



# Companies Act 2006

## 2006 CHAPTER 46

### PART 41

#### BUSINESS NAMES

### CHAPTER 2

#### DISCLOSURE REQUIRED IN CASE OF INDIVIDUAL OR PARTNERSHIP

##### *Introductory*

#### **1200 Application of this Chapter**

- (1) This Chapter applies to an individual or partnership carrying on business in the United Kingdom under a business name.

References in this Chapter to “a person to whom this Chapter applies” are to such an individual or partnership.

- (2) For the purposes of this Chapter a “business name” means a name other than—
- (a) in the case of an individual, his surname without any addition other than a permitted addition;
  - (b) in the case of a partnership—
    - (i) the surnames of all partners who are individuals, and
    - (ii) the corporate names of all partners who are bodies corporate,without any addition other than a permitted addition.
- (3) The following are the permitted additions—
- (a) in the case of an individual, his forename or initial;
  - (b) in the case of a partnership—
    - (i) the forenames of individual partners or the initials of those forenames,
    - or

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- (ii) where two or more individual partners have the same surname, the addition of “s” at the end of that surname;
- (c) in either case, an addition merely indicating that the business is carried on in succession to a former owner of the business.

### **[<sup>F1</sup>1201 Information required to be disclosed**

- (1) The “information required by this Chapter” is—
  - (a) in the case of an individual, the individual's name;
  - (b) in the case of a partnership, the name of each member of the partnership;
 and, in relation to each person so named, an address at which service of any document relating in any way to the business will be effective.
- (2) If the individual or partnership has a place of business in the United Kingdom, the address must be in the United Kingdom.
- (3) If the individual or partnership does not have a place of business in the United Kingdom, the address must be an address at which service of documents can be effected by physical delivery and the delivery of documents is capable of being recorded by the obtaining of an acknowledgement of delivery.]

#### **Annotations:**

#### **Amendments (Textual)**

- F1** S. 1201 substituted (28.12.2009) by [The Companies Act 2006 \(Substitution of Section 1201\) Regulations 2009 \(S.I. 2009/3182\)](#), [reg. 2](#)

### *Disclosure requirements*

### **1202 Disclosure required: business documents etc**

- (1) A person to whom this Chapter applies must state the information required by this Chapter, in legible characters, on all—
  - (a) business letters,
  - (b) written orders for goods or services to be supplied to the business,
  - (c) invoices and receipts issued in the course of the business, and
  - (d) written demands for payment of debts arising in the course of the business.

This subsection has effect subject to section 1203 (exemption for large partnerships if certain conditions met).

- (2) A person to whom this Chapter applies must secure that the information required by this Chapter is immediately given, by written notice, to any person with whom anything is done or discussed in the course of the business and who asks for that information.
- (3) The Secretary of State may by regulations require that such notices be given in a specified form.
- (4) Regulations under this section are subject to negative resolution procedure.

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#### Annotations:

##### Commencement Information

- II** S. 1202 wholly in force at 1.10.2009; s. 1202 not in force at Royal Assent, see s. 1300; s. 1202 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to **art. 5**, **Sch. 1** and with **arts. 6, 8**, **Sch. 5**); s. 1202 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(x)** (with **arts. 5, 7, 8**, **Sch. 2**) (as amended by S.I. 2009/1802, **art. 18**)

### 1203 Exemption for large partnerships if certain conditions met

- (1) Section 1202(1) (disclosure required in business documents) does not apply in relation to a document issued by a partnership of more than 20 persons if the following conditions are met.
- (2) The conditions are that—
  - (a) the partnership maintains at its principal place of business a list of the names of all the partners,
  - (b) no partner's name appears in the document, except in the text or as a signatory, and
  - (c) the document states in legible characters the address of the partnership's principal place of business and that the list of the partners' names is open to inspection there.
- (3) Where a partnership maintains a list of the partners' names for the purposes of this section, any person may inspect the list during office hours.
- (4) Where an inspection required by a person in accordance with this section is refused, an offence is committed by any member of the partnership concerned who without reasonable excuse refused the inspection or permitted it to be refused.
- (5) A person guilty of an offence under subsection (4) is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

### 1204 Disclosure required: business premises

- (1) A person to whom this Chapter applies must, in any premises—
  - (a) where the business is carried on, and
  - (b) to which customers of the business or suppliers of goods or services to the business have access,display in a prominent position, so that it may easily be read by such customers or suppliers, a notice containing the information required by this Chapter.
- (2) The Secretary of State may by regulations require that such notices be displayed in a specified form.
- (3) Regulations under this section are subject to negative resolution procedure.

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#### Annotations:

##### Commencement Information

- I2** S. 1204 wholly in force at 1.10.2009; s. 1204 not in force at Royal Assent, see s. 1300; s. 1204 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to **art. 5**, **Sch. 1** and with **arts. 6, 8**, **Sch. 5**); s. 1204 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(x)** (with **arts. 5, 7, 8**, **Sch. 2**) (as amended by S.I. 2009/1802, **art. 18**)

### *Consequences of failure to make required disclosure*

#### **1205 Criminal consequences of failure to make required disclosure**

- (1) A person who without reasonable excuse fails to comply with the requirements of—  
section 1202 (disclosure required: business documents etc), or  
section 1204 (disclosure required: business premises),  
commits an offence.
- (2) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (3) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (4) References in this section to the requirements of section 1202 or 1204 include the requirements of regulations under that section.

#### **1206 Civil consequences of failure to make required disclosure**

- (1) This section applies to any legal proceedings brought by a person to whom this Chapter applies to enforce a right arising out of a contract made in the course of a business in respect of which he was, at the time the contract was made, in breach of section 1202(1) or (2) (disclosure in business documents etc) or section 1204(1) (disclosure at business premises).
- (2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—
  - (a) that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter's breach of the requirements of this Chapter, or
  - (b) that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of those requirements,
 unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.
- (3) References in this section to the requirements of this Chapter include the requirements of regulations under this Chapter.
- (4) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.

**Changes to legislation:**

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**Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

**Whole provisions yet to be inserted into this Act (including any effects on those provisions):**

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 1099(3)(f)(g) inserted by [S.I. 2017/1233 art. 2](#)