

REGISTRATION OF BUSINESS NAMES ACT, 1962 (ACT 151)

As amended by

REGISTRATION OF BUSINESS NAMES (AMENDMENT) DECREE, 1974 (NRCD 293)1.

ARRANGEMENT OF SECTIONS

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THE HUNDRED AND FIFTY-FIRST

ACT

OF THE PARLIAMENT OF THE REPUBLIC OF GHANA

ENTITLED

REGISTRATION OF BUSINESS NAMES ACT, 1962

AN ACT to consolidate with amendments the law relating to the registration of business names.

DATE OF ASSENT: 20th November, 1962

BE IT ENACTED by the President and the National Assembly in this present Parliament assembled as follows:—

Section 1—Persons to be Registered.

(1) Subject to the provisions of subsection (2) of this section, there shall be registered in accordance with the provisions of this Act the following persons, that is to say,

- (a) every individual having a place of business in Ghana who,
 - (i) carries on business under a business name which does not consist of his true surname without any addition other than his true first names or the initials thereof; or
 - (ii) has either before or after the commencement of this Act changed his name, except in the case of a woman in consequence of marriage;
- (b) every company carrying on business in Ghana under a business name which does not consist of its corporate name without any addition.

(2) Registration shall not be necessary,

- (a) where the addition referred to in subsection (1) of this section merely indicates that the business is carried on in succession to a former owner of the business;
- (b) where the business is carried on by a receiver or manager appointed by a court of competent jurisdiction.

Section 2—Manner and Particulars of Registration.

Every person required under this Act to be registered, shall furnish to the Registrar at his office a statement in writing in the prescribed form containing the following particulars, that is to say,

- (a) the business name;
- (b) the general nature of the business;
- (c) the principal place of the business;
- (d) all other places at which the business is carried on;
- (e) where the registration to be effected is that of an individual,
 - (i) his present first name and surname;
 - (ii) his nationality and, if that nationality is not the nationality of origin, his nationality of origin;
 - (iii) his usual residence and other business occupation, if any; and
 - (iv) whether he is under the age of twenty-one years at the date of furnishing the statement and, if so, his date of birth;
- (f) where the registration to be effected is that of a company, its corporate name and registered office;
- (g) the date of the commencement of the business.

Section 3—Statement to be Given by Person Registering.

The statement mentioned in section 2 of this Act shall be signed,

- (a) in the case of an individual, by the individual; and
- (b) in the case of a company, by a director or secretary thereof.

Section 4—Time for Registration.

The particulars referred to in section 2 of this Act shall be furnished within fourteen days after such person commences the business in respect of which registration is required.

Section 5—Refusal to Register and Cancellation of Registration.

- (1) The Registrar shall refuse to register the business name of any person if he has reason to believe that the business carried on or about to be carried on by that person is unlawful.
- (2) The Registrar may refuse to register the business name of any person if, in his opinion, such name is calculated to lead to the belief that the general nature of the business is other than that specified in the written statement furnished under section 2 of this Act, or is in any other respect misleading or undesirable.
- (3) Any person aggrieved by the refusal of the Registrar to register a business name under subsection (1) or (2) of this section, may, within twenty-one days of the receipt of a notification from the Registrar informing him of the refusal and the grounds therefor, appeal to the High Court whose decision thereon shall be final.
- (4) Where a business name registered under this Act is subsequently found to be misleading or undesirable by reason of a change in the nature of the business carried on, the Registrar may notify the person responsible for the registration of his intention to cancel the registration.
- (5) At the expiration of twenty-one days from the date of such notice or such longer period as the Registrar may allow, the Registrar shall cancel such registration unless within that time that person has lodged an appeal to the High Court against the Registrar's decision; and the decision of the High Court on any such appeal shall be final.

Section 5A—Annual Renewal of Registration.

- (1) Once in every year an individual or company registered under this Act shall deliver to the Registrar for registration a renewal notice in the prescribed form renewing the registration.
- (2) Without prejudice to any other liability prescribed by this Act, any registration which is not renewed in accordance with this section shall be deemed to have lapsed and the Registrar may remove from the register the business name of any person whose registration has so lapsed after the expiration of the period prescribed for such renewal.
- (3) In the case of every person registered between the 1st day of January and the 30th day of June in any year the renewal notice shall be delivered for registration within 28 days after the 1st day of January each year; and in the case of every person registered between the 1st day of July and the 31st day of December in any year the renewal notice shall be delivered for registration within 28 days after the 1st day of July each year.

(4) The provisions of section 5 of this Act shall apply to a renewal of registration as it applies to a first registration.

(5) There shall be paid for each renewal of registration such fee as may be prescribed. [As Inserted by Registration of Business Names (Amendment) Decree, 1974 (NRCD 293) s. 1].

Section 6—Changes in Particulars Registered.

(1) Whenever a change is made or occurs in any of the particulars registered under this Act in respect of any person, that person shall notify the change to the Registrar in writing signed as provided in section 3 of this Act.

(2) The change shall be notified within twenty-eight days after it is made or occurs.

Section 7—Penalty for Default in Registration.

If any person fails to comply with any of the provisions of the foregoing sections that person, and in the case of a company, every director thereof, shall be liable to a fine of five pounds for every day during which the default continues; and the High Court shall order a statement of the required particulars to be furnished to the Registrar within such time as may be specified in the order.

Section 8—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, he shall on conviction be liable to a fine not exceeding fifty pounds or to imprisonment for a term not exceeding six months or to both such fine and imprisonment.

Section 9—Issue of Certificate of Registration.

(1) Every statement furnished under this Act shall be filed by the Registrar who shall deliver a certificate of the registration thereof to the person registering.

(2) The certificate or a certified copy thereof shall be kept exhibited in a conspicuous position at the principal place of business of that person, and if not so kept exhibited, that person, and in the case of a company, every director thereof, shall be liable to a fine not exceeding twenty pounds.

Section 10—Removal of Name Upon Cessation of Business.

(1) If any person registered under this Act ceases to carry on business, it shall be the duty,
(a) in the case of an individual, of the individual, or if he is dead, his personal representative, or
(b) in the case of a company, of the persons who were directors in the company at the time when it ceased to carry on business and any liquidator thereof,

within three months after the business has ceased to be carried on, to send by post or deliver to the Registrar a notice stating that that person has ceased to carry on business; and if any person whose duty it is to give such notice fails to do so within that time he shall be liable to a fine of five pounds.

(2) On receipt of such a notice, the Registrar may remove the business name of the person from the register.

(3) Where the Registrar has reasonable cause to believe that any person registered under this Act is not carrying on business, he may send to that person by registered post a notice that, unless an answer is received to such notice within one month from the date thereof, the business name of that person may be removed from the register.

(4) If the Registrar either receives an answer from the person to the effect that he is not carrying on business or does not within one month after sending the notice receive an answer, the Registrar may remove his business name from the register.

Section 11—Duty to Furnish Particulars to Registrar.

(1) The Registrar may require any person to furnish him with such particulars as appear to him necessary for the purpose of ascertaining whether or not such person should be registered under this Act or an alteration made in the registered particulars; and may also, in the case of a company, require a director, the secretary or any other officer of the company performing the duties of secretary to furnish such particulars.

(2) If any person when so required under the preceding subsection 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 conviction be liable to a fine not exceeding fifty pounds or to imprisonment for a term not exceeding six months or to both such fine and imprisonment.

(3) If, from any information so furnished it appears to the Registrar that any person ought to be registered under this Act or an alteration made in the registered particulars, he may require that person to furnish him with the required particulars within such time as may be allowed by him; but where any default under this Act has been discovered from the information required 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 such person is required by the Registrar under this section to furnish him with particulars.

Section 12—Searches.

The Registrar shall allow searches to be made at all reasonable times in any register book, register or file of registered documents in his possession.

Section 13—Copies of Entries in Registers.

(1) The Registrar shall, upon request, give a certified copy of an entry in any register book or register, or any filed document.

(2) Every such certified copy shall be received in evidence, without any further or other proof in all legal proceedings.

Section 14—Publication of True Names.

(1) Every person required by this Act to be registered shall, in all trade circulars and business letters issued or sent by that person to any other person, have written or printed in legible characters on such circulars and letters the following particulars, that is to say,

(a) in the case of an individual, his present first name or the initials thereof and present surname and any first name or surname; and

(b) in the case of a company, the present first names and surname and any former first or surname of every director.

(2) If any person fails to comply with the provisions of this section that person, and in the case of a company, every director thereof, shall be liable to a fine of ten pounds.

Section 15—Disability of Persons in Default.

Where any person required to furnish a statement of particulars or of any change in particulars makes default in so doing, the rights of such 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 of which particulars were required at any time while he is in default, shall not be enforceable by action or other legal proceedings either in the business name or otherwise:

Provided that,

(a) the defaulter may apply to the High Court for relief against the disability imposed by this section, and the High 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 contract and on such conditions as the High Court may impose;

(b) nothing herein contained 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 is 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 counter-claim, set-off or otherwise, such rights as he may have against that party in respect of such contract.

Section 16—Regulations.

The Minister may, by legislative instrument, make Regulations,

(a) for the appointment of Registrars and for the direction and guidance of Registrars and of all persons acting under them;

(b) prescribing the forms to be used for the purposes of this Act;

(c) prescribing the fees to be taken by the officers by or before whom the acts for which the fees are payable are done; and

(d) generally for the better carrying out of the purpose of this Act.

Section 17—Interpretation.

In this Act, unless the context otherwise requires,

"business" includes profession;

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

"company" includes any company or corporation incorporated in Ghana or elsewhere and a company carrying on business in partnership with any other person;

"director" includes any person, by whatever name called, who is appointed to direct and administer the business of the company, or holds himself out, or knowingly allows himself to be held out as a director of the company, or on whose directions or instructions the only appointed directors of the company are accustomed to act;

"first name" includes any forename, and when used with surname includes any other name;

"initials" include any recognised abbreviation of a first or other name;

"Minister" means the Minister responsible for Justice;

"prescribed" means prescribed by Regulations made under section 16 of this Act;

"Registrar" means the person appointed in accordance with this Act as Registrar, whether generally or for any particular place.

Section 18—Repeal and Saving.

(1) The Registration of Business Names Ordinance (Cap. 177), the Registration of Business Names (Amendment) Ordinance, 1957 (No. 28 of 1957), and Part II of the Companies and Registration of Business Names (Amendment) Act, 1959 (No. 25 of 1959) are hereby repealed.

(2) Without prejudice to the general effect of the Interpretation Act, 1960 (CA 4) as to repeals, every regulation or registration made under an enactment repealed by this Act and in force immediately before the commencement of this Act shall continue in force as if made under the corresponding provision of this Act.

Section 19—Exclusion of Partnerships.

The provisions of this Act shall not apply to any partnership registered under the Incorporated Private Partnerships Act, 1962 (Act 152).

Section 19A—Transitional Provision.

In the case of persons who immediately before the commencement of this Decree were registered under the Act between 1st of July and 31st December, the first renewal shall be effected within 28 days after the commencement of this Decree. [Inserted and to be cited as Registration of Business Names (Amendment) Decree, 1974 (NRCD 293) s. 2]

Section 20—Commencement.

This Act shall be deemed to have come into operation at the same time as the Incorporated Private Partnerships Act, 1962 (Act 152).