



TURKS AND CAICOS ISLANDS

CHAPTER 17.01

**BUSINESS NAMES
(REGISTRATION) ORDINANCE**

Revised Edition
showing the law as at 31 August 2009

This is a revised edition of the law, prepared by the Law Revision Commissioner under the authority of the Revised Edition of the Laws Ordinance 1997.

This edition contains a consolidation of the following laws—

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CHAPTER 17.01

BUSINESS NAMES (REGISTRATION) ORDINANCE

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CHAPTER 17.01

BUSINESS NAMES (REGISTRATION) ORDINANCE

(Ordinances 2 of 1952, 8 of 1997, 5 of 2004 and 16 of 2007)

AN ORDINANCE TO PROVIDE FOR THE REGISTRATION OF BUSINESS NAMES.

Commencement

[28 June 1952]

Short title

1. This Ordinance may be cited as the Business Names (Registration) Ordinance.

Interpretation

2. In this Ordinance, unless the context otherwise requires—

“business by way of trade” means any business of selling by wholesale or retail goods or merchandise of any class or description whatsoever at any place, whether such business is carried on at any place exclusive of any other business or in conjunction with, or in addition to, any other business:

Provided that it shall not include—

- (a) the business or occupation of any person either by himself, or a member of his family, his known agents or servants, selling any bread, fresh fish, milk, fruit, vegetables, ground provisions, vegetable roots or other vegetable commodity or any other article of farm agricultural produce of the Islands or ice, or the real worker or workers, maker or makers of goods, wares, or manufacturers of the Islands, selling by themselves or their servants such goods, wares or manufactures of their own making; and
- (b) the business or occupation of any person occupying a stall or stand in any public market established under the Public and Environmental Health Ordinance,

if in any such case the business is not carried on in conjunction with any other business by way of trade;

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

“Commission” means the Turks and Caicos Islands Financial Services Commission established by section 4 of the Financial Services Commission Ordinance, 2001 and preserved and continued under the Financial Services Commission Ordinance *(Inserted by Ords. 5 of 2004 and 16 of 2007)*.

“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;

“foreign firm” means any firm, individual, or corporation whose principal place of business is situated outside the Islands;

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

“initials” includes any recognised abbreviation of a Christian or fore name;

“trader” means every individual or firm carrying on business by way of trade in the Islands, and includes a transitory trader;

“transitory trader” includes—

- (a) any person not resident in the Islands;
- (b) any firm none of the members of which is resident in the Islands; and
- (c) any body corporate not registered under the laws of the Islands, carrying on business by way of trade:

Provided that a person who has resided in the Islands continuously for a period of twelve months and upwards immediately prior to commencing to carry on business by way of trade, shall be deemed to be resident therein.

Firms and individuals carrying on business under business name to be registered

3. Subject to the provisions of this Ordinance—

- (a) every firm having a place of business in the Islands 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 or fore names of individual partners or initials of such Christian or fore names;
- (b) every individual having a place of business in the Islands and carrying on business under a business name which does not consist of his true surname without any addition other than his true Christian or fore names or the initials thereof;
- (c) every individual or firm having a place of business in the Islands who or a member of which has, changed his name, except in the case of a woman in consequence of marriage;
- (d) every trader carrying on business by way of trade in the Islands,

shall be registered in the manner directed by this Ordinance:

Provided that—

- (i) where the addition merely indicates that the business is carried on in succession to a former owner of the business, that addition shall not in itself render registration necessary;

- (ii) where two or more individual partners have the same surname, the addition of the letter “s” at the end of the surname shall not of itself render registration necessary;
- (iii) where the business is carried on by a receiver or manager appointed by any court, registration shall not be necessary; and
- (iv) 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.

Nominee of trustee firms, etc

4. Where a firm, individual, or corporation having a place of business in the Islands carries on the business wholly or mainly as a 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 manner provided by this Ordinance, 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 Ordinance:

Provided that where the business is carried on by a receiver or manager appointed by any court, registration under this section shall not be necessary.

Duties of firms or persons who are required to be registered

5. (1) Every firm or person required under this Ordinance to be registered shall make application for registration as in this Ordinance provided and shall furnish by sending by post or delivery to the Registrar at his 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 or fore name and surname; any former Christian or fore 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 or fore name and surname, any former Christian or fore 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 or includes a corporation its corporate name and registered office;

(g) 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.

(3) Every trader shall in addition to the particulars already mentioned furnish to the Registrar the place or places where each and every branch of the business by way of trade is carried on.

Signatories of the statement

6. 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 the secretary thereof, and in the case of a trader being a firm by all the individuals who are partners, and by a director or the secretary of all corporations which are partners:

Provided that in any proceedings between the registered owner or owners of any business by way of trade and any person who having failed to effect registration of his interest in such business as required by this Ordinance claims to be interested in the said business as a partner, owner or co-owner, the particulars registered in accordance with the provisions of this Ordinance shall be conclusive evidence as between such parties of the ownership of the business unless such unregistered person shall establish to the satisfaction of the Court that the omission to register was not due to any default on his part or was occasioned by any inadvertence or mistake and in each case that there was no intention on his part to conceal his interest in the said business.

Time and mode of application for registration and renewal

7. (1) Every application for registration under this Ordinance shall be made not later than fourteen days after the firm or individual commences any business in respect of which registration is required under this Ordinance.

(2) Every registration, and every renewal of registration, shall be effected, and shall remain valid, for a period of three years from the date of the certificate of registration, and shall thereafter in accordance with the provisions of this Ordinance, be renewed from time to time for successive periods, each of three years duration, for so long as the firm or individual is required to be registered under the provisions of this Ordinance.

(3) Every application for registration or for a renewal of registration shall be made to the Registrar in the prescribed form (which shall include the statement and particulars required by the provisions of section 5 of this Ordinance) and shall in each case be accompanied by the prescribed fee. If no such form is prescribed, then any form approved by the Registrar may be used.

(4) Every application for a renewal of registration shall be made at least fourteen days before the expiration of the current period of registration.

(5) Any firm or individual who, within the time provided for in subsection (1), or subsection (4) of this section has made application to the

Registrar for a renewal of registration and whose current registration ceases to be valid while his application is being considered by the Registrar, shall nevertheless be deemed to continue to be registered for all the purposes of this Ordinance pending the decision of the Registrar as to the renewal of the registration.

(6) Save where the contrary is by this section provided, all the provisions of this Ordinance relating to registration shall apply to any application, for and to any grant of, a renewal of registration.

Duties of firms or persons where any change occurs in particulars

8. Whenever a change is made or occurs in any of the particulars registered in respect of any firm or person, and in case of a trader a change shall include the opening of any additional or substituted place of business or branch or the closing, disposal or discontinuance of any registered place of business or branch, such firm or person shall, within fourteen days, after such change, or such longer period as the Registrar, on application being made in any particular case, whether before or after the expiration of such fourteen days, may allow, furnish by sending by post or delivery to the Registrar, a statement in writing in the prescribed form (if any) specifying the nature and date of the change, signed, and where necessary verified, in like manner as the statement required on registration.

Penalties for default as to particulars

9. If any firm or person by this Ordinance 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 Ordinance, every partner in the firm or the person so in default shall be liable on summary conviction to a fine of \$20 for every day during which the default continues, and in default of payment of such fine to imprisonment for three months; 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.

Disability of defaulter to sue on his contracts

10. (1) Where any firm or person by this Ordinance required 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 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 is in default shall not be enforceable by action or other legal proceeding either in the business name or otherwise:

Provided always as follows—

- (a) the default in furnishing the statement of particulars or any change in particulars is expressly raised by the other party to the action or other legal proceeding;

- (b) 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 in respect of 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 Ordinance had been complied with, he would not have entered into the contract;
- (c) nothing herein contained shall prejudice the rights of any other parties as against the defaulter in respect of such contract as aforesaid;
- (d) if any action or proceeding shall be commenced by any other party against the defaulter to enforce the rights of such party in respect of such contract, nothing herein contained shall preclude the defaulter from enforcing in that action or proceeding, by way of counterclaim set-off or otherwise, such rights as he may have against that party in respect of such contract.

(2) In this section the expression “Court” means the Supreme Court or Judge thereof in Chambers:

Provided that, without prejudice to the power of the Supreme Court or Judge thereof to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in the Magistrate's Court, the Magistrate's Court may, as respects that contract, grant such relief as aforesaid.

Penalties for false statements

11. If any statement required to be furnished under this Ordinance contains any matter 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 three months, or to a fine of \$500, and in default of payment of such fine to imprisonment for three months or to both such imprisonment and fine with imprisonment in default. (*Amended by Ord. 8 of 1997*)

Powers of Registrar

12. (1) The Registrar may require any person to furnish to him such particulars as appear necessary to the Registrar for the purpose of ascertaining whether or not such person or the firm of which he is a partner should be registered under this Ordinance, 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 his power to give, or furnishes particulars which are false in any material

particular, he shall, on summary conviction, be liable to imprisonment for three months or to a fine of \$500 and in default of payment of such fine to imprisonment for three months or to both such imprisonment and fine with imprisonment in default. (*Amended by Ord. 8 of 1997*)

(2) If from any information so furnished it appears to the Registrar that any firm or person ought to be registered under this Ordinance, or an alteration ought to be made in the registered particulars, the Registrar may require the firm or person to furnish to him the required particulars within such time as may be allowed by the Registrar, but, where any default under this Ordinance has been discovered from the information acquired under this section, no proceedings under this Ordinance 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 Registrar under this section to furnish particulars to the Registrar.

Duties of Registrar

13. (1) On receiving any application, statement or statutory declaration made in pursuance of this Ordinance by any trader, the Registrar shall cause the same to be filed and shall send by post or deliver to the firm or person registering as many certificates of registration as there are separate places of business or branches mentioned in the application, statement or statutory declaration.

(2) One of the certificates or a certified copy thereof shall be kept exhibited in a conspicuous position at every place of business or branch of the individual or the firm, and if not kept so exhibited, every partner in the firm, or the individual, as the case may be, shall be liable on summary conviction before the Magistrate to a fine of \$500 and in default of payment of such fine to imprisonment for six months. (*Amended by Ord. 8 of 1997*)

Index of registered firms and persons

14. At the register office hereinafter referred to the Registrar shall keep an index of all the firms and persons registered under this Ordinance.

Duty of firm or person which ceases to carry on business

15. (1) If any firm or individual registered under this Ordinance 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 is dead his personal representative, within six months after the business has ceased to be carried on, to send by post or deliver to the Registrar notice that the firm or individual has ceased to carry on business, and if any person whose duty it is to give such notice fails to do so within such time as aforesaid, he shall be liable on summary conviction to a fine of \$500 and in default of payment of such fine to imprisonment for three months. (*Amended by Ord. 8 of 1997*)

(2) On receipt of such a notice as aforesaid 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 Ordinance is not carrying on business he may send to the firm or individual by registered post a notice that, unless an answer is

received to such 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 may remove the firm or individual from the register.

Misleading business names

16. (1) The Registrar shall refuse to register a business name that—

- (a) is, in his opinion, undesirable or misleading;
- (b) is identical with that by which a business or company in existence is already registered or so nearly resembles that name as to be calculated to deceive, except where the business or company in existence is in the course of being dissolved and signifies its consent in such manner as the Registrar requires;
- (c) except with the express written consent of the Commission, contains, whether in English or any other language, the words “assurance”, “bank”, “Building Society”, “Commonwealth”, “co-operative society”, “fidelity”, “friendly society”, “guarantee”, “indemnity”, “insurance”, “re-insurance”, “trust”, “trustee”, “underwriter”, “Chamber of Commerce”, “British”, “royal”, “imperial”, “empire”, “municipal”, “chartered”, any derivatives of any of those words or any other word which in the opinion of the Registrar bears a similar connotation to any word referred to in this paragraph; and
- (d) in the opinion of the Registrar suggests, or is calculated to suggest, the patronage of Her Majesty or of any member of the Royal Family or connection with Her Majesty’s Government or any department thereof in the United Kingdom or elsewhere.

(2) If any business name is registered contrary to subsection (1), the Registrar may cancel the registration.

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

(Inserted by Ord. 8 of 1997 and amended by Ord. 16 of 2007)

The Registrar and office of registration

17. The office of the Commission shall be the office for the registration of firms and individuals under this Ordinance, and the Registrar of Companies shall be the Registrar for the purposes of this Ordinance. *(Amended by Ords. 5 of 2004 and 16 of 2007)*

Inspection of documents filed by the Registrar

18. (1) At any time after the commencement of this Ordinance any person may inspect the documents filed by the Registrar on payment of such fee as may

be prescribed; 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 and there shall be paid for such certificate of registration, certified copy, or extract such fees as may be prescribed. (*Amended by Ord. 8 of 1997*)

(2) A certificate of registration, or a copy of or extract from any statement registered under this Ordinance, if duly certified to be a true copy of such extract under the seal 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.

Governor may make rules

19. The Governor may make rules concerning any of the following matters—

- (a) the fees to be paid to the Registrar for registration or renewal of registration;
- (b) the forms to be used under this Ordinance;
- (c) the duties to be performed by the Registrar under this Ordinance; and
- (d) generally for the conduct and regulation of registration under this Ordinance, and any matters incidental thereto.

(Amended by Ord. 8 of 1997)

Liability of officer of offending corporation

20. 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 liable to a like penalty.

Certificates, etc, exempt from further stamp duty

21. All certificates, certified copies and extracts given by the Registrar under this Ordinance, shall be exempt from further duty under the Stamp Duty Ordinance.

Remuneration for duties performed

22. There shall be paid in respect of the duties performed under this Ordinance such remuneration as the Governor shall appoint.

SCHEDULE*(Section 4)***PARTICULARS ON FIRM**

<i>Description of firm, etc.</i>	<i>The additional particulars.</i>
Where the firm, individual or corporation, required to be registered carries on business as nominee or trustee.	The present Christian or fore 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: <p style="text-align: center;">Provided that 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 the class shall be sufficient.</p>
Where the firm, individual or corporation, required to be registered carries on business as general agent for any foreign firm.	The business name and address of the firm or person as agent for whom the business is carried on: <p style="text-align: center;">Provided that 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.</p>

