

LAWS OF PITCAIRN, HENDERSON, DUCIE
AND OENO ISLANDS

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CHAPTER XVI

**REGISTRATION OF BUSINESS NAMES
ORDINANCE**

Arrangement of sections

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Ordinances:
No. 7 of 1999
No. 2 of 2014

An ordinance to provide for the registration of business names

[2 November 1999]

Short title.

1. This ordinance may be cited as the Registration of Business Names Ordinance.

Interpretation.

2. In this ordinance and in any rules made thereunder, unless the context otherwise requires—

“business name” means the name or style under which any business is carried on whether in partnership or otherwise;

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

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

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

“the Registrar” means the person appointed by the Governor to be the Registrar of Business Names for the purposes of this ordinance.

Firms, persons and corporations to be registered.

3. Subject to the provisions of this ordinance—

(a) every firm carrying on business in the Islands 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 personal names of individual partners or initials of such personal names;

(b) every individual carrying on business in the Islands under a business name which does not consist of his or her true surname, without any addition other than his or her true personal names or the initials thereof;

(c) every individual or firm carrying on business in the Islands who, or a member of which, has either before or after the commencement of this ordinance, changed his or her name (except in consequence of marriage);

(Amended by Ordinance No. 2 of 2014)

(d) every corporation carrying on business under a business name which does not consist of its corporate name without any addition;

shall be registered in the manner provided by this ordinance:

Provided that—

- (i) where the business is carried on by a trustee in bankruptcy or a receiver or manager appointed by any court, registration shall not be necessary; and
- (ii) 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.

4.—(1) Every firm, person or corporation required under this ordinance to be registered shall furnish, by sending by post or delivering to the Registrar, a statement in writing in the form prescribed in the First Schedule, containing the following particulars—

Manner and particulars of registration.

First Schedule.

- (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 personal names and surname, any former personal names or surname, the nationality and, if that nationality is not the nationality of origin, the nationality of origin, the usual residence and 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 personal names and surname, any former personal names or surname, the nationality and, if that is not the nationality of origin, the nationality of origin, the usual residence and other business occupation (if any) of such individual;
- (f) where the registration to be effected is that of a corporation, its corporate name, the place and date of its incorporation and its registered office and place of business in the Islands;
- (g) if the business is commenced after the commencement of this ordinance, the date of the commencement of the business.

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

5. 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

Statement to be signed by persons etc. registering.

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:

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 person in respect of his or her liability or non-liability as a partner and the Supreme Court may on application by any person alleged or claiming to be or not to be a partner, direct the rectification of the register and decide any question arising under this section.

Time for registration.

6.—(1) The particulars required to be furnished under this ordinance shall be furnished within one month after the firm, person or corporation commenced to carry on the business in respect of which registration is required.

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

Registration of changes in firm, etc.

7. Whenever a change is made or occurs in any of the particulars registered in respect of any firm, corporation or person, such firm, corporation or person shall, within one month after such change or such longer period as the Governor may, on application being made in any particular case, whether before or after the expiration of such month, allow, furnish by sending by post or deliver to the Registrar a statement in writing in the form prescribed in the Second Schedule, specifying the nature and date of the change, signed and, when necessary, verified in like manner as the statement required on registration.

Second Schedule.

Penalty for default in registration.

8. If any firm, corporation or person by this ordinance required to furnish a statement of particulars shall, without reasonable excuse, make default in so doing in the manner and within the time specified by this ordinance, every partner in the firm, every director and the secretary of the corporation 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.

Persons etc. in default bringing action shall be ordered by the Court to register.

9. Where any firm, corporation or person by this ordinance required to send or deliver any statement to the Registrar has therein made default and during such default commences any suit or action in any court in the business name or for a cause of action arising out of any dealing by such firm, corporation or person in the business name, such court shall order the

firm, corporation or person in default to send or deliver to the Registrar the proper statement as required by this ordinance and may stay all proceedings in the suit or action until the order be complied with or allow proceedings to be continued on an undertaken to comply with such order within a time to be limited by the Court.

10. If any firm, corporation or person required to be registered, as provided by this ordinance, shall fail to register accordingly, all proceedings in any court of competent jurisdiction may be taken and prosecuted against such firm, corporation or person in the name under which such firm, corporation or person is carrying on business and such name shall, for the purposes of such proceedings, be a sufficient designation of such firm, corporation or person in all writs, summonses and other legal documents and instruments:

Proceedings against unregistered firms etc.

Provided that nothing in this section shall be construed to exempt any firm, corporation or person from compliance with any of the provisions of this ordinance.

11. If any statement required to be furnished under this ordinance contains any information 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 six months or to a fine not exceeding five hundred dollars or to both such imprisonment and fine.

Penalty for false statement.

12.—(1) Subject to subsection (2), on receiving any statement or statutory declaration made in pursuance of this ordinance, the Registrar shall cause the same to be filed and shall send by post or deliver a certificate of the registration thereof to the firm, corporation or person registering and the certificate or a certified copy thereof shall be kept exhibited in a conspicuous position at the place of business of the firm, corporation or person and if not kept so exhibited every partner in the firm, every director and the secretary of the corporation 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.

(2) The Registrar may call upon the signatory or signatories of any statement or declaration made in pursuance of this ordinance to furnish any information or evidence supporting any particular thereof and may, if such particular is not sufficiently substantiated, refuse to register the statement.

13. The Registrar shall keep an index of all the firms, corporations and persons registered at his or her office under this ordinance.

Registrar to keep index.

Deletion of names
from register.

14.—(1) If any firm, corporation or person registered under this ordinance ceases to carry on business, it shall be the duty of the persons who were partners in the firm or the directors and secretary of the corporation at the time when it ceased to carry on business or of the individual or, if deceased, of his or her personal representative, as the case may be, within three months after the business has ceased to be carried on, to send by post or deliver to the Registrar notice in the form prescribed in the Third Schedule that the firm, corporation or person has ceased to carry on business and any person whose duty it is to give such notice failing within such period to do so shall on summary conviction be liable to a fine not exceeding forty dollars.

Third Schedule.

(2) On receiving a notice as provided by subsection (1), the Registrar shall delete the name of the firm, corporation or person from the register.

(3) Where the registrar has reasonable cause to believe that any firm, corporation or person registered under this ordinance is not carrying on business, he or she may send to such firm, corporation or person a notice that unless an answer is received to such notice within three months from the date thereof, the name of the firm, corporation or person may be deleted from the register.

(4) If the Registrar either receives an answer from the firm, corporation or person to the effect that the business in question is no longer carried on or does not within three months after sending the notice receive an answer he or she may delete the name of the firm, corporation or person from the register.

Inspection of
statements registered.

15.—(1) Any person may inspect and make a copy of or extracts from the statements filed by the Registrar.

(2) Any person may require a certificate of the registration of any firm, corporation or person or a copy of or extract from any registered statement to be certified by the Registrar.

(3) A certificate of registration or a copy of or extract from any statement registered under this ordinance purporting to be signed and certified by the Registrar shall be admissible in legal proceedings as *prima facie* and sufficient proof of the fact and date of registration and of the other particulars therein contained.

Fees.

16.—(1) The following fees shall be payable to the Registrar—

- (a) for the registration of a statement under the provisions of section 4 or section 7, the sum of five dollars;
- (b) for inspecting the register of statements filed by

the Registrar or the index thereto, the sum of two dollars;

- (c) for the issue of a certificate of registration, or a certified copy or extract from any registered statement, the sum of three dollars.

(2) The fees provided by subsection (1) may be amended from time to time by rules made by the Governor.

17. The Governor may make rules for the purposes of this ordinance prescribing—

Rules.

- (a) the duties to be performed by the Registrar for the performance of his functions under this ordinance;
- (b) generally the conduct and regulation of registration under this ordinance and any matters incidental thereto.

18. 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 punishable accordingly and the burden of proving in any proceedings that such director, secretary or officer was not knowingly a party to the default shall rest with the person charged.

Offences of corporations.

19.—(1) The Registrar shall refuse registration of a business name which, in the opinion of the Registrar, is undesirable.

Misleading business names.

(2) Without prejudice to the generality of subsection (1), no business shall be permitted to be registered by a name which—

- (a) is identical with a business name registered under this ordinance or which in the opinion of the Registrar so nearly resembles any such name as to be likely to deceive or cause confusion;
- (b) contains the words “Royal”, “Pitcairn”, “Pitcairn Island”, “Pitcairn Islands”, or any other words which, in the opinion of the Registrar, falsely suggest or are calculated or likely falsely to suggest the patronage of Her Majesty or any member of the Royal Family or the authorisation, approval or official recognition of the business by the Crown, the Government of the United Kingdom or the Administration of the Islands.

(3) The registration of a business name under the provisions of this ordinance shall not be construed as authorising the use of that name if, apart from such registration, the use thereof could be prohibited.

20. If any firm, corporation or person, having under the provisions of this ordinance made application to the Registrar

Penalty for use of name refused.

for registration of a business name which application was refused by the Registrar on any ground provided by section 19, thereafter carries on business under the name refused by the Registrar as aforesaid every partner in the firm, every director and the secretary of the corporation, or the person so in default, as the case may be, shall be liable on summary conviction to a fine not exceeding twenty-five dollars for every day during which the offence continues.

Section 4

FIRST SCHEDULE

STATEMENT OF PARTICULARS

1. The business name or names for which registration is required.
2. The general nature of the business carried on under such name or names.
3. The place in the Islands where the business is carried on.
4. If registration is sought by a firm, the present personal names and surname, any former personal names or surname, the nationality and the nationality of origin if they are different, the usual place of residence and any other business occupation of each individual who is a partner and the corporate name and registered or principal office of every corporation which is a partner.
5. If registration is sought by an individual, the present personal names and surname, the nationality and the nationality of origin if they are different, the usual place of residence and any other business occupation of the individual.
6. If registration is sought by a corporation, the corporate name, the place and date of its incorporation, the situation of its registered office and its place of business in the Islands.
7. The date of commencement of the business.

Signed at this day of (year).

SECOND SCHEDULE

(Section 7)

