



PRACTICE NOTE

PN16/2021

Date: 18 August 2021

Registration of Business Names Acts 1918 & 1954

Registration and Continuance of Business Names.

Introduction

This practice note has been updated following the introduction of the Registration of Business Names (Amendment) Act 2020. The amendment addressed a *lacuna* in the original Act, which did not provide a requirement for registration by a company to which the *Companies Act 2006* applies.

This practice note sets out the policies operated by the Department for Enterprise in relation to the submission of business name documents and the calculation of filing fees. It is intended as a general guide only and must be read in conjunction with the relevant legislation. It does not have any binding force and does not affect any right of appeal. The exercise of these powers is delegated to the Companies Registrar.

Any person requiring further information on this Practice Note should contact the Companies Registry.

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The documents relating to any Business Name registered at the Companies Registry are deemed a public record. As such, subject to the current fees applicable, the file can be inspected and copies taken from it by members of the public.

1. THE PURPOSE OF REGISTRATION

Registration provides a public record of businesses carried on under names other than those of the proprietor(s). Registration relates to the NAME of the business only. It does not imply that the business has the authority, permission or expertise to trade in its particular field. Registration of the Business Name does not imply that the name will be acceptable as a company name at a later date.

2. REQUIREMENTS FOR REGISTRATION

Whenever a business trades in the Isle of Man in a name other than the name(s) of the proprietor(s) the Business Name must be registered.

Therefore, registration is required if:

- (i) a person uses a name that is in any way different from his own true name (true name means the surname only or the surname with the addition of his forenames or their initials) or
- (ii) a firm (partnership) uses a name that is in any way different from the true names of all the partners or
- (iii) a company, as defined in Section 3(d) of the Act, uses a name that is in any way different from its full corporate name or
- (iv) a person acts as agent on behalf of another person or company.

Registration is NOT required when business is carried on by a trustee in bankruptcy or by a receiver or manager appointed by a Court.

3. SEEKING NAME APPROVAL

Before registration can take place, the chosen name must be approved. Most applicants simply submit the completed registration form together with the filing fee. If the name is refused the fee will be refunded or transferred to another document upon request.

Alternatively a letter or e-mail requesting name approval may be submitted. There is no fee required to request name approval. Once name approval is confirmed, the name is reserved for three months.

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| <p>We would advise that it is wiser to seek approval for your chosen Business Name before you spend money on stationery or advertising for a name that is subsequently refused.</p> |
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4. UNDESIRABLE BUSINESS NAMES

Under the Registration of Business Names Act 1918 (as amended), the Department has the power to refuse the registration of a name that in its opinion is undesirable, or to attach conditions to the use of a Business Name or to direct a Business Name to be changed within six weeks.

As a general guide the following reasons may be given for refusal of a Business Name.

- (a) The name is misleading. For example it may suggest that a small company is trading on a wider scale.
- (b) It suggests a connection with the Crown, the Royal Family or implies their patronage.
- (c) It suggests a connection to, or sponsorship by, the Manx Government (including its departments), a local authority, a society or body incorporated by Royal Charter or statute, or any other foreign government
- (d) It includes the term 'Building Society'
- (e) It includes or implies the word British Commonwealth, Keys, Tynwald, Bank, Cooperative, Incorporated, Limited, Public, Corporation, Trust or Investment.
- (f) The name is offensive or may be interpreted as such.

No check is made of Trade Mark or business registers in other jurisdictions. Therefore, applicants should satisfy themselves that their chosen Business Name does not lead to conflict with a name that has already been established elsewhere. You should also check local phone books and any relevant trade journals or magazines, to see if any other business is already using the name. If it is, you could face legal difficulties.

If you think that approval may not be granted for the name you have chosen, it may be useful for you to include some additional information supporting your request when you make your application.

If the proposed name is still refused, you have the right to appeal to Court against the Department's decision. The appeal must be submitted on Form RBN6 and must be lodged within 21 days of the refusal. If you have been directed to change the Business Name, you also have the right of appeal to Court within six weeks, If you do not change the Business Name nor lodge an appeal, the Department may change the Business name on the register to a name that is not undesirable.

5. HOW TO REGISTER A BUSINESS NAME

There are three main types of application forms to register a Business Name:-

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| RBN1 | Application by an individual |
| RBN1A | Application by a partnership of two or more individuals or companies |
| RBN1B | Application by a corporate body |

The form should be completed carefully and legibly. If possible include a contact telephone number. The form should then be sent to the Companies Registry along with the registration fee of **£50.00**.

All forms can be obtained from Companies Registry or downloaded from the website <https://www.gov.im/categories/business-and-industries/companies-registry/> .

You can only register the Business Name once you have commenced business and you should apply for registration within one month of commencing business.

Once processed, a Certificate of Registration will be issued showing the Business Name, place of business and date of registration.

6. REQUIREMENTS FOR PRINTED STATIONERY UPON REGISTRATION

All stationery of any sort which bears the Business Name must state the forename(s), or initials, surnames, or full corporate names of all the proprietors.

7. CHANGES IN PARTICULARS

If any details relating to the Business Name change, you must notify the Companies Registry on the appropriate form within 14 days of the change. Changes include changes in the name or address of the business itself or in the names or addresses of the owners of the Business Name. There is no fee payable if you inform us of the change within 14 days but a penalty payment of **£15.00** is payable if you notify us after that time.

The types of change in particulars forms are:-

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| RBN3 | For a registration by an individual |
| RBN3A | For a registration by a partnership |
| RBN3B | For a registration by a corporate body |

A Certificate of Registration of Change in Particulars is issued each time our records are amended.

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| Failure to update the public record may result in the removal of the Business Name from the register. |
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8. CHANGE OF OWNERSHIP

In order to transfer ownership of a business name which is registered in the name of one person, or as a trading name for a Limited Company, the name must be formally ceased and immediately re-registered by the new owner. A new number and certificate will then be issued to the new owner.

If the Business is registered as a partnership two or more partners must be registered at all times. Partners may be appointed and resigned without ceasing the Business Name in the manner described above.

9. Annual Declaration (Form ADB)

WARNING - Do not confuse this Annual Declaration with any other form of annual or periodic return or statement, such as a tax or VAT return, which you are obliged to submit to any other Government Department.

From the 1st January 2009 every business that has registered a business name is required to file an annual declaration in the Companies Registry confirming they continue to trade and that there have been no changes to the particulars required to be delivered to the Department. The declaration should be filed each year on the anniversary of the name being registered. There is no registration fee.

If the annual declaration is not filed within six months after the anniversary of the registration of the business name the Department is required by the Acts to put a notice on the file that the firm or person does not comply with the provisions of the Act.

NOTE - Failure to file the annual declaration can result in the name being ceased. This can have serious financial and legal implications.

10. BUSINESS NAMES WHICH ARE NO LONGER REQUIRED

If a Business Name ceases trading, the Companies Registry should be notified within 3 months by submitting Form RBN 14, which needs to be signed by either the sole proprietor, or on behalf of the sole limited company or by ALL the partners if it is registered as a partnership. There is no fee payable.

The Department has the power to remove a Business Name from the register if it believes that it is not carrying on business. We will send a recorded delivery letter to the place of business as listed in our records, and if no reply is received within one month, the Business Name will be removed from the register.

12. Further information

Our staff will willingly answer general queries by telephone or e-mail but cannot give legal advice. If you require such advice you should consult an Advocate. The telephone number for the Companies Registry is: 01624 689389 and the e-mail address is: companies@gov.im

Statutory forms and practice notes are available free of charge from the website: www.gov.im/categories/business-and-industries/companies-registry .

A list of licenced TCSP providers is available on the Isle of Man Financial Supervision Authority website at <https://www.iomfsa.im/register-search/>.

Details of Isle of Man Advocates are available from the Isle of Man Law Society at:

Tel: +44 (0)1624 662910

E-mail: enquiries@iomlawsociety.co.im

Website: www.iomlawsociety.co.im _

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