

## SCHEDULE 1

### PROVISIONS OF THE COMPANIES ACTS APPLYING TO UNREGISTERED COMPANIES

#### Trading disclosures

4. Sections 82 to 85 of the Companies Act 2006 (trading disclosures) apply to unregistered companies, modified so that they read as follows—

#### “Requirement to disclose company name and other particulars

82.—(1) Every company must disclose its corporate name on—

- (a) its business letters, notices and other official publications;
- (b) its bills of exchange, promissory notes, endorsements and order forms;
- (c) cheques purporting to be signed by or on behalf of the company;
- (d) orders for money, goods or services purporting to be signed by or on behalf of the company;
- (e) its bills of parcels, invoices and other demands for payment, receipts and letters of credit;
- (f) its applications for licences to carry on a trade or activity;
- (g) all other forms of its business correspondence and documentation; and
- (h) its websites.

(2) Every company must disclose the further particulars set out in subsection (3) on—

- (a) its business letters;
- (b) its order forms; and
- (c) its websites.

(3) The further particulars required are—

- (a) the part of the United Kingdom in which the company's principal office is situated;
- (b) the reference number allocated to the company by the registrar;
- (c) the address of the company's principal office;
- (d) the manner in which it was incorporated;
- (e) if it is—
  - (i) a limited company, or
  - (ii) an investment company within the meaning of section 833,

that fact.

(4) If, in the case of a company having a share capital, there is a reference to the amount of share capital on—

- (a) its business letters,
- (b) its order forms, or
- (c) its websites,

the reference must be to paid up share capital.

(5) In relation to a company, a reference to “its websites” includes a reference to any part of a website relating to that company which that company has caused or authorised to appear.

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

**83.**—(1) This section applies to any legal proceedings brought by a company to enforce a right arising out of a contract made in the course of a business in respect of which the company was, at the time the contract was made, in breach of section 82 (requirement to disclose company name and other particulars).

(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 section 82, or
- (b) that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of section 82,

unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.

(3) 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.

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

**84.**—(1) Where a company fails, without reasonable excuse, to comply with any requirement of section 82, an offence is committed by—

- (a) the company; and
- (b) every officer of the company who is in default.

(2) A person guilty of an offence under this section is liable on summary conviction to—

- (a) a fine not exceeding level 3 on the standard scale; and
- (b) for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

(3) For the purposes of this section a shadow director is to be treated as an officer of the company.

### **Minor variations in form of name to be left out of account**

**85.** For the purposes of this Chapter, in considering the name of a company no account is to be taken of—

- (a) whether upper or lower case characters (or a combination of the two) are used, or
- (b) whether diacritical marks or punctuation are present or absent,

provided there is no real likelihood of names differing only in those respects being taken to be different names.”.

**Changes to legislation:**

There are currently no known outstanding effects for the The Unregistered Companies Regulations 2009, Paragraph 4.