

CHAPTER 168

REGISTRATION OF BUSINESS NAMES

A Decree to provide for the Registration of Business Names

9 of 1949,
G.N.
185 of 1949.

[1ST NOVEMBER, 1949.]

1. This Decree may be cited as the Registration of Business Names Decree. Short title.

2.—(1) In this Decree, unless the context otherwise requires— Interpreta-
tion.

"business" includes profession;

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

"Christian name" includes any forename;

"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;

"individual" means a natural person and shall not include a corporation;

"initials" includes any recognised abbreviation of a Christian name;

"showcards" means cards containing or exhibiting articles dealt with, or samples or representations thereof.

(2) In the case of a peer or person usually known by a British title different from his surname, the title by which he is known shall be substituted in this Decree for his surname.

(3) References in this Decree 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.

(4) References in this Decree 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 British title different from his surname, the adoption of or succession to the title.

(5) References in this Decree to the secretary of a corporation shall include the person managing in the Protectorate the business of a corporation incorporated outside the Protectorate.

3.—(1) The British Resident may appoint a Registrar, and such Deputy Registrars as may from time to time be required for the purposes of this Decree.

Registrar
and deputies.

(2) Every Deputy Registrar may, subject to the directions of the Registrar, perform any act or discharge any duty which the Registrar may lawfully do or is required by this Decree to do, and for such purpose shall have all the powers, privileges and authority of the Registrar.

Firms and persons to be registered.

4. Subject to the provisions of this Decree—

- (a) every firm having a place of business in the Protectorate 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 the Protectorate and carrying on business under a business name which does not consist of his true surname without any addition other than his true Christian names or the initials thereof;
- (c) every individual or firm having a place of business in the Protectorate, who, or a member of which, has either before or after the 1st November, 1949, changed his name, except in the case of a woman in consequence of marriage;

shall be registered in the manner directed by this Decree:

Provided that—

- (i) 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; and
- (ii) where the business is carried on by a receiver, manager or trustee appointed by any court, registration shall not be necessary; and
- (iii) 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;

Provided further that the British Resident may, by order published in the *Gazette*, exempt from the requirement to be registered under this section firms and individuals carrying on such class of business as may be specified in the order.

Registration by nominee, etc.

5. Where a firm, individual or corporation having a place of business within the Protectorate carries on the business wholly or mainly as nominee or trustee of or for another person, or other persons, or another corporation, the first-mentioned firm, individual or corporation shall be registered in the manner directed by this Decree, 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:

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

Provided further that the British Resident may, by order published in the *Gazette*, exempt from the requirement to be registered under this section firms and individuals carrying on such class of business as may be specified in the order.

6.—(1) Every firm or person required under this Decree 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—

Manner and particulars of registration.

- (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, the age, the sex, 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, the age, the sex, 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) in any case in which the Registrar shall so require in respect of an individual mentioned in paragraph (d) or paragraph (e) of this subsection, all or any of the following additional particulars, that is to say, the names of the father and grandfather, and the name of the tribe, of the individual;
- (h) if the business is commenced after the 1st November, 1949, the date of the commencement of the business;
- (i) where the registration to be effected is that of a firm, the name of every person empowered to operate the firm's bank account or to sign, draw or indorse on behalf of the firm any bill of exchange, promissory note or other negotiable instrument or holding the firm's general power of attorney;

Provided that where any such partner or individual is of or over the age of twenty-one years, it shall be sufficient for him to state his 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.

7. The statement required for the purpose of registration must—

- (a) in the case of an individual be signed by him;
- (b) in the case of a corporation be signed by a director or the secretary thereof;

Statement to be signed by persons registering.

(c) in the case of a firm be signed either—

- (i) by all the individuals who are partners and by a director or the secretary of all corporations which are partners; or
- (ii) by some individual who is a partner or a director or the secretary of some corporation which is a partner,

and, in the case of a statement signed in accordance with the provisions of sub-paragraph (ii) of paragraph (c) of this section, the statement must be verified by an affidavit made by the signatory:

Provided that no such affidavit stating that any person other than the deponent 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 liability or non-liability as a partner, and that the High Court on a judge thereof may on application of any person alleged or claiming to be a partner direct the rectification of any register and decide any question arising under this section.

Time for registration.

8.—(1) The particulars required to be furnished under this Decree shall be furnished within twenty-eight days after the firm or person commences business, or the business in respect of which registration is required, as the case may be:

Provided that if such firm or person has carried on such business before the 1st November, 1949, or commences such business within two months thereafter, the statement of particulars shall be furnished after the expiration of two months and before the expiration of three months from the 1st November, 1949, and that if at the expiration of the said two months the conditions affecting the firm or person have ceased to be such as to require registration under this Decree the firm or person need not be registered so long as such conditions continue.

(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.

Registration of changes in firm.

9. Whenever a change is made or occurs in any of the particulars registered in respect of any firm or person such firm or person shall, within twenty-eight days after such change or such longer period as the Registrar may, on application being made in any particular case, whether before or after the expiration of such twenty-eight days, allow, furnish by sending by post or deliver 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.

Penalty for default in registration.

10. If any firm or person by this Decree 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 Decree, every partner in the firm or the person so in

default shall be 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.

11.—(1) Where any firm or person by this Decree 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 whether in the business name or otherwise:

Disability of persons in default.

Provided always as follows—

- (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 Decree had been complied with, he would not have entered into the contract;
- (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 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 counter-claim, 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 High Court or a judge thereof:

Provided that, without prejudice to the power of the High Court or a judge thereof to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in a subordinate court, the subordinate court may, as respects that contract, grant such relief as aforesaid.

Penalty for
false
statements.

12. If any statement required to be furnished under this Decree contains any matter which is false in any material particular to the knowledge of any person signing it, that person shall, on conviction, be liable to imprisonment for a term not exceeding three months, or to a fine not exceeding one thousand shillings, or to both such imprisonment and fine.

Duty to
furnish
particulars
to the
Registrar.

13.—(1) The Registrar may require any person to furnish to him such particulars as appear to him necessary for the purpose of ascertaining whether or not such person or the firm of which he is partner should be registered under this Decree, 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 conviction be liable to imprisonment for a term 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 Registrar that any firm or person ought to be registered under this Decree, or an alteration ought to be made in the registered particulars, the Registrar may require the firm or person to furnish him with the required particulars within such time as he may allow, but, where any default under this Decree has been discovered from the information acquired under this section, no proceedings under this Decree 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 such particulars.

Registrar to
file statement
and issue
certificate of
registration.

14. On receiving any statement or affidavit made in pursuance of this Decree, the Registrar shall cause the same to be filed, and he shall send by post or deliver a certificate of the registration thereof to the firm or person registering and the certificate or a certified copy thereof 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, shall be liable on conviction to a fine not exceeding one thousand shillings.

Index to
be kept.

15. At the register office, the Registrar shall keep an index of all the firms and persons registered at that office under this Decree.

Removal of
names from
register.

16.—(1) If any firm or individual registered under this Decree ceases to carry on business, it shall be the duty of the persons who were partner in the firm at the time when it ceased to carry on business or of the individual or if he is dead of his 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 such notice fails to do so within such time as aforesaid, he shall be liable on conviction to a fine not exceeding one thousand shillings:

Provided that the Registrar may in his absolute discretion, on reasonable cause therefor being shown, extend such time as aforesaid to such time as he may think fit.

(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 Decree 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 six weeks 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 six weeks after sending the notice receive an answer, he may remove the firm or individual from the register.

17.—(1) At any time after the expiration of six months from the 1st November, 1949, or of such longer period, not being more than nine months from 1st November, 1949, as the British Resident may by order direct, 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, 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.

Inspection of statements registered.

(2) A certificate of registration, or a copy of or extract from any statement registered under this Decree, if duly certified to be a true copy or extract under the hand of the Registrar shall, in all legal proceedings, civil or criminal, without proof that it is under the hand of the Registrar, be received in evidence.

18. The Resident in Council may make Rules concerning any of the following matters—

Power to make Rules, G.N. 74 of 1956.

- (a) the fees to be paid to the Registrar under this Decree, so that they do not exceed the sum of ten shillings for the registration of any one statement;
- (b) the forms to be used under this Decree;
- (c) the duties to be performed by the Registrar under this Decree;
- (d) generally the conduct and regulation of registration under this Decree, and any matters incidental thereto.

Publication
of true
names.

19.—(1) After the expiration of three months from the 1st November, 1949, every individual and firm required by this Decree to be registered shall, in all trade catalogues, trade circulars, showcards and business letters, on or in which the business name appears, have mentioned in legible characters—

- (a) in the case of an individual, his present Christian name or the initials thereof and present surname and any former Christian name or surname; and
- (b) in the case of a firm, the present Christian names or the initials thereof and present surnames and any former Christian names and surnames 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 shall be liable on conviction for each offence to a fine not exceeding one hundred and fifty shillings.

Offences by
corporations.

20. Where a corporation is guilty of an offence under this Decree 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.

SCHEDULE

(Section 5)

Description of firm, etc.	The additional particulars
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 usual residence, or, as the case may be, the corporate name, of every person or corporation on whose behalf the business is carried on: 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.

[Subsidiary]

CHAPTER 168

REGISTRATION OF BUSINESS NAMES

RULES

Under section 18

The Registration of Business Names Rules

J.N.
82 of 1949.
Title.

1. These Rules may be cited as the Registration of Business Names Rules.

Forms.

2. The forms to be used for the purposes of the Decree shall be those set out in the First Schedule.

Fees.

3. The fees specified in the Second Schedule shall be payable in respect of the matters therein specified.

Size of
documents.

4. Subject to any directions which may be given by the Registrar, all documents to be furnished to the Registrar shall be upon foolscap paper of a size approximately thirteen inches by eight inches and shall have on the left hand part thereof a margin of approximately two inches.

FIRST SCHEDULE

FORM 1

The Registration of Business Names Decree

Statement of Particulars in the case of a Firm

(Section 6)

- | | | |
|----|---|-------|
| 1. | Business name to be registered | ----- |
| | (Where a business is carried on under two or more business names each of these business names must be stated.) | |
| 2. | General nature of the business | ----- |
| 3. | Principal place of the business | ----- |
| 4. | Present full names (including surname or the name of the tribe, if any) of each of the individuals who are partners | ----- |

(In all cases where the names of an individual's father and grandfather respectively form part of such individual's appellation the names of such father and grandfather must be stated, and, in exceptional cases where the normal appellation of an individual includes the name of any more remote ancestor, such name must also be stated.)

In the case of a married woman the name of her husband must be stated in addition to her own name.)

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- 5. Former Christian name (or names) or forename (or forenames) and surname, if any, of each of the individuals who are partners
- 6. Nationality of each of the individuals who are partners
- 7. Age and sex of each of the individuals who are partners
(If 21 years of age or over, it is sufficient to state "full age".)
- 8. Usual place of residence of each of the individuals who are partners
- 9. Other business occupation (if any) of each of the individuals who are partners
- 10. Corporate name and registered or principal office of every corporation which is a partner
- 11. Date of commencement of business
(The date need only be stated if the business was commenced after the 1st November, 1949.)
- 12. The name of every person empowered to operate the firm's bank account or to sign, draw or indorse on behalf of the firm any bill of exchange, promissory note or other negotiable instrument or holding the firm's power of attorney

Dated this _____ day of _____, 19_____.

(Signed) _____

FORM 2

The Registration of Business Names Decree
Statement of Particulars in the case of an Individual
(Section 6)

- 1. Business name to be registered
(Where a business is carried on under two or more business names each of these business names must be stated).
- 2. General nature of the business
- 3. Principal place of the business
- 4. Present full name (including surname or the name of the tribe, if any)
(In all cases where the names of an individual's father and grandfather respectively form part of such individual's appellation the names of such father and grandfather must be stated, and, in exceptional cases

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where the normal appellation of the individual includes the name of any more remote ancestor, such name must also be stated.

In the case of a married woman the name of her husband must be stated in addition to her own name.)

5. Former Christian name (or names) or forename (or forenames) and surname, if any

6. Nationality

7. Age and sex

(If 21 years of age or over, it is sufficient to state "full age".)

8. Usual place of residence

9. Other business occupation (if any)

10. Date of commencement of business

(The date need only be stated if the business was commenced after the 1st November, 1949.)

Dated this day of, 19.....

(Signed)

FORM 3

The Registration of Business Names Decree

Statement of Particulars in the case of a Corporation carrying on business wholly or mainly as Nominee or Trustee of or for another person, or other persons, or another Corporation

(Sections 5 and 6)

1. Corporate name

2. Registered or principal office

3. General nature of the business

4. Principal place of the business

5. Date of commencement of business

(This date need only be stated if the business was commenced after the 1st November, 1949.)

Dated this day of, 19.....

(Signed)

Director/Secretary.

Note.—In addition to the above particulars there must also be furnished the additional particulars specified in Form 4.

FORM 4

The Registration of Business Names Decree

Statement of Additional Particulars in the case of a Firm, Individual or Corporation carrying on business wholly or mainly as Nominee or Trustee of or for another person, or other persons, or another Corporation

(Section 5 and Schedule)

1. Present full names (including surname or the name of the tribe, if any) of every person or, as the case may be, the corporate name of every corporation on whose behalf the business is carried on

(In all cases where the names of an individual's father and grandfather respectively form part of such individual's appellation the names of such father and grandfather must be stated, and, in exceptional cases where the normal appellation of an individual includes the name of any more remote ancestor, such name must also be stated.)

In the case of a married woman the name of her husband must be stated in addition to her own name.)

2. Former Christian name (or names) or forename (or forenames) and surname, if any, of every such person
3. Nationality of every person
4. Usual place of residence of every such person

Dated this _____ day of _____, 19_____.

(Signed)

Note.—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 will be sufficient.

FORM 5

ZANZIBAR

The Registration of Business Names Decree

Certificate of Registration

(Section 14)

I hereby certify that _____
has on the _____ day of _____, 19_____,
been duly registered pursuant to and in accordance with the provisions
of the Registration of Business Names Decree and the Rules made

[Subsidiary]

thereunder, and has been entered under the Number in the Index of Registration.

Given under my hand at _____
this _____ day of _____, 19____.

(Signed) _____
Registrar of Business Names

Form 6

ZANZIBAR

The Registration of Business Names Decree

Certificate of Registration of Change

(Section 14)

I hereby certify that the following change occurred on the day of _____, 19____, in the particulars registered in respect of _____ entered under the Number _____ in the Index of Registration, viz. —

and that this change was registered on the _____ day of 19____.

Given under my hand at _____
this _____ day of _____, 19____.

(Signed) _____
Registrar of Business Names

Form 7

The Registration of Business Names Decree

Statement of change in Particulars Registered

(Section 9)

To the Registrar of Business Names,

Whereas we/I the undersigned were/was duly registered pursuant to the provisions of the Registration of Business Names Decree on the _____ day of _____, 19____, under the Number _____ in the Index of Registration,

And Whereas a change/changes has/have occurred/been made in respect of the particulars registered as hereinafter mentioned.

Now we/I the undersigned hereby notify you that on the date/dates hereunder specified the following change/changes occurred/was/were made in the particulars registered: that is to say—

Dated this _____ day of _____, 19____.

(Signed) _____

FORM 8

The Registration of Business Names Decree
 Notice of Cessation of Business
 (Section 16)

To the Registrar of Business Names,

Whereas we/I the undersigned, registered under the Number _____ in the Index of Registration, have ceased to carry on business,

Now we/I hereby give you notice that we/I have ceased to carry on business as _____ as from the _____ day of _____, 19____, save for the purpose of winding-up the said business.

Dated this _____ day of _____, 19_____.

(Signed) _____

SECOND SCHEDULE

	FEES	Shs.
1.	On furnishing particulars for registration under section 6 of the Decree, with or without additional particulars under section 5, including issue of certificate of registration	10
2.	On furnishing additional particulars for registration under section 5 of the Decree, if not furnished with those required under section 6, including issue of certificate of registration	10
3.	On furnishing a statement of change in particulars registered, including certificate of registration ..	10
4.	On furnishing notice of cessation of business ..	5
5.	For every entry in the register or rectification thereof or alteration therein not otherwise provided for ..	5
6.	For every certified copy of a certificate of registration ..	4
7.	For inspecting documents filed by the Registrar, each inspection	2
8.	For copy or extract from any registered statement, including certification by the Registrar, for each folio of 72 words	1