesirable; or
- (b) by direction attach conditions to the use of a name to be registered under this Act to ensure that it is not undesirable; or
- (c) direct that a name by which a business is registered be changed if in its opinion such name is undesirable.

(2) For the purposes of this section-

- (a) 'undesirable' means misleading, offensive or in any way likely to be harmful to the public;
- (b) the Financial Supervision Commission may publish guidance notes setting out the criteria which it will apply in determining whether a name is undesirable;
- (c) the Financial Supervision Commission may prescribe forms for use with this section.

(3) A direction given under subsection (1)(b) or (c) must, if not made the subject of an application under subsection (5) be complied with within six weeks of that direction, at the expiry of which the Financial Supervision Commission may, if the direction has not been complied with, change the name of the business upon the register to a name which is not undesirable, and shall provide notice to the firm or person of such change within seven days of the change upon the register.

(4) The Financial Supervision Commission shall cause to be placed on the register of business names a copy of a notice of a direction given under subsection (1)(c) and any change of name effected by the Financial Supervision Commission under subsection (3).

(5) Any person interested, may within three weeks of a refusal to register a business name under subsection (1)(a) or of being given a direction under subsection (1) (b) or (c), apply to the court for the refusal or direction to be set aside, and if the application to set aside a direction fails, the court may specify a period within which the direction shall be complied with, or may order that the Financial Supervision Commission change the name of the business upon the register to a name which is not undesirable, on such terms and conditions as seem to the court just and expedient.

[S 16 substituted by Companies, etc. (Amendment) Act 2003 s 24.]

## 16A .....

[S 16A repealed by Companies, etc. (Amendment) Act 2003 s 24.]

## 16B Appeals: supplementary provisions

(1) An appeal to a court of summary jurisdiction under section 9A(4) and section 16(5) shall be made within 21 days after the date of the decision or direction, or within such further time as the court may allow.

[Subs (1) amended by Companies, etc. (Amendment) Act 2003 Sch 1.]

(2) On determining the appeal, the court may confirm, vary or reverse the decision or direction of the Financial Supervision Commission.

[S 16B inserted by Companies (Transfer of Functions) Act 2000 Sch 2.]

## 17 Registration office

The office for the registrations of firms and persons whose principal place of business is situated in this Island is the office for the registration of companies.

[S 17 substituted by Companies (Transfer of Functions) Act 2000 Sch 1.]

## 18 Inspection of statements registered

Any person may inspect the documents filed by the Financial Supervision Commission on payment of such fees as may be prescribed; 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 Financial Supervision Commission, and there shall be paid for such certificate of registration, certified copy, or extract such fees as may be prescribed.

A certificate of registration, or a copy of or extract from any statement registered under this Act, if duly certified to be a true copy or extract by, or on behalf of, the Financial Supervision Commission (whom it shall not be necessary to prove to be the Financial Supervision Commission), shall, in all legal proceedings, civil or criminal, be received in evidence.

[S 18 amended by Statute Law Revision Act 1997 Sch 2 and by Companies (Transfer of Functions) Act 2000 Schs 1 and 3.]

## 19 Power for Financial Supervision Commission to make rules

(1) The Financial Supervision Commission may make rules concerning any of the following matters-

- (a) the fees to be paid to the Commission under this Act;
- (b) the forms to be used for the purposes of this Act;
- (c) the conduct and regulation of registration under this Act and any matters incidental thereto.

(2) Rules under subsection (1)-

- (a) shall not be made under paragraph (a) except with the concurrence of the Treasury; and
- (b) shall not take effect unless they are approved by Tynwald.

[S 19 substituted by Companies (Transfer of Functions) Act 2000 Sch 2.]

## 20 Publication of true names, etc

(1) After the expiration of three months from the coming into operation of this Act every individual and firm required by this Act to be registered shall, in all trade catalogues, trade circulars, showcards, and business letters, on or in which the business name appears and which are issued or sent by the individual or firm to any person in any part of His Majesty's dominions, have mentioned in legible characters:-

- (a) in the case of an individual, his present first name or the initials thereof and present surname, any former first name or surname; and

[Para (a) amended by Registration of Business Names Act 1954 s 2 and by Companies, etc. (Amendment) Act 2003 Schs 1 and 2.]

(b) in the case of a firm, the present first names or the initials thereof and present surnames, any former first names and surnames, of all the partners in the firm or, in the case of a corporation being a partner, the corporate name.

**[Para (b) amended by Registration of Business Names Act 1954 s 2 and by Companies, etc. (Amendment) Act 2003 Schs 1 and 2.]**

(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 £500:

Provided that no proceedings shall be instituted under this section except by or with the consent of the Attorney-General.

## 21 Offences by corporations

Where a corporation is guilty of an offence under this Act 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.

## 22 Remuneration for duties under this Act

There shall be paid out of moneys to be provided by Tynwald such remuneration in respect of the duties performed under this Act as Tynwald may determine.

## 23 Recovery of penalties

All penalties under this Act may be recovered at the suit of the Chief Constable or any Inspector of Police.

## 24 Commencement of this Act

This Act shall come into operation when the Royal Assent thereto has been by the Lieutenant-Governor announced to Tynwald and a certificate to this effect has been signed by the Lieutenant-Governor and the Speaker of the House of Keys.

### Schedule

**[Sch amended by Registration of Business Names Act 1954 s 2 and by Companies, etc. (Amendment) Act 2003 Schs 1 and 2.]**

Description of Firm, etc.	The additional Particulars.
Where the firm, individual, or corporation required to be registered carries on business as nominee or trustee.	The present first name and surname, any former name, 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 such foreign firms carry on business.