



Companies Act 1976

1976 CHAPTER 69

PART II

MISCELLANEOUS AND SUPPLEMENTARY

Regulation of names used by oversea companies for business purposes

31 Regulation of name under which oversea company may carry on business in Great Britain

- (1) Subject to subsection (2) below, the Secretary of State may, if he is of opinion that it is or would be undesirable for an oversea company to carry on business in Great Britain under its corporate name, cause a notice to that effect to be served on the company by the registrar of companies.
- (2) No notice shall be served on a company under subsection (1) above later than six months after the relevant date or, if that date is before the coming into operation of this section, later than six months after the coming into operation of this section.

In this subsection "relevant date" means the date on which the company has complied with—

- (a) section 407 of the Act of 1948 (documents to be delivered for registration by oversea company when establishing a place of business in Great Britain); or
 - (b) if there has been a change in its corporate name, section 409(2) of that Act (return to be delivered for registration by oversea company where corporate name is changed).
- (3) An oversea company on which a notice is served under subsection (1) above may deliver to the registrar of companies for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name under which it proposes to carry on business in Great Britain and may, after that name has been registered, at any time deliver to the registrar for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name in substitution for the name previously registered.

Status: This is the original version (as it was originally enacted). This item of legislation is currently only available in its original format.

- (4) The name by which an oversea company is for the time being registered under subsection (3) above shall for all purposes of the law applying in Great Britain (including the Registration of Business Names Act 1916) be deemed to be the corporate name of the company; but this subsection shall not affect references to the corporate name of the company in this section or any rights or obligations of the company, or render defective any legal proceedings by or against the company, and any legal proceedings that might have been continued or commenced against it by its corporate name or its name previously registered under this section may be continued or commenced against it by its name for the time being so registered.
- (5) An oversea company on which a notice is served under subsection (1) above shall not at any time after the expiration of two months from the service of that notice carry on business in Great Britain under its corporate name; and if this subsection is contravened, the company and every officer or agent of the company who knowingly and wilfully authorises or permits the contravention shall be guilty of an offence and liable on conviction on indictment to a fine and on summary conviction to a fine not exceeding £40 for every day during which the contravention continues; but nothing in this subsection shall invalidate any transaction entered into by the company.

32 Amendments of Registration of Business Names Act 1916

- (1) In section 1 of the Registration of Business Names Act 1916 (which requires registration under that Act of persons carrying on business under a business name) after paragraph (d) there shall be inserted—
- “(e) every corporation incorporated outside Great Britain having a place of business in Great Britain and carrying on business under a business name which does not consist of its corporate name without any addition ;”.
- (2) In relation to any such corporation as is mentioned in subsection (1) above the said Act of 1916 shall have effect—
- (a) as if references in sections 3(1), 11 and 15 to its principal place of business were references to its principal place of business in Great Britain;
- (b) as if the reference in section 4 to a director or secretary of the corporation and in section 10(1) to the secretary or any other officer of the corporation performing the duties of secretary included a reference to any person responsible for the management of the business carried on by the corporation in Great Britain or any other officer of the corporation, and the reference in section 19 to every director, secretary and officer of the corporation included a reference to any such person as aforesaid.
- (3) Section 13 of the said Act of 1916 (removal of name from register where person ceases to carry on business) shall apply in relation to any such corporation as is mentioned in subsection (1) above on its ceasing to carry on business in Great Britain as it applies in relation to a company as defined in the Act of 1948 on its ceasing altogether to carry on business, except that the person whose duty it is to give the notice required by subsection (1) of that section shall be every person who, when the corporation ceases to carry on business in Great Britain, is responsible for the management of the business of the corporation carried on in Great Britain or who is then an officer or liquidator of the corporation.
- (4) Section 3(1) of the said Act of 1916 (particulars to be registered) and the proviso to section 5 of that Act (time for registration) shall apply in relation to registration by

Status: This is the original version (as it was originally enacted). This item of legislation is currently only available in its original format.

virtue of the preceding provisions of this section as if references to the passing of that Act were references to the coming into operation of those provisions.