

LAWS OF BRUNEI
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CHAPTER 92
BUSINESS NAMES

ARRANGEMENT OF SECTIONS

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BUSINESS NAMES ACT

An Act to provide for the registration of firms, individuals, and corporations carrying on business under business names, and as to the names, styles, titles or designations under which businesses are carried on; and for purposes connected therewith.

2 of 1958
S.99/59

Commencement: 1st March 1958

1. This Act may be cited as the Business Names Act. Short title

2. In this Act, unless the context otherwise requires — Interpretation

“business” includes trade and profession;

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

“firm” means an unincorporated body of two or more individuals, or one or more individuals and one or more corporations, or two or more corporations, who or which have entered into partnership with one another;

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

“prescribed” means prescribed by the regulations;

“the register” means the register directed to be kept in pursuance of section 16;

“Registrar” means the Registrar of Business Names appointed under section 3;

“regulations” means regulations made under this Act.

Appointment
of Registrar

3. (1) His Majesty the Sultan and Yang Di-Pertuan shall appoint a fit and proper person to be the Registrar of Business Names under and for the purposes of this Act.

(2) The Registrar shall have a seal of such design as may be approved by the Minister.

(3) Impressions of such seal shall be judicially noticed and admitted in evidence.

(4) Any act or thing directed to be done by or to the Registrar may be done by or to any officer authorised by the Minister.

Firms etc., to
be registered

4. Subject to the provisions of this Act —

(a) every firm having a place of business in Brunei and carrying on business under a business name which does not consist of —

(i) the full names of all partners who are individuals (including their given names or the initials thereof);

(ii) the corporate names of all partners (if any) which are corporations —

without any addition;

(b) every individual having a place of business in Brunei and carrying on business under a business name which does not consist of his full names (including his given names or the initials thereof) without any addition;

(c) every corporation having a place of business in Brunei and carrying on business under a business name which does not consist of its corporate name without any addition,

shall be registered in the manner directed by this Act;

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 of itself render registration necessary; and
- (ii) where the business is carried on by an official receiver or a trustee in bankruptcy or a receiver, manager, or other person appointed by any court to carry on the business, registration shall not be necessary; and
- (iii) a purchase or acquisition of property by two or more persons jointly is not of itself to be deemed carrying on business whether or not the owners share any profits arising from the sale thereof.

Illustration

(1) AHMAD bin BAKAR, MOHAMED bin DAUD and ALI bin YASSIN are partners in a coffee shop business.

(2) If they trade as “AHMAD and COMPANY” they MUST register that business name under the Act.

(3) If they trade as “AHMAD, MOHAMED and ALI” they MUST register, as these are not their full names.

(4) If they trade as “AHMAD bin BAKAR, MOHAMED bin DAUD and ALI bin YASSIN” they NEED NOT register under the Act.

5. Where a firm, individual, or corporation having a place of business within Brunei carries on business wholly or mainly as attorney, nominee, or trustee of or for another firm, individual, or corporation, or acts as general agent for any foreign firm, the first-mentioned firm, individual, or corporation shall be registered in the manner provided by this Act.

Registration
of nominee

The regulations may require that additional particulars shall be furnished and registered in all or any of such case:

Provided that where the business is carried on by an official receiver or a trustee in bankruptcy, or a receiver, manager, or other person appointed by any court to carry on the business, registration under this Act shall not be necessary.

Statement as
to certain
particulars

6. (1) Every firm, individual, or corporation required under this Act to be registered shall furnish by sending by post or delivery to the Registrar a statement in writing, in or to the effect of the prescribed form, containing the following particulars —

(a) the business name;

(b) the general nature of the business;

(c) the place or places of the business and the particular address or addresses at which the business is carried on, indicating, where there is more than one place of business, the principal place of business;

(d) where the registration to be effected is that of a firm, the full names, the usual residence and the other business occupation (if any) of every individual who is a partner;

(e) where the registration to be effected is that of an individual, the full names, 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 office in Brunei;

(g) if the business is commenced after the commencement of this Act, the date of commencement of the business.

(2) If any of the persons mentioned in such statement is a minor, he shall be so described in the statement, and in addition to the other particulars required by subsection (1), the date of such person's birth shall be stated in the statement. Minors

(3) Where a business is carried on under two or more business names a separate statement shall be furnished in respect of each of those business names. Where more than one business name

7. (1) The statement required for the purpose of registration must — Statement to be signed by persons registering

(a) in the case of an individual, be signed by him or his duly constituted attorney;

(b) in the case of a corporation, be signed by a director or the secretary thereof;

(c) in the case of a firm, be signed either by all the individuals who are partners or by their duly constituted attorneys and by a director or the secretary of all corporations which are partners or by some individual who is a partner or his attorney or a director or the secretary of some corporation which is a partner —

and in either of the last two cases mentioned in paragraph (c) must be verified by a statutory declaration made by the signatory:

Provided that —

(i) no such statutory declaration stating that any person other than the declarant is a partner or

omitting to state that any person other than 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

(ii) the High Court or a judge thereof may, on application of any person alleged or claiming to be or not to be a partner, as the case may be, direct the rectification of the register directed to be kept in pursuance of section 16, and decide any question arising under this section; and

(iii) in the case of a corporation incorporated outside Brunei and carrying on business in Brunei which has complied with the provisions of Part IX of the Companies Act, the statement must be signed for and on behalf of such corporation by the person authorised, under the provisions of section 229 (c) of that Act, to accept, on behalf of the corporation, service of process and any notices required to be served on the corporation.

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(2) The prescribed fee shall be paid to the Registrar on furnishing any statement or statutory declaration under this Act.

Time for registration

8. (1) The particulars required to be furnished under this Act shall be furnished before the firm, individual, or corporation commences business or the business in respect of which registration is required, as the case may be:

Provided that, in the case of any firm, individual, or corporation who or which has been carrying on business before the commencement of this Act and continues so to do after such commencement, registration shall be effected under the Act within 30 days of such commencement.

(2) If such firm, individual, or corporation carries on business without such registration being effected the firm, individual, or corporation required to register as provided in this Act shall, without affecting any liability imposed under the Act, be under a continuing obligation so to register, and notwithstanding anything to the contrary in any written law, may be proceeded against in respect of any default accordingly.

9. (1) The business name under which any firm, individual, or corporation is registered under this Act shall be used in all matters connected with or relating to the business carried on by such firm, individual, or corporation and shall be painted or affixed on the outside of every office or place in which the business is carried on in a conspicuous position in letters easily legible.

Business name always to be used

(2) If any firm, individual, or corporation fails to comply with this section every such individual or corporation and every member of such firm shall be guilty of an offence: Penalty, a fine of \$250 and in the case of a continuing offence a further fine of not more than \$25 for every day such offence continues.

10. Whenever a change is made or occurs in any of the particulars in respect of which any firm, individual, or corporation is registered such firm, individual, or corporation shall within 14 days after such change furnish by sending by post or delivering to the Registrar a statement in writing, in the prescribed form specifying the nature and date of the change signed in like manner and verified in like circumstances as the statement required on registration.

Statement as to changes in particulars

(2) Where particulars of a change of business name or of the place or places of business are furnished as provided in this section the certificate of registration relating to the business in respect of which such particulars are furnished shall at the same time be produced to the Registrar

for cancellation and the Registrar shall upon registration of the statement of change in particulars issue a certificate of registration altered to meet the circumstances of the case:

Provided that upon proof to his satisfaction that any certificate of registration required to be produced to him under this section has been lost or destroyed the Registrar may dispense with the production of such certificate.

Removal of
name from
the register

11. (1) If any firm, individual, or corporation registered under this Act ceases to carry on business or abandons the use of the business name under which he or it is registered 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 abandoned the business name or of the individual or if he is dead, his legal personal representative, or of the corporation or its successor (as the case may be) within one month after the business has ceased to be carried on or the business name has been abandoned to send by post or deliver to the Registrar notice in the prescribed form that the firm or individual or corporation has ceased to carry on business or (as the case may be) that the business name has been abandoned.

Such notice shall be signed in like manner and verified in like circumstances as the statement required on registration.

(2) On receipt of such notice the Registrar may cancel the registration of the firm or individual or corporation.

(3) Where the Registrar has reasonable cause to believe that any firm, individual, or corporation is not carrying on business under the business name under which he or it is registered he may send to the firm, individual, or corporation by registered post a notice addressed to the firm, individual, or corporation at the address, or where there is more than one place of business, the address of the principal place of business, appearing in the registration thereof enquiring whether such firm, individual, or corporation is still carrying

on business under such business name and notifying that, unless an answer is received to such notice within one month from the date thereof, the registration of the firm, individual, or corporation may be cancelled.

(4) If the Registrar either receives an answer from the firm, individual or corporation to the effect that the firm, individual, or corporation is not so carrying on business or does not within one month after sending the notice receive an answer he may cancel the registration of the firm, individual, or corporation. The Registrar may on any grounds which he deems sufficient revoke or annul any such cancellation and thereupon the firm, individual, or corporation shall be deemed to have continued to be registered as if the registration had not been so cancelled.

(5) The Registrar may cancel the registration of —

(a) any corporation registered under this Act, the name of which has been struck off the register of companies kept under the Companies Act;

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(b) any firm, individual, or corporation convicted of making default without reasonable excuse in sending or delivering any statement required by this Act;

(c) any firm, the partners or any partner of which are or is, or of any individual who is, or any corporation the directors or any director of which are or is convicted of any offence against this Act;
or

(d) any firm or corporation which is dissolved or deemed to be dissolved.

(6) Where the registration of any firm, individual, or corporation is cancelled under subsection (4), any member of the firm, or the individual or corporation may apply to

the High Court, and the court may, if it is satisfied that the firm, individual, or corporation was carrying on business under the business name and that it is just and equitable so to do, order that the registration of the firm, individual, or corporation be restored and thereupon the firm, individual, or corporation shall be deemed to have continued to be registered as if the registration had not been so cancelled. The court may, upon making any such order, impose such terms as to the court seems fit.

Penalty for
default

12. (1) If without reasonable excuse any firm, individual, or corporation by this Act required to furnish a statement of particulars, or of any change in particulars, or a notice that it or he has ceased to carry on business or has abandoned a business name makes default in so doing in the manner or within the time prescribed by this Act or both —

(a) every partner in the firm, or the individual or corporation so in default shall be guilty of an offence: Penalty, a fine of \$25 for every day during which the default continues; and

(b) the court exercising jurisdiction to impose the penalty under paragraph (a) shall order a statement or a corrected statement, as the case may be, of the required particulars or change in the particulars or a notice that the firm, individual, or corporation has ceased to carry on business or has abandoned the business name to be furnished to the Registrar within such time as is specified in the order.

(2) The expression “default” within the meaning of sections 11, 12 and 13 shall include the furnishing of a statement of particulars or of any change in particulars, incorrect to the knowledge or the person signing it in some material particular.

13. (1) Where any firm, individual, or corporation by this Act required to furnish a statement of particulars or of any change in particulars makes default in so doing, and during the default commences any action or suit in the business name or for a cause of action arising out of any dealing by such firm, individual, or corporation in the business name the court in which the proceedings are taken shall, on the default being proved to its satisfaction, order the firm, individual, or corporation in default to furnish to the Registrar the proper statement, and may stay all proceedings in the action or suit until the order be complied with, or allow proceedings to be continued on an undertaking to comply with the order within a time to be limited by the court.

Persons in default bringing action

(2) If any firm, individual, or corporation, required to be registered as provided in this Act shall fail to register accordingly, all proceedings in any court of competent jurisdiction may be taken and prosecuted against such firm, individual, or corporation in the name under which such firm, individual, or corporation is carrying on business and such name shall, for the purposes of such proceedings be a sufficient designation of such firm, individual, or corporation in all courts, summonses, complaints and other legal documents and instruments.

Any judgment obtained or order made in such proceedings may be enforced against the firm or any member thereof or the individual or corporation.

(3) Nothing in this section shall be construed to exempt any firm, individual, or corporation from compliance with any provision of this Act.

14. If any statement or notice 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 that person shall be guilty of an offence: Penalty, a fine of \$2,000 or imprisonment for 12 months, and any person

Penalty for false statement

knowingly authorising or permitting the commission of the offence shall be liable to the like punishment.

Duty to furnish particulars

15. (1) The Registrar may —

(a) require any person to furnish to the Registrar such particulars as appear necessary to him for the purposes of ascertaining whether or not such person or the firm of which he is a partner should be registered under this Act or an alteration made in the registered particulars; and

(b) 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.

(2) If any person, secretary, or officer when so required fails to furnish such particulars as it is in his power to give, or furnishes particulars which are false in any material particular, he shall be guilty of an offence: Penalty, imprisonment for 3 months and a fine of \$800.

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

Register and Index

16. (1) The Registrar shall keep a register and index of the business names of all firms, individuals, or corporations

registered under this Act, and of all statements furnished in reference thereto.

(2) On receiving any statement furnished pursuant to section 6 the Registrar shall cause the business name of the firm, individual or corporation on whose behalf the statement was furnished to be entered in the register; and upon such entry being made the firm, individual, or corporation shall be deemed to be registered.

(3) The Registrar shall upon registration send by post or deliver a certificate thereof to the firm, individual, or corporation registering. Certificate of registration

The certificate shall be in or to the effect of the form prescribed.

(4) The Registrar may at any time upon proof to his satisfaction that any certificate issued in pursuance of subsection (3) or of subsection (2) of section 10 has been lost or destroyed issue a duplicate of such certificate upon payment of a fee of \$5.

(5) A certificate of the registration of the firm, individual, or corporation shall be kept exhibited in a conspicuous position at the principal place of business of such firm, individual, or corporation, and, if not kept so exhibited, every partner of the firm, or the individual or corporation (as the case may be) shall be guilty of an offence: Penalty, a fine of \$500. Certificate to be exhibited

17. (1) Any person on payment of the prescribed fee may make a search in the register and index kept in pursuance of this Act, or may inspect or make extracts from or a copy of the statements furnished in pursuance of this Act. Search and inspection

(2) Any person on payment of the prescribed fee may require a certificate of the registration or non-registration under a particular business name of any firm, Certificate of registration, etc.

individual, or corporation to be furnished or a copy of or extract from any statement furnished in pursuance of this Act to be certified by the Registrar.

Evidence of registration

(3) The register or a certificate of registration, or a copy of or an extract from any statement furnished in pursuance of this Act purporting to be signed and certified by the Registrar, shall in all courts, and before all persons having authority to hear, receive and examine evidence, until the contrary is proved, be evidence of the matter contained therein and of the fact and date of registration as shown thereon.

(4) A certificate purporting to be signed by the Registrar, that a firm, individual, or corporation was not, on any date, or during any period, registered under the business name specified in the certificate, shall likewise until the contrary is proved, be evidence according to its tenor, that the firm, individual, or corporation was not so registered.

Powers of Registrar

18. (1) (a) The Registrar may, on such evidence as to him appears sufficient, correct errors in any register, index or certificate:

Provided that in the correction of any such error he shall not erase or render illegible the original words and shall affix the date upon which such correction was made with his initials.

(b) Every registration so corrected shall have the like validity and effect as if such error had not been made.

(2) The Registrar may, where an error in the register is corrected or the registration of any firm, individual, or corporation is cancelled, by notice under his hand, require the members of such firm, or such individual or corporation as the case may be, to deliver up the certificate of registration to be corrected or cancelled, as the case may be.

Any person who without reasonable excuse neglects or fails to deliver up any such certificate to the Registrar within the period specified in the notice shall be guilty of an offence: Penalty, a fine of \$250.

19. Where an offence against this Act committed by a corporation is proved to have been committed with the consent or approval of, or to have been facilitated by any neglect on the part of any director, manager, secretary, or other officer of the corporation, he, as well as the corporation, shall be deemed to be guilty of the offence, and shall be liable to be proceeded against and punished accordingly.

Offences committed by corporations

20. Service at the address or, where there is more than one place of business, at the address of the principal place of business shown in the statement furnished in pursuance of this Act, as the address or the address of the principal place of business, as the case may be, at which any firm, individual, or corporation registered under this Act is carrying on business of any communication or notice or of any writ, summons, plaint, pleading, order or other document, proceeding, or process whatsoever in any action, suit, proceeding, or matter, either by leaving the same at such office or by sending the same by registered post postage prepaid addressed to such firm, individual, or corporation at such address shall be deemed to be service upon any partner of the firm or upon the individual or corporation, as the case may be.

Service of summons

21. (1) No person or firm not incorporated shall assume or use or continue to assume or use, nor shall any firm, individual, or corporation required to register under this Act be so registered under a business name which —

Certain words and names not to be used

(a) is identical with the business name of a firm, individual, or corporation already registered under this Act, or so nearly resembling any such name as to be calculated to deceive, except where the firm, individual, or corporation already so registered is about to cease carrying on business and signifies its

or his consent in such manner as the Registrar requires; —

Provided that when, in the opinion of the Registrar, owing to the nature of the business and the locality in which the same is carried on, the public are not likely to be misled, he may in his discretion register a firm, individual, or corporation using a business name identical with or similar to one already in use, but shall not so register any firm, individual, or corporation where such registration would result in two or more businesses being carried on in the same locality under the same name; —

Names of
foreign com-
panies
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(b) is identical with the name by which a company in existence is already registered under the Companies Act, for the time being in force, or so nearly resembles any such name as to be calculated to deceive, or containing any words or combination of letters which are or is identical with the words or initial letters of the name by which a company in existence is already registered as aforesaid, or any words so nearly resembling the words or any of the words of any such name as to be calculated to deceive, except where the company in existence is in the course of being dissolved and signifies its consent in such manner as the Registrar requires;

Names of
companies

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(c) is identical with the name of any company incorporated outside Brunei, and carrying on business within Brunei, and which has duly complied with the requirements of Part IX of the Companies Act or any act replacing that Part, or so nearly resembling that name as to be calculated to deceive except where the said company is about to cease carrying on business in Brunei, and signifies its consent in such manner as the Registrar requires; —

(d) in the opinion of the Registrar is likely to mislead the public as to the identity of any firm, individual, or corporation required to register or as to the nature of its or his business.

(2) Except with the consent of His Majesty no person or firm not incorporated shall assume or use or continue to assume or use, nor shall any firm, individual, or corporation required to register under this Act be so registered under a business name which —

(a) contains the words “Royal” or “Di-raja” or in the opinion of the Registrar suggests or is calculated to suggest, the patronage of His Majesty or connection with the Government of Brunei or any department thereof;

(b) in the opinion of the Registrar suggests, or is calculated to suggest, connection with any municipality or other local authority;

(c) contains the word “Co-operative”;

(d) contains the word “Brunei”;

(e) contains the word “Savings”; or

(f) contains the words “Trust” or “Trustee”.

(3) No firm or individual shall assume or use or continue to assume or use —

Word
“Berhad”
etc.

(a) any business name of which the final word is the word “Berhad” or any combination of letters

being or capable of being understood to be an abbreviation or translation of the word “Berhad”;
or

(b) any business name which includes any word or words or combination of letters suggesting or being likely to suggest that such firm or individual has corporate status.

Change of prohibited name, etc.

22. (1) Any firm, individual, or corporation who or which through inadvertence or otherwise is registered under any business name prohibited or containing any word or words or combination of letters prohibited by this Act —

(a) shall on the request in writing of the Registrar change his or its business name; and

(b) shall comply with the provisions of this Act relating to the change of particulars registered in respect of firms, individuals, or corporations, so far as such provisions are applicable.

Duty of Registrar

(2) The Registrar shall enter the new business name in the registrar in place of the former name and upon payment of the prescribed fees issue a certificate of registration altered to meet the circumstances of the case.

Duty of firms etc., to take necessary steps to change name in such cases

(3) If any such firm, individual, or corporation registered under any business name prohibited or containing any word or words or combination of letters prohibited as aforesaid, neglects or refuses to take forthwith all necessary steps to change his or its business name after being required by the Registrar by notice in writing to change the same every such individual or corporation and every member of such firm shall be guilty of an offence: Penalty, a fine of \$250 and in the case of a continuing offence a fine of \$25 for every day such offence continues.

(4) Nothing in this section shall affect any liability incurred by any firm, individual, or corporation, under this or any other written law. Saving

23. (1) If any firm, individual, or corporation assumes or uses or continues to assume or use a business name prohibited or containing any word or words or combination of letters prohibited by this Act, every such individual or corporation and every member of such firm shall, notwithstanding that he, it or they may have applied for and been refused registration under the Act under such business name, be guilty of an offence: Penalty, a fine of \$250 and in the case of a continuing offence a fine of \$25 for every day such offence continues. Penalty for use of prohibited name

(2) Nothing in this section shall affect any liability incurred by any firm, individual, or corporation, under this or any other written law. Saving

24. (1) His Majesty in Council may make regulations prescribing all matters which by this Act are required or permitted to be prescribed or which are necessary or convenient to be prescribed to carry this Act into effect, or to give effect to any power, function, duty or authority under this Act, and without limiting the generality of the power conferred by this section the regulations may prescribe — Regulations

(a) the fees to be paid to the Registrar under this Act;

(b) the forms to be used under this Act;

(c) the duties of the Registrar for the purposes of this Act;

(d) generally the conduct and regulation of registration under this Act.

(2) Any such regulation shall be published in the *Gazette* and shall have the same form as if enacted in this Act.