
COMPANY AND BUSINESS NAMES ETC BILL 2012

Explanatory Memorandum

1. This Bill, which is promoted by the Treasury, provides for a simplified and unified name approval regime for (a) companies and certain other bodies and (b) persons registering business names.
2. *Clause 1* states the short title of the Bill.
3. *Clause 2* provides for the Bill to commence by appointed day order made by the Treasury.
4. *Clause 3* defines certain expressions used in the Bill.
5. *Clause 4* specifies the persons in respect of which the Bill, if enacted, will apply. These include companies, foundations, limited partnerships and persons registering business names.
6. *Clause 5* states when name approval is required. Essentially, this will be on (a) initial incorporation (or formation or establishment) and (b) change of name.
7. *Clause 6* sets out the application procedure.
8. *Clause 7* provides for the name approval process. A name which contravenes its provisions must not be approved. If a name contains a restricted word or phrase, consultation is required with the person or body specified in regulations as being the consultee in respect of the word or phrase before the name may be approved.
9. *Clause 8* enables conditions attached to name approval to be varied or revoked. Further conditions may also be attached.
10. *Clause 9* allows the name approval authority to direct that a name be changed in certain circumstances.
11. *Clause 10* enables persons considering (a) forming companies etc or registering businesses or (b) changing the name of the body or business to reserve names in advance. The procedure is set out in the clause.
12. *Clause 11* provides an appeal procedure in respect of the decisions of name approval authorities under the Bill.
13. *Clause 12* enables regulations to be made by the Treasury concerning the operation of the Bill's provisions. The regulations require Tynwald approval before they may come into operation.
14. *Clause 13* and *the Schedule* provide for the consequential amendment of enactments.
15. *Clause 14* contains certain savings.

16. The Bill is not expected to have any significant effect on public revenue, expenditure or personnel.
17. In the opinion of the member moving the Bill its provisions are compatible with the Convention rights within the meaning of the Human Rights Act 2001.



Ellan Vannin

COMPANY AND BUSINESS NAMES ETC BILL 2012

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Ellan Vannin

COMPANY AND BUSINESS NAMES ETC BILL 2012

- 1 **A BILL** to make provision about the names of certain bodies and businesses;
 2 and for connected purposes.

BE IT ENACTED by the Queen’s Most Excellent Majesty, by and with the advice and consent of the Council and Keys in Tynwald assembled, and by the authority of the same, as follows:—

3 **PART 1 – INTRODUCTORY**

4 **1 Short title**

5 The short title of this Act is the Company and Business Names etc Act 2012.

6 **2 Commencement**

- 7 (1) This Act (other than *section 1* and this section) comes into operation on
 8 the day appointed by the Treasury and different days may be appointed
 9 for different provisions and different purposes.
- 10 (2) An order under subsection (1) may make transitional and saving
 11 provisions which the Treasury considers necessary or expedient.

12 **3 Interpretation**

13 (1) In this Act —

14 “**appropriate name approval authority**” means —

- 15 (a) in the case of a person in respect of which this Act applies
 16 specified in *section 4(1)(a)*, (c), (e), (f) and (g), the Department of
 17 Economic Development;
- 18 (b) in the case of a person in respect of which this Act applies
 19 specified in *section 4(1)(b)*, the Registrar of Companies appointed
 20 under *section 205 of the Companies Act 2006*¹;

¹ c.13

- (c) in the case of a person in respect of which this Act applies specified in *section 4(1)(d)*, the Registrar of Foundations appointed under *section 46 of the Foundations Act 2011*²;

“**person in respect of which this Act applies**” has the meaning given by *section 4(1)*;

“**prescribed**” means prescribed by regulations made under *section 12*.

- (2) The Treasury may by order amend the definition of “appropriate name approval authority” in subsection (1).
- (3) An order under subsection (2) may not come into operation unless it is approved by Tynwald.

4 Persons in respect of which this Act applies

(1) This Act applies to the following (each a “**person in respect of which this Act applies**”) —

- (a) a company to which the Companies Acts 1931 to 2004 apply, including —
- (i) a company within the meaning of the *Companies Act 1931*³;
 - (ii) an existing company within the meaning of the *Companies Act 1931*;
 - (iii) a company incorporated outside the Island to which *Part XI of the Companies Act 1931* (companies incorporated outside the Island carrying on business within the Island) applies;
 - (iv) a protected cell company within the meaning of the *Protected Cell Companies Act 2004*⁴;
 - (v) an incorporated cell company within the meaning of the *Incorporated Cell Companies Act 2010*⁵ to which the Companies Acts 1931 to 2004 apply;
 - (vi) an incorporated cell within the meaning of the *Incorporated Cell Companies Act 2010* to which the Companies Acts 1931 to 2004 apply; and
 - (vii) a company continued in the Island under *Part 1 of the Companies (Transfer of Domicile) Act 1998*⁶;
- (b) a company to which the *Companies Act 2006* applies, including —
- (i) a company within the meaning of the *Companies Act 2006*;

² c.17

³ XIII p.235

⁴ c.1

⁵ c.13

⁶ c.6



- 1 (ii) a protected cell company within the meaning of the
2 *Companies Act 2006*;
- 3 (iii) an incorporated cell company within the meaning of the
4 *Incorporated Cell Companies Act 2010* to which the *Companies*
5 *Act 2006* applies;
- 6 (iv) an incorporated cell within the meaning of the *Incorporated*
7 *Cell Companies Act 2010* to which the *Companies Act 2006*
8 applies;
- 9 (c) a limited liability company to which the *Limited Liability Companies*
10 *Act 1996*⁷ applies;
- 11 (d) a foundation to which the *Foundations Act 2011* applies;
- 12 (e) a limited partnership to which *Part II of the Partnership Act 1909*⁸
13 applies;
- 14 (f) a society to which the Industrial and Building Societies Acts 1982
15 to 1955 apply;
- 16 (g) a firm or person required to be registered under the Registration
17 of Business Names Acts 1918⁹ and 1954¹⁰.
- 18 (2) The Treasury may by order amend subsection (1) to add persons to or
19 remove persons from the list of persons in respect of which this Act
20 applies.
- 21 (3) An order under subsection (2) may not come into operation unless it is
22 approved by Tynwald.

23 5 When name approval is required

- 24 (1) Subsection (3) applies if an application specified in subsection (2) is made
25 concerning a person in respect of which this Act applies (or who will be
26 or become a person in respect of which this Act applies, if the application
27 specified in subsection (2) is successful).
- 28 (2) The applications referred to in subsection (1) are —
- 29 (a) an application to register a company to which the Companies Acts
30 1931 to 2004 apply by a name on —
- 31 (i) formation as an incorporated company under those Acts;
- 32 (ii) re-registration under *section 16 of the Companies Act 1931*;
- 33 (iii) reconstruction or amalgamation under *section 153 of the*
34 *Companies Act 1931*;
- 35 (iv) takeover or merger under *section 154A of the Companies Act*
36 *1931*;

⁷ c.19

⁸ VIII p.327

⁹ X p.279

¹⁰ XVIII p.373

- 1 (v) establishment of a place of business in the Island for the
2 purposes of *Part XI of the Companies Act 1931*;
- 3 (vi) change of name under the *Companies Act 1931*;
- 4 (vii) continuation under *Part 1 of the Companies (Transfer of*
5 *Domicile) Act 1998*;
- 6 (viii) incorporation as a protected cell company in accordance
7 with the *Protected Cell Companies Act 2004*;
- 8 (ix) incorporation as an incorporated cell company in
9 accordance with the *Incorporated Cell Companies Act 2010*;
- 10 (x) incorporation as an incorporated cell in accordance with
11 the *Incorporated Cell Companies Act 2010*;
- 12 (b) an application to register a company to which the *Companies Act*
13 *2006* applies under a name on —
- 14 (i) incorporation as a company under that Act;
- 15 (ii) incorporation as a protected cell company under Part VII
16 of that Act;
- 17 (iii) re-registration under Part IX of that Act;
- 18 (iv) merger under Part X of that Act;
- 19 (v) consolidation under Part X of that Act;
- 20 (vi) continuation under Part XI of that Act;
- 21 (vii) change of name under that Act;
- 22 (viii) incorporation as an incorporated cell company in
23 accordance with the *Incorporated Cell Companies Act 2010*;
- 24 (ix) incorporation as an incorporated cell in accordance with
25 the *Incorporated Cell Companies Act 2010*;
- 26 (c) an application to register a limited liability company to which the
27 *Limited Liability Companies Act 1996* applies by a name on —
- 28 (i) formation under that Act;
- 29 (ii) change of name under that Act;
- 30 (d) an application to register a foundation to which the *Foundations*
31 *Act 2011* applies with a name on —
- 32 (i) establishment under that Act;
- 33 (ii) change of name under that Act;
- 34 (e) an application to register a limited partnership to which *Part II of*
35 *the Partnership Act 1909* applies by a name on —
- 36 (i) registration under that Act;
- 37 (ii) change of name under that Act;
- 38 (f) an application to register a society to which the Industrial and
39 Building Societies Acts 1982 to 1955 apply under a name on —

- 1 (i) registration under those Acts;
- 2 (ii) change of name under those Acts;
- 3 (g) an application to register the business name of a firm or person to
- 4 which the Registration of Business Names Acts 1918 and 1954
- 5 apply on —
- 6 (i) registration under those Acts;
- 7 (ii) change of name under those Acts.
- 8 (3) In connection with an application referred to in subsection (1), a person
- 9 in respect of which this Act applies may not be registered by, under or
- 10 with a name which has not been approved under this Act.
- 11 (4) Accordingly, an application referred to in subsection (1) must include, or
- 12 be accompanied by, an application for name approval under *section 6*.

13 **6 Application for name approval**

- 14 (1) When an application for name approval is required to be made, it must
- 15 be made to the appropriate name approval authority.
- 16 (2) An application under subsection (1) —
- 17 (a) is to be made by the person required by the appropriate name
- 18 approval authority;
- 19 (b) is to be in such form as is required by the appropriate name
- 20 approval authority; and
- 21 (c) must be accompanied by —
- 22 (i) such documents and information as the appropriate name
- 23 approval authority requires; and
- 24 (ii) the prescribed fee.
- 25 (3) A fee paid under subsection (2) is non-refundable, regardless as to
- 26 whether or not the name is approved.
- 27 (4) Subsections (5) and (6) apply only in respect of companies which are
- 28 required to be registered in the Island under *Part XI of the Companies Act*
- 29 *1931*.
- 30 (5) The first application under subsection (1) in respect of the company must
- 31 be for approval of the name under which the company is registered in its
- 32 jurisdiction of incorporation.
- 33 (6) However, if the application is refused under *section 7*, further application
- 34 may be made for approval of a name which is different to the name
- 35 under which the company is registered in its jurisdiction of
- 36 incorporation.

- 1 **7 Name approval**
- 2 (1) In relation to an application under *section 6*, the appropriate name
- 3 approval authority must —
- 4 (a) approve the name, without conditions;
- 5 (b) approve the name, subject to conditions; or
- 6 (c) refuse the application.
- 7 (2) The appropriate name approval authority must refuse to approve a name
- 8 which contravenes this section.
- 9 (3) A name contravenes this section if —
- 10 (a) its use would contravene an enactment;
- 11 (b) it is identical to the name under which another person in respect
- 12 of which this Act applies is registered;
- 13 (c) it is so similar to the name under which another person in respect
- 14 of which this Act applies is registered that its use would, in the
- 15 opinion of the appropriate name approval authority, be likely to
- 16 confuse or mislead;
- 17 (d) it is identical to name that has been reserved under *section 10*;
- 18 (e) it is so similar to the name that has been reserved under *section 10*
- 19 that the use of both names would, in the opinion of the
- 20 appropriate name approval authority, be likely to confuse or
- 21 mislead;
- 22 (f) it contains a restricted word or phrase, unless the appropriate
- 23 name approval authority has given prior written consent to the
- 24 use of the word or phrase following consultation with each person
- 25 specified in regulations made under *section 12(2)(e)* as being a
- 26 consultee in respect of the word or phrase; or
- 27 (g) the appropriate name approval authority considers that the name
- 28 is undesirable.
- 29 (4) Despite subsection (3)(f), the appropriate name approval authority may
- 30 not give consent if, following the consultation, it considers that in all the
- 31 circumstances the name is undesirable.
- 32 (5) The appropriate name approval authority must —
- 33 (a) give written notice to the applicant of any decision under
- 34 subsection (1) to —
- 35 (i) attach conditions to its approval of the name; or
- 36 (ii) refuse the application; and
- 37 (b) provide the applicant with a statement of the reasons for the
- 38 decision.
- 39 (6) Subsection (7) applies if, during a consultation in accordance with
- 40 subsection (3)(f), a consultee is of the view that the name gives or may

- 1 give a misleading indication of the nature of the activities, or proposed or
2 expected activities, of the person in respect of which this Act applies.
- 3 (7) If an appropriate name approval authority approves a name which
4 contains a restricted word or phrase in the circumstances described in
5 subsection (6), the authority must —
- 6 (a) enter the name on a list, maintained by the authority, of persons
7 in respect of which this Act applies whose names contain
8 restricted words or phrases which give or may give a misleading
9 indication of the nature of their activities;
- 10 (b) make the list available for inspection by the public free of charge
11 in such manner as the authority determines; and
- 12 (c) supply a copy of the list (or an entry on it) to a person requesting
13 it, upon receiving payment of the prescribed fee.
- 14 (8) In subsection (3)(f), “restricted word or phrase” means a word or phrase
15 specified as such in regulations made under *section 12(2)(b)*.
- 16 (9) In subsection (3)(g), “undesirable” means misleading, offensive,
17 inappropriate or in any way likely to be harmful to the public.

18 8 Alteration of conditions

- 19 (1) The appropriate name approval authority may at any time —
- 20 (a) attach conditions or, as the case requires, further conditions to its
21 approval of a name under *section 7*; or
- 22 (b) vary or revoke any such condition.
- 23 (2) The appropriate name approval authority must —
- 24 (a) give written notice to the person in respect of which this Act
25 applies of any decision to vary or revoke a condition under
26 subsection (1); and
- 27 (b) provide the person with a statement of the reasons for the
28 decision.

29 9 Change of name by direction

- 30 (1) An appropriate name approval authority may at any time make a
31 direction under subsection (2) if the authority considers, on reasonable
32 grounds, that the name of a person in respect of which this Act applies
33 contravenes —
- 34 (a) *section 7(3)*; or
- 35 (b) another statutory provision.
- 36 (2) The appropriate name approval authority may by written notice direct
37 that application be made to change its name to a name acceptable to the

- 1 appropriate name approval authority on or before a date specified in the
2 notice, which must be not less than 21 days after the date of the notice.
- 3 (3) A direction under subsection (2) must state the reasons for the direction.
- 4 (4) An application to change the name on or before the date specified in the
5 notice must include, or be accompanied by, an application for name
6 approval under *section 6*.
- 7 (5) If no such application is made, the appropriate name approval authority
8 may revoke the name and assign a new name acceptable to the
9 appropriate name approval authority.
- 10 (6) If the appropriate name approval authority assigns a new name under
11 subsection (5), the appropriate name approval authority must —
- 12 (a) register the change of name; and
- 13 (b) issue a certificate of change of name to the person in respect of
14 which this Act applies.
- 15 (7) A change of the name under this section —
- 16 (a) takes effect from the date of the certificate of change of name;
- 17 (b) does not affect any rights or obligations of the person in respect of
18 which this Act applies, or any legal proceedings by or against the
19 person, and any legal proceedings that have been commenced
20 against the person under a former name may be continued under
21 the new name;
- 22 (c) unless a statutory provision elsewhere provides otherwise, is not
23 to be regarded as an amendment to the constitutional documents
24 of the person; and
- 25 (d) has effect whether or not the name of the person could otherwise
26 be changed but for this section.
- 27 (8) In subsection (7)(c), “constitutional documents” includes —
- 28 (a) a company’s memorandum and articles of association;
- 29 (b) a limited liability company’s articles of organisation;
- 30 (c) a limited partnership’s partnership deed;
- 31 (d) a foundation’s foundation instrument or foundation rules;
- 32 (e) documents and records analogous to those mentioned in
33 paragraphs (a) to (d).
- 34 (9) The Treasury may by order amend subsection (8) to add documents to or
35 remove documents from the list of constitutional documents.
- 36 (10) An order under subsection (9) may not come into operation unless it is
37 approved by Tynwald.

10 Application to reserve name

- 1 (1) This section applies if —
- 2
- 3 (a) a person is considering incorporating, forming or otherwise
- 4 establishing (or intends to incorporate, form or otherwise
- 5 establish) a person who, upon such incorporation, formation or
- 6 establishment, would be a person in respect of which this Act
- 7 applies; or
- 8 (b) a person in respect of which this Act applies is considering or
- 9 intends to change the person's name.
- 10 (2) An application may be made to the appropriate name approval authority
- 11 to reserve a name for future adoption by the person in respect of which
- 12 this Act applies.
- 13 (3) An application under subsection (2) —
- 14 (a) is to be made by the person required by the appropriate name
- 15 approval authority;
- 16 (b) is to be in such form as is required by the appropriate name
- 17 approval authority; and
- 18 (c) must be accompanied by —
- 19 (i) such documents and information as the appropriate name
- 20 approval authority requires; and
- 21 (ii) the prescribed fee.
- 22 (4) A fee paid under subsection (3)(c)(ii) is non-refundable, regardless as to
- 23 whether or not the name is reserved.
- 24 (5) The appropriate name approval authority must either reserve the name
- 25 or refuse to reserve it.
- 26 (6) The appropriate name approval authority must refuse to reserve a name
- 27 if the appropriate name approval authority considers that the name
- 28 would contravene *section 7(3)* in the event that an application under
- 29 *section 6* were made.
- 30 (7) If the name contains a restricted word or phrase (see *section 7(8)*), the
- 31 appropriate name approval authority must consult in the manner
- 32 required by *section 7(3)(f)*.
- 33 (8) The appropriate name approval authority must —
- 34 (a) give written notice to the applicant of any decision under
- 35 subsection (5) to refuse the application; and
- 36 (b) provide the applicant with a statement of the reasons for the
- 37 decision.
- 38 (9) Reservation under this section is for a period of 3 months.
- 39 (10) However, further applications under subsection (2) may be made to
- 40 reserve the name for further periods of 3 months.

- 1 (11) Reservation under this section does not affect the powers of the
2 appropriate name approval authority under *sections 6 to 8*.
- 3 (12) In particular, the appropriate name approval authority may attach
4 conditions to its approval of a name at the time application is made
5 under *section 6* or at any time after that.

6 **11 Appeals**

- 7 (1) A person specified in subsection (2) may appeal to the High Court, in
8 accordance with rules of court, in the circumstances specified in
9 subsection (3).
- 10 (2) The persons are —
- 11 (a) a person who has made an application under *section 6*;
- 12 (b) a person who has made an application under *section 10*;
- 13 (c) a person in respect of which this Act applies.
- 14 (3) The circumstances are that the person is aggrieved by a decision of the
15 appropriate name approval authority to —
- 16 (a) approve the name subject to conditions (see *section 7(1)(b)*);
- 17 (b) refuse to approve the name (see *section 7(1)(c)*);
- 18 (c) make a name approval subject to conditions or further conditions
19 (see *section 8(1)(a)*); or
- 20 (d) vary or revoke a condition (see *section 8(1)(b)*);
- 21 (e) make a direction to change name (see *section 9(2)*);
- 22 (f) assign a new name (see *section 9(5)*); or
- 23 (g) refuse to reserve a name (see *section 10(5)*).
- 24 (4) On the determination of the appeal the Court must confirm, vary or
25 revoke the decision in question.
- 26 (5) The variation or revocation of a decision does not affect the previous
27 operation of that decision or anything duly done or suffered under it.
- 28 (6) A decision of the Court on an appeal under this section is binding on the
29 appropriate name approval authority and the appellant.
- 30 (7) The Treasury may by order amend subsections (2) and (3) to —
- 31 (a) add persons to or remove persons from the list of persons in
32 subsection (2); or
- 33 (b) add circumstances to or remove circumstances from the list of
34 circumstances in subsection (3).
- 35 (8) An order under subsection (7) may not come into operation unless it is
36 approved by Tynwald.

12 Regulations

- 1 (1) The Treasury may make regulations about the operation of any provision
2 of this Act.
3
- 4 (2) Without limiting subsection (1), the regulations may —
5 (a) specify persons who may make applications under *sections 6 and*
6 *10*;
7 (b) specify restricted words and phrases for the purposes of *section*
8 *7(3)(f)*;
9 (c) prescribe fees for the purposes of *sections 6, 7 and 10*;
10 (d) specify times when applications under *sections 6 and 10* are to be
11 made and determined;
12 (e) specify persons as consultees for the purposes of *section 7(3)(f)*;
13 (f) modify a provision of an enactment which is inconsistent with a
14 provision of this Act, or which is unnecessary or requires
15 modification as a consequence of a provision of this Act;
16 (g) permit a person to exercise a discretion in dealing with any
17 matter;
18 (h) exempt a person (or class or persons) from any of the provisions
19 of this Act;
20 (i) modify the application of this Act in respect of a person (or class
21 or persons);
22 (j) make incidental, supplemental, consequential, transitional or
23 saving provisions.
- 24 (3) Regulations must be laid before Tynwald as soon as practicable after
25 they are made if the regulations do no more than —
26 (a) specify restricted words and phrases for the purposes of *section*
27 *7(3)(f)*; or
28 (b) prescribe fees for the purposes of *sections 6, 7 and 10*.
- 29 (4) Other regulations under this section may not come into operation unless
30 they are approved by Tynwald.
- 31 (5) Nothing in this section limits the application of *section 26 of the*
32 *Interpretation Act 1976*¹¹.

13 Amendments

- 34 (1) The amendments to the enactments specified in the Schedule have effect.
- 35 (2) This section and the Schedule are automatically repealed —
36 (a) on the day after the promulgation of this Act; or

¹¹ c.20

1 (b) if all the provisions of this Act are not in operation on its
2 promulgation, on the day after the last provision is brought into
3 operation.

4 (3) However, the repeal does not affect the continuing operation of any
5 amendments to enactments made by this section and the Schedule.

6 **14 Savings**

7 (1) This Act is additional to and its provisions do not derogate from
8 provisions contained in other enactments pertaining to the names of
9 persons in respect of which this Act applies.

10 (2) This Act applies in relation to applications referred to in *section 5(1)*
11 occurring after *section 5* comes into operation.

12 (3) However, *sections 8 and 9* also have effect in respect of the names of
13 persons in respect of which this Act applies which were approved prior
14 to the commencement of those sections.

1

SCHEDULE

2

[Section 13]

3

AMENDMENT OF ENACTMENTS

4

1 Industrial and Building Societies Act 1892

5

(1) The *Industrial and Building Societies Act 1892*¹² is amended as follows.

6

(2) For *section 9(3)* substitute —

7

“(3) The *Company and Business Names etc Act 2012* has effect in respect of the names of societies and companies registered under this Part.

8

9

10

(3A) The requirements of that Act are additional to the requirements of this Act.”.

11

12

2 Partnership Act 1909

13

(1) The *Partnership Act 1909*¹³ is amended as follows.

14

(2) For *section 50A* substitute —

15

“50A Requirement for name approval

16

(1) The *Company and Business Names etc Act 2012* has effect in respect of the names of limited partnerships registered under this Part.

17

18

(2) The requirements of that Act are additional to the requirements of this Part.”.

19

20

(3) In *section 51(1)(a)*, after “the firm name” insert “(such a change being subject to compliance with the requirements of the *Company and Business Names etc Act 2012*”.

21

22

23

(4) Consequent upon the substitution in sub-paragraph (2), *section 25 of the Companies etc (Amendment) Act 2003*¹⁴ is repealed.

24

25

3 Registration of Business Names Act 1918

26

(1) The *Registration of Business Names Act 1918*¹⁵ is amended as follows.

27

(2) In *section 5(1)(a)*, after “The business name” insert “(which must comply with the requirements of the *Company and Business Names etc Act 2012*”.

28

29

(3) For *section 16* substitute —

¹² VI p.405¹³ VIII p.327¹⁴ c.16¹⁵ X p.279

“16 Requirement for name approval

- (1) The *Company and Business Names etc Act 2012* has effect in respect of business names registered under this Act.
- (2) The requirements of that Act are additional to the requirements of this Act.”.
- (4) Consequent upon the substitution in sub-paragraph (3), *section 24 of the Companies, etc. (Amendment) Act 2003* is repealed.

4 Companies Act 1931

- (1) The *Companies Act 1931*¹⁶ is amended as follows.
- (2) For *section 17* substitute —

“17 Requirement for name approval

- (1) The *Company and Business Names etc Act 2012* has effect in respect of the names of companies registered under this Act.
- (2) The requirements of that Act are additional to the requirements of this Act.”.
- (3) In *section 19(1)*, for “signified in writing” substitute “given in accordance with the *Company and Business Names etc Act 2012*”.
- (4) *Section 19(2) to (2B)* is repealed.
- (5) For *section 313A(1) to (3)* substitute —
 - “(1) The *Company and Business Names etc Act 2012* has effect in respect of the name of an overseas company which is required to be registered under this Part.
 - (2) An overseas company may not be registered under this Part by its corporate name (the name under which it is registered in its jurisdiction of incorporation) if —
 - (a) its corporate name contravenes *section 7(3) of the Company and Business Names etc Act 2012*; or
 - (b) an application under *section 6* of that Act for the approval of its corporate name is otherwise refused.
 - (3) If subsection (2) precludes an overseas company from being registered by its corporate name —
 - (a) the company may be registered under this Part by a name which is different to its corporate name (subject to complying with the requirements of the *Company and Business Names etc Act 2012*); and

¹⁶ XIII p.235

- 1 (b) the company may only carry on business in the Island
2 under the name by which it is registered under this Part.”.
- 3 (6) In *section 313A(4)*, for “registered under subsection (3)” substitute
4 “registered under this Part”.
- 5 (7) For *section 313A(5)* substitute —
6 “(5) Nothing in this section invalidates a transaction entered into by an
7 oversea company.”.
- 8 (8) *Section 313A(6)* is repealed.
- 9 (9) In *section 313A(7)*, for “contravenes subsection (5)” substitute
10 “contravenes subsection (3)(b)”.
- 11 (10) Consequent upon the substitution in sub-paragraph (2), *section 1 of the*
12 *Companies, etc. (Amendment) Act 2003* is repealed.
- 13 (11) Consequent upon the repeal in sub-paragraph (4), *section 1 of the*
14 *Companies Act 1968*¹⁷ is repealed.

15 **5 Industrial and Building Societies (Amendment) Act 1955**

- 16 (1) The *Industrial and Building Societies (Amendment) Act 1955*¹⁸ is amended as
17 follows.
- 18 (2) For *section 1(1)* substitute —
19 “(1) The *Company and Business Names etc Act 2012* has effect in respect
20 of the names of societies and companies registered under the
21 Industrial and Building Societies Acts 1892 to 1955.
22 (1A) The requirements of that Act are additional to the requirements of
23 those Acts.”.

24 **6 Limited Liability Companies Act 1996**

- 25 (1) The *Limited Liability Companies Act 1996*¹⁹ is amended as follows.
- 26 (2) For *section 3(3) and (4)* substitute —
27 “(3) The *Company and Business Names etc Act 2012* has effect in respect
28 of the names of limited liability companies which are formed
29 under this Act.
30 (4) The requirements of that Act are additional to the requirements of
31 this Act.”.
- 32 (3) *Section 3(5) to (7)* is repealed.

¹⁷ XX p.413

¹⁸ XVIII p.614

¹⁹ c.19

- 1 (4) In *section 7(6)*, after “subsection (5)” insert “, and subject to compliance
2 with the requirements of the *Company and Business Names etc Act 2012*,”.

3 7 Companies Act 2006

- 4 (1) The *Companies Act 2006*²⁰ is amended as follows.

- 5 (2) For *section 12* substitute —

6 “12 Requirement for name approval

7 (1) The *Company and Business Names etc Act 2012* has effect in respect
8 of the names of companies registered under this Act.

9 (2) The requirements of that Act are additional to the requirements of
10 this Act.”.

- 11 (3) In *section 14(1)*, after “Subject to its articles” insert “and subject also to
12 compliance with the requirements of the *Company and Business Names etc*
13 *Act 2012*”.

- 14 (4) In *section 14(3)*, for “under section 12” substitute “in accordance with the
15 *Company and Business Names etc Act 2012*”.

- 16 (5) Sections 15 to 18 are repealed.

17 8 Foundations Act 2011

- 18 (1) The *Foundations Act 2011*²¹ is amended as follows.

- 19 (2) For *section 6(2) and (3)*, substitute —

20 “(2) The *Company and Business Names etc Act 2012* has effect in respect
21 of the names of foundations established under this Act.

22 (3) The requirements of that Act are additional to the requirements of
23 this Act.”.

- 24 (3) In *section 6(6)*, for “must not contravene subsection (2)” substitute “must
25 be approved in accordance with the *Company and Business Names etc Act*
26 *2012*”.

- 27 (4) *Section 6(7) to (9)* is repealed.

- 28 (5) In *section 32(1)(a)*, for “contravenes section 6(2)” substitute “contravenes
29 the requirements of the *Company and Business Names etc Act 2012*”.

- 30 (6) In *section 32(4)(a)*, for “does not contravene section 6(2)” substitute “does
31 not contravene the requirements of the *Company and Business Names etc Act*
32 *2012*”.

20 c.13

21 c.17

IN THE KEYS

COMPANY AND BUSINESS NAMES ETC BILL 2012

A **BILL** to make provision
about the names of certain
bodies and businesses; and for
connected purposes.

Approved by the Council of Ministers
for introduction in the House of Keys.

MR HENDERSON

MAY 2012