

Uganda

Business Names Registration Act Chapter 109

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Business Names Registration Act
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Business Names Registration Act Chapter 109

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An Act to provide for the registration of firms and persons carrying on business under business names and for purposes connected therewith.

1. Interpretation

- (1) In this Act, unless the context otherwise requires—
 - (a) "**business**" includes profession;
 - (b) "**business name**" means the name or style under which any business is carried on, whether in partnership or otherwise;
 - (c) "**Christian name**" includes any forename;
 - (d) "**firm**" means 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;
 - (e) "**foreign firm**" means any firm, individual or corporation whose principal place of business is situate outside the Commonwealth;
 - (f) "**individual**" means a natural person and shall not include a corporation;
 - (g) "**initials**" includes any recognised abbreviation of a Christian name;
 - (h) "**showcards**" means cards containing or exhibiting articles dealt with, or samples or representations thereof;
 - (i) "**surname**", in the case of a peer or person usually known by a title different from his or her surname, means that title.
- (2) References in this Act to a former Christian name or surname shall not include a former Christian 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, and, in the case of a married woman, shall not include the name or surname by which she was known previous to the marriage.
- (3) References in this Act to a change of name shall not include 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 title different from his or her surname, the adoption of or succession to the title.

2. Firms and persons to be registered

- (1) Subject to this Act—
 - (a) every firm having a place of business in Uganda 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 Christian names of individual partners or initials of such Christian names;

- (b) every individual having a place of business in Uganda and carrying on business under a business name which does not consist of a true surname without any addition other than his or her true Christian names or the initials thereof;
- (c) every individual or firm having a place of business in Uganda who, or a member of which, has either before or after the passing of this Act changed his or her name, except in the case of a woman in consequence of marriage,

shall be registered in the manner directed by this Act.

(2) Notwithstanding subsection (1)—

- (a) 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;
- (b) where the business is carried on by a receiver or manager appointed by any court, registration shall not be necessary; and
- (c) 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.

3. Registration by nominee, etc.

Where a firm, individual or corporation having a place of business in Uganda carries on the business wholly or mainly as nominee or trustee of or for another person, or other persons, or another corporation, or acts as general agent for any foreign firm, the first-mentioned firm, individual or corporation shall be registered in the manner provided by this Act, and, in addition to the other particulars required to be furnished and registered, there shall be furnished and registered the particulars mentioned in the Schedule to this Act; except that where the business is carried on by a receiver or manager appointed by any court, registration under this section shall not be necessary.

4. 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 registrar 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 the business;
 - (d) where the registration to be effected is that of a firm, the present Christian name and surname, any former Christian name or surname, the nationality, and, if that nationality is not the nationality of origin, the nationality of origin, the usual residence and the 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 Christian name and surname, any former Christian name or surname, the nationality, and, if that nationality is not the nationality of origin, the nationality of origin, the usual residence, and the other business occupation, if any, of such individual;
 - (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 passing of this Act, the date of the commencement of the business;
 - (h) where the registration to be effected is that of a firm, the age of each of the firm's partners;
 - (i) where the registration to be effected is that of an individual, the age of such individual, but where any such person is of or over the age of twenty-one years, it shall be sufficient to state his or her age as "full age".
- (2) Where a business is carried on under two or more business names, each of those business names shall be stated.

5. 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 the individual, and in the case of a corporation by a director or secretary of the corporation, 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 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; but 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 or her liability or nonliability as a partner, and the High Court or a judge of the High Court may on the 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.

6. Time for registration

- (1) The particulars required to be furnished under this Act shall be furnished within fourteen days after the firm or person commences business, or the business in respect of which registration is required, as the case may be.
- (2) 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.

7. 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, that firm or person shall, within fourteen days after the change or such longer period as the Minister may, on application being made in any particular case, whether before or after the expiration of the fourteen days, allow, furnish by sending by post or delivery to the registrar 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.

8. 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 commits an offence and is liable on conviction to a fine not exceeding one hundred and fifty shillings for every day during which the default continues, and the court shall order a statement of the required particulars or change in the particulars to be furnished to the registrar within such time as may be specified in the order.

9. Disability of persons in default

- (1) Where any firm or person required by this Act 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 that 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 or she is in default shall not be enforceable by action or other legal proceeding whether in the business name or otherwise; but—

- (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 been complied with, he or she would not have entered into the contract;
 - (b) nothing in this subsection 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 that party in respect of such contract, nothing in this subsection shall preclude the defaulter from enforcing in that action or proceeding by way of counterclaim, setoff or otherwise, such rights as he or she may have against that party in respect of the contract.
- (2) In this section "court" means the High Court or a judge of the High Court; but without prejudice to the power of the High Court or a judge of the High Court to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in a magistrate's court, the court may, as respects that contract, grant such relief as aforesaid.

10. 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 commits an offence and is liable on conviction to imprisonment for a period not exceeding three months or to a fine not exceeding one thousand shillings or to both such imprisonment and fine.

11. Duty to furnish particulars to Minister

- (1) The Minister may require any person to furnish him or her with such particulars as appear necessary to the Minister for the purpose of ascertaining whether or not the person or the firm of which he or she is 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 if any person when so required fails to supply such particulars as it is in the person's power to give, or furnishes particulars which are false in any material form, he or she commits an offence and is liable on conviction to imprisonment for a period not exceeding three months or to a fine not exceeding one thousand shillings or to both such imprisonment and fine.
- (2) If from any information so furnished it appears to the Minister that any firm or person ought to be registered under this Act, or an alteration ought to be made in the registered particulars, the Minister may require the firm or person to furnish to the registrar the required particulars within such time as may be allowed by the Minister; 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 Minister under this section to furnish particulars to the registrar.

12. Registrar to file statement and issue certificate of registration

On receiving any statement or statutory declaration made in pursuance of this Act, the registrar shall cause it to be filed, and he or she shall send by post or deliver a certificate of the registration of the statement or statutory declaration to the firm or person registering; and the certificate or a certified copy of it shall be kept 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, commits an offence and is liable on conviction to a fine not exceeding one thousand shillings.

13. Index to be kept

At the register office the registrar shall keep an index of all the firms and persons registered at that office under this Act.

14. Removal of names from register

- (1) If any firm or individual registered under this Act ceases to carry on business, it shall be the duty of the persons who were partners in the firm at the time when it ceased to carry on business or of the individual, or if he or she is dead of his or her personal representative, within three months after the business has ceased to be carried on, to send by post or deliver to the registrar notice in the prescribed form that the firm or individual has ceased to carry on business; and if any person whose duty it is to give that notice fails to do so within such time as aforesaid, he or she commits an offence and is liable on conviction to a fine not exceeding one thousand shillings; but the Minister may in his or her absolute discretion, on reasonable cause therefor being shown, extend such time as aforesaid to such time as he or she may think fit.
- (2) On receipt of the notice required by subsection (1), the registrar may remove the firm or individual from the register.
- (3) Where the registrar has reasonable cause to believe that any firm or individual registered under this Act is not carrying on business, he or she may send to the firm or individual by registered post a notice that, unless an answer is received to the notice within one month from the date thereof, the firm or individual may be removed from the register.
- (4) If the registrar either receives an answer from the firm or individual to the effect that the firm or individual is not carrying on business or does not within one month after sending the notice receive an answer, he or she may remove the firm or individual from the register.

15. Misleading business names

- (1) Where any business name under which the business of a firm or individual is carried on contains any word which, in the opinion of the registrar, is calculated to lead to the belief that the business is under the ownership or control of persons who are Commonwealth citizens, and the registrar is satisfied that the nationality of the persons by whom the business is wholly or mainly owned or controlled is at any time such that the name is misleading, the registrar shall refuse to register the business name or, as the case may be, remove the business name from the register; but any person aggrieved by a decision of the registrar under this provision may appeal to the Minister whose decision shall be final.
- (2) The registration of a business name under this Act shall not be construed as authorising the use of that name if apart from such registration the use of the name could be prohibited.

16. Restrictions on the registration of certain business names

The registrar shall not register any business name containing any word or words expressing or implying the sanction, approval or patronage of the Government, the administration of a district, or of any officer thereof except with the approval of the Minister.

17. Registrar

The registrar of companies, or such other person as the Minister may determine, shall be registrar for purposes of this Act.

18. Inspection of statements registered

- (1) Any person may inspect the documents filed by the registrar on payment of such fees as may be prescribed not exceeding two shillings for each inspection; 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 registrar or assistant registrar, and there shall be paid for such certificate of registration, certified copy or extract such fees as may be prescribed not exceeding four shillings for the certificate of registration, and not exceeding one shilling for each folio of seventy-two words, of the entry, copy or extract.
- (2) 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 under the hand of the registrar (whom it shall not be necessary to prove to be the registrar), shall, in all legal proceedings, civil or criminal, be received in evidence.

19. Power of Minister to make rules

The Minister may make rules concerning any of the following matters—

- (a) the fees to be paid to the registrar under this Act;
- (b) the forms to be used under this Act;
- (c) the duties to be performed by any registrar under this Act;
- (d) the performance by assistant registrars and other officers of acts by this Act required to be done by the registrar;
- (e) generally the conduct and regulation of registration under this Act, and any matters incidental thereto.

20. Publication of true names, etc.

- (1) 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 the Commonwealth, have mentioned in legible characters—
 - (a) in the case of an individual, his or her present Christian name or the initials thereof and present surname, any former Christian name or surname, his or her nationality, and, if that nationality is not his or her nationality of origin, his or her nationality of origin;
 - (b) in the case of a firm, the present Christian names or the initials thereof and present surnames, any former Christian names and surnames, and the nationality, and, if the nationality is not the nationality of origin, the nationality of origin of all the partners in the firm or, in the case of a corporation being a partner, the corporate name.
- (2) If default is made in compliance with this section, the individual or, as the case may be, every member of the firm commits an offence and is liable on conviction for each offence to a fine not exceeding one hundred and fifty shillings.

21. Offences by corporations

Where a corporation commits an offence under this Act, every director, secretary and officer of the corporation who is knowingly a party to the default commits a like offence and is liable to a like penalty.

Schedule (Section 3)

Additional particulars to be furnished and registered

Description of firm, etc.		Additional particulars
1.	Where the firm, individual or corporation required to be registered carries on business as nominee or trustee	The present Christian name and surname, any former name, nationality, and, if that nationality is not the nationality of origin, the nationality of origin, 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; but 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 class shall be sufficient. The business name and address of the firm or person as agent for whom the business is carried on; but 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.
2.	Where the firm, individual or corporation required to be registered carries on business as general agent for any foreign firm	