

**THE STATUTORY COMMITTEE OF  
THE COMPANY LAW REVIEW GROUP**

**SUBMISSION**

**TO THE MINISTER FOR BUSINESS, ENTERPRISE AND INNOVATION  
IN RESPONSE TO THE CONSULTATION PAPER OF 8 JULY 2019  
ON THE REVIEW OF THE  
REGISTRATION OF BUSINESS NAMES ACT 1963**

**DATED 9 SEPTEMBER 2019**

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## INTRODUCTION

### **This submission**

This submission is made by the Statutory Committee of the Company Law Review Group.

The Company Law Review Group has established a number of committees for the more efficient discharge of its statutory mandate. The Statutory Committee has been formed primarily for the purposes of review of companies legislation that is enacted without prior review by the full Review Group but also to report and advise on company law matters where there is a limited time available to compose a report or submission, as in this case.

Following the publication of the consultation by the Department in July 2019, invitations to join the Statutory Committee for the purpose of this submission were issued to all members of the Review Group. The composition of the Committee is set out in Appendix 1.

In view of the interconnection of company law and the law relating to business names, the Committee has concluded that it is within its mandate to make this submission.

The Committee has prepared this submission after Committee meetings as well as publication of advanced drafts of the submission to the full Review Group. Although we believe that we have captured a consensus among members of the Review Group, we would welcome the opportunity to make further submissions in relation to business names following further deliberation and in the light of other submissions that may be received by the Department and any Departmental response to submissions received.

### **The Company Law Review Group**

The Company Law Review Group was established by section 67 of the Company Law Enforcement Act 2001 and is now regulated by Chapter 4 of Part 15 (Functions of Registrar and of Regulatory and Advisory Bodies) of the Companies Act 2014.

Section 959 of the 2014 Act sets out the Review Group's functions:

- (1) The Review Group shall monitor, review and advise the Minister on matters concerning—
  - (a) the implementation of [the 2014] Act,
  - (b) the amendment of [the 2014] Act,

- (c) where subsequent enactments amend [the 2014] Act, the consolidation of those enactments and [the 2014] Act or the preparation of a restatement under the Statute Law (Restatement) Act 2002 in respect of them,
  - (d) the introduction of new legislation relating to the operation of companies and commercial practices in Ireland,
  - (e) the Rules of the Superior Courts and judgments of courts relating to companies,
  - (f) issues arising from the State's membership of the European Union in so far as they affect the operation of [the 2014] Act,
  - (g) international developments in company law in so far as they provide lessons for improved State practice, and
  - (h) other related matters or issues, including issues submitted by the Minister to the Review Group for consideration.
- (2) In advising the Minister the Review Group shall seek to promote enterprise, facilitate commerce, simplify the operation of [the 2014] Act, enhance corporate governance and encourage commercial probity.

### **Registration of Business Names Act 1963**

For convenience of reference, the text of the Registration of Business Names Act 1963 is set out in Appendix 2.

### **Terms used in this submission**

“1963 Act” or “RBNA” – Registration of Business Names Act 1963

“2014 Act” or “Companies Act” – Companies Act 2014

“Registrar” – Registrar of Companies.

## The Business Names Register

### **Question 1.**

**Do you use the Business Names Register or use services that provide information from that Register?**

**If so, what is the information primarily used for?**

Committee members report consistent use by them and their colleagues in their capacity providing professional services to clients to identify the individual or legal entity who stands behind a business name.

The Committee also notes anecdotally a misplaced perception that registering a business name is a form of intellectual property protection.

## Registration by Newspaper Proprietors

### **Question 2.**

**What are your views on the requirement for all newspaper proprietors to register their business name under the Act?**

**Should this requirement be extended to other types of media or repealed?**

**Please provide reasons for your views.**

It is understood that the original reason why newspaper proprietors were required to register their business name under the Act was in order to enable litigants in defamation cases to find the identity of the publisher who would be ultimately be responsible for any redress they might be awarded in the event their claim was successful.

The Directive on Electronic Commerce (Directive 2000/31/EC) requires websites to show the name of the service provider. Therefore, should a trading name be different from that of the registered company name, the company must provide details of its name. Similarly, there is a requirement to provide details of the names of the partners or sole traders behind the website

It would appear consistent with EU law that the requirement for newspaper proprietors to register their business name under the Act be retained and also extended to other types of media.

## Disclosure of a business name

### **Question 3.**

**What are your views on the disclosure of business name requirements?**

**Should they be expanded, reduced or eliminated?**

**Please provide reasons for your views.**

It is the Committee's view that the present disclosure of business name requirements are in keeping with better regulation as are proportional and do not impose an unnecessary burden on business.

The requirement to register a business name should apply only where an individual or company carries on business with a name which is different from that registered or their own in the case of a sole trader etc. However, should an individual wish to register under their own name this should be facilitated.

Practically all limited partnerships' names do not consist solely of the names of the partners, thereby triggering a requirement for the limited partnership to register a business name, delivering information largely similar to that required to be filed under the Limited Partnership Act 1907. In the case of limited liability partnerships of legal practitioners, this registration requirement is disapplied<sup>1</sup>, in light of the separate registration and disclosure requirements applicable to those partnerships.

The Committee recommends that the requirement for a limited partnership to register under the Registration of Business names Act should be discontinued due to the duplication referenced above.

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<sup>1</sup> Legal Services Regulation Act 2015, section 13. As of the date of this submission, it is expected that this will be commenced as of 7 October 2019.

## Removal of business names from the register

### Question 4.

**What are your views on extending the powers of the Registrar to amend or delete a name from the Business Names Register in certain circumstances?**

**If so, please provide examples.**

The purpose of the register is the delivery of information to the public which should enable them to identify the individual, firm or legal entity behind a business name.

The recording of the name on the register does not confer any legal rights to the name, therefore the Committee see no reason for the Registrar to have the power to remove names, save where the Registrar is notified that the name was never in fact used by the registrant.

## Alignment of the Business Names Register with other Registers

### Question 5.

**What are your views on the Registrar automatically updating the Business Names Register when the Companies Register and the Limited Partnership list is updated?**

The Committee notes the inter-relation of the Registrar's work in relation to the Business Names Register, Companies Register and the Limited Partnership list.

It would seem sensible that the Registrar automatically update the Business Names Register when the Companies Register is updated. However, once a limited partnership has been registered under the Limited Partnership Act, there should not be a requirement to register under the Registration of Business Names Act thus negating the need for any automatic updates in this regard.

## Proof of identity

### Question 6.

**What are your views on requiring business name registration applicants to provide proof of identity to ensure that the information on the Business Names Register is accurate?**

The Committee believe that any disincentive to prompt registration should be avoided, including the imposition of onerous identification requirements.

Furthermore, section 11 of the Registration of Business Names Act provides penalties for false statements made under the Act. In our view, this should act as a sufficient deterrent to the provision of inaccurate information.

### Application from minors

#### **Question 7.**

**What are your views on a minor registering a business name under the Act?**

The Committee note that there are young people under the age of 18 who leave school and may enter a trade or decide to start their own business under a name other than their own. There is no particular reason why they should be prevented from registering a bona fide business name.

### Renewal of a registered business name

#### **Question 8.**

**What are your views on the compulsory regular renewal of a business name to ensure the Business Names Register is current and accurate, and why?**

**If your views support renewal of a business name, how often should this occur?**

The Committee does not support compulsory renewal of a business name.

At present the Act has provisions in place requiring renewal of particulars. Section 7 of the Act provides that whenever a change is made in the registered particulars the person shall within one month deliver to the Registrar a statement specifying the nature of the change. The Minister also presently has powers to seek information and there are offences in place for failing to submit a statement of particulars or change in particulars and for making a false statement.

However, the Committee is of the opinion that this matter should be dealt with in a similar fashion to annual returns. In the same way that the CRO communicates with directors of companies in relation to annual returns, there would appear to be merit in considering sending a print-out to the stated registrant on an annual or biennial basis asking that they confirm the details listed are correct. If the details are incorrect and the registrant does not take the appropriate steps to correct them, then the registrant should be guilty of an offence.



## Offences and penalties

### **Question 9.**

**What are your views on providing the Registrar with the power to bring and prosecute offences under the Act?**

The Committee is in favour of the Registrar having powers similar to that which are at the disposal of the Registrar of Companies. Given the interconnection between the two it would seem sensible for there to be a consistent approach in this regard.

### **Question 10**

**Do you have any observations to make in relation to the offences and penalties provided for under the Act?**

The Committee believe that the offences and penalties provided for under the Act should be aligned to comparable offences under the Companies Act 2014.

## Retention of fees

### **Question 11.**

**What are your views on the retention of fees by the Registrar for non-complying business name application forms?**

Given that the application fee is nominal, the Committee is not opposed to the retention of fees by the Registrar for non-complying business name application forms.

## Mandatory E-filing

### **Question 12.**

**What are your views on the mandatory e-filing of registration of business names forms?**

The Committee would welcome mandatory e-filing and note that this would appear to be consistent with modernisation across government agencies.

## Continuation of the Business Names Register

### **Question 13.**

**What are your views in relation to the continuation of business names registration by the Registrar? Please provide reasons for your views?**

It is noted that the Business Names Register was abolished in the United Kingdom by requiring that communications and publications by all businesses should identify the legal entity or individual behind the business.

However, the Committee is in favour of the continuation of business names registration by the Registrar. It is in the public interest that the provision of information regarding people or entities carrying out business in the State continues. The Committee see no compelling argument to corrode the level of transparency which currently exists, particularly when the cost of compliance is negligible.

## General Comments

### **Question 14.**

**What are your views in relation to the continuation of business names registration by the Registrar? Please provide reasons for your views?**

In light of the passage of time since the enactment of the 1963 Act, the Committee recommends the repeal of the 1963 Act and the enactment of a new Registration of Business Names Act, rather than effecting a patchwork of amendments to the 1963 Act. Before such repeal and re-enactment a more thorough review should be conducted of the responses to the consultations received by the Department.

## APPENDIX 1

### MEMBERSHIP OF THE COMPANY LAW REVIEW GROUP STATUTORY COMMITTEE

Paul Egan (Chairperson)	Ministerial appointee
Máire Cunningham	Nominee of the Law Society of Ireland
Marie Daly	Nominee of IBEC
Rosemary Hickey	Nominee of the Office of the Attorney General
David McFadden	Companies Registration Office Ministerial Nominee
Vincent Madigan	Ministerial appointee
Kathryn Maybury	Nominee of the Small Firms Association
Secretary	Tara Keane

## APPENDIX 2

### REGISTRATION OF BUSINESS NAMES ACT 1907

Number 30 of 1963.

REGISTRATION OF BUSINESS NAMES ACT, 1963.

AN ACT TO PROVIDE FOR THE REGISTRATION OF PERSONS CARRYING ON BUSINESS UNDER BUSINESS NAMES AND FOR PURPOSES CONNECTED THEREWITH. [11th December, 1963.]

BE IT ENACTED BY THE OIREACHTAS AS FOLLOWS:

**1. Commencement.**

This Act shall come into operation on such day as the Minister appoints by order.

**2. Interpretation.**

(1) In this Act—

“**business**” includes profession;

“**business name**” means the name or style under which any business is carried on, and, in relation to a newspaper, includes the title of the newspaper;

“**Christian name**” includes any forename;

“**director**”, in relation to a body corporate, includes a member of the managing body thereof;

“**firm**” means an unincorporated body of two or more individuals, or one or more individuals and one or more bodies corporate, or two or more bodies corporate, who have entered into partnership with one another with a view to publishing a newspaper or to carrying on business for profit;

“**initials**” includes any recognised abbreviation of a Christian name;

“**the Minister**” means the Minister for [Business, Enterprise and Innovation];

“**newspaper**” means any paper containing public news or observations thereon, or consisting wholly or mainly of advertisements, which is printed for sale and is published in the State either periodically or in parts or numbers at intervals not exceeding thirty-six days;

“**prescribed**” means prescribed by regulations made in pursuance of this Act;

“**the repealed enactment**” means the Registration of Business Names Act, 1916, repealed by this Act;

“**surname**”, in the case of a person usually known by a title different from his surname, means that title.

- (2) References in this Act to a former Christian name or surname do not include—
- (a) in the case of a person usually known by a title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
  - (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
  - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.

**3. Persons to be registered.<sup>2</sup>**

- (1) Subject to the provisions of this Act—
- (a) every firm having a place of business in the State 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 which are bodies corporate 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 State 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 State, who, or a member of which, has either before or after the passing of this Act changed his name, except in the case of a woman in consequence of marriage;
  - (d) every body corporate having a place of business in the State and carrying on business under a business name which does not consist of its corporate name without any addition;
  - (e) without prejudice to the generality of the foregoing, every person having a place of business in the State and carrying on the business of publishing a newspaper,
- shall be registered in the manner directed by this Act.
- (2) 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.

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<sup>2</sup> Legal Services Regulation Act, s 131: “Section 3 of the Registration of Business Names Act 1963 shall not apply to a limited liability partnership.”

- (3) Where two or more individual partners have the same surname, the use of the plural form of that surname shall not of itself render registration necessary.
- (4) The use by a body corporate of a recognised abbreviation for “Company” or “Limited” or for any analogous expression forming part of its corporate name shall not of itself render registration necessary.
- (5) Where the business is carried on by an assignee or trustee in bankruptcy, a trustee of the estate of an arranging debtor, or a receiver or manager appointed by any court, registration shall not be necessary under paragraph (a), (b) or (d) of subsection (1).
- (6) An individual or firm shall not require to be registered by reason only of a change of his name or of the name of a partner in the firm, if the change has taken place before the person who has changed his name has attained the age of eighteen years or if not less than twenty years have elapsed since it took place, or by reason only of the adoption by an individual of a title to which he has succeeded.

#### **4. Manner and particulars of registration.**

- (1) Every person required under this Act to be registered shall furnish by sending by post or delivery to the registrar a statement in writing in the prescribed form containing the following particulars:
  - (a) the business name, including, in the case of the proprietor of a newspaper, the title of the newspaper;
  - (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, if not Irish, 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 in the State of every body corporate 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, if not Irish, the usual residence, and the other business occupation (if any) of such individual;
  - (f) where the registration to be effected is that of a body corporate, its corporate name and registered or principal office in the State;
  - (g) the date of the adoption of the business name by that person.
- (2) Where a business is carried on under two or more business names, each of those business names must be stated.

**5. Statement to be signed by persons registering.**

- (1) The statement required for the purpose of registration must be signed—
  - (a) in the case of an individual—by him, and
  - (b) in the case of a body corporate—by a director or secretary thereof, and
  - (c) in the case of a firm, either—
    - (i) by all the individuals who are partners, and by a director or the secretary of all bodies corporate who are partners, or
    - (ii) by some individual who is a partner, or a director or the secretary of some body corporate which is a partner,and in a case to which paragraph (c) (ii) applies must be verified by a statutory declaration made by the signatory.
- (2) A statutory declaration stating that any person other than the declarant is a partner, or omitting to state that any person other than the declarant is a partner, shall not be evidence for or against any such other person in respect of his liability or non-liability as a partner.
- (3) The High Court may on application of any person alleged or claiming to be a partner direct the rectification of the register and decide any question arising under this section.

**6. Time for registration.**

- (1) The particulars required to be furnished under this Act by any person shall be furnished within one month after his adoption of the business name.
- (2) If the person has adopted the business name before the commencement of this Act, the particulars shall, if not already furnished under the repealed enactment, be furnished within one month from the commencement of this Act.
- (3) This section shall apply, where registration is required in consequence of a change of name, as if for references to the date of adoption of the business name there were substituted references to the date of such change.

**7. Registration of changes.**

Whenever a change is made or occurs in any of the particulars registered in respect of any person, that person shall, within one month after the change or, if such change occurred before the commencement of this Act, within one month after such commencement, 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, and where necessary verified, in like manner as the statement required on registration.

## **8. Certificate of registration.**

- (1) On receiving a statement under section 4, or a statement under section 7 specifying a change in the business name, the registrar shall send by post or deliver a certificate of the registration thereof to the person registering.
- (2) A certificate of registration shall be kept exhibited in a conspicuous position at, in the case of a firm or individual, the principal place of business and, in the case of a body corporate, its registered or principal office in the State and, in every case, in every branch office or place where the business is normally carried on, and if not kept so exhibited, the person registered or, in the case of a firm, every partner in the firm shall be liable on summary conviction to a [Class C Fine].<sup>3</sup>

## **9. Duty to furnish particulars.**

- (1) The Minister may require any person to furnish to him within such time as the Minister may require a statement of such particulars as appear necessary to the Minister for the purpose of ascertaining whether or not that person or the firm of which he is partner should be registered under this Act, or an alteration made in the registered particulars.
- (2) If from any information so furnished it appears to the Minister that any person ought to be registered under this Act, or an alteration ought to be made in the registered particulars, the Minister may require that person to furnish to the registrar the required particulars within such time as may be allowed by the Minister 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 that person is so required to furnish particulars to the registrar.

## **10. Penalty for default in furnishing statements.**

If any person required under this Act to furnish a statement of particulars or of any change in particulars makes default without reasonable excuse in so doing, the person so in default or, in the case of a firm, every partner in the firm shall be liable on summary conviction to a [Class C Fine].<sup>4</sup>

## **11. Penalty for false statements.**

If any statement 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, on summary conviction, be liable to imprisonment for a term not exceeding six months or to a [Class C Fine]<sup>5</sup>, or to both.

## **12. Removal of names from register.**

- (1) If a person registered under this Act in respect of a business name ceases to carry on business under that name, it shall be the duty of that person or, in the case of an individual

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<sup>3</sup> A fine not exceeding €2,500: Fines Act 2010 ss 3, 6(3) in substitution for original fine of £100.

<sup>4</sup> A fine not exceeding €2,500: Fines Act 2010 ss 3, 6(3) in substitution for original fine of £100.

<sup>5</sup> A fine not exceeding €2,500: Fines Act 2010 ss 3, 6(3) in substitution for original fine of £100.



who dies, of his personal representative or, in the case of a firm, of every person who was a partner in the firm at the time when it ceased to carry on business under that name, and also, in the case of a body corporate, of any liquidator, within three months thereafter to send by post or deliver to the registrar a statement in the prescribed form to that effect, and if he makes default in doing so he shall be liable on summary conviction to a [Class C Fine].<sup>6</sup>

- (2) On receipt of such statement the registrar may delete from the register the particulars relating to that business name.
- (3) Where, by virtue of subsection (6) of section 3, a person registered under this Act no longer requires to be so registered—
  - (a) the registrar, if so requested by that person, shall remove that person from the register, and
  - (b) section 8 shall no longer require that person to keep exhibited the certificate of registration,

and where the particulars registered under this Act in respect of any person include a former name or surname which, by virtue of subsection (2) of section 2, no longer requires to be included among those particulars, the registrar, if so requested by that person, shall amend the particulars by deleting that name or surname.

- (4) Where the registrar has reasonable cause to believe that any person registered under this Act in respect of a business name is not carrying on business under that name, 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 particulars relating to that business name may be deleted from the register.
- (5) If the registrar either receives an answer to the effect that the person is not carrying on business under that business name or does not within one month after sending the notice receive an answer, he may delete the particulars relating to that name from the register.

### **13. Index of business names.**

The registrar shall keep an index of all business names registered under this Act.

### **14. Undesirable business names.**

- (1) The Minister may refuse to permit the registration under this Act of any name which in his opinion is undesirable but an appeal shall lie to the High Court against such refusal.
- (2) Where registration of a business name is refused under this section any person or, in the case of a firm, every partner in the firm, carrying on business under that name in such circumstances as to require registration under this Act, shall be liable on summary conviction to a [Class C Fine].<sup>7</sup>

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<sup>6</sup> A fine not exceeding €2,500: Fines Act 2010 ss 3, 6(3) in substitution for original fine of £100.

<sup>7</sup> A fine not exceeding €2,500: Fines Act 2010 ss 3, 6(3) in substitution for original fine of £100.

- (3) The registration of a business name under this Act shall not be construed as authorising the use of that name if apart from such registration the use thereof could be prohibited.

**15. Registrar, assistant registrars and offices.**

- (1) The registrar of companies or such other person as the Minister may determine shall be the registrar for the purposes of this Act.
- (2) Such persons as the Minister may determine shall be assistant registrars for the purposes of this Act.
- (3) For the purposes of the registration of persons under this Act, the Minister shall maintain and administer an office or offices in the State at such places as the Minister thinks fit.

**16. Inspection, production and evidence of registered documents.**

- (1) Any person may—
- (a) inspect the documents kept by the registrar, on payment of such fee as may be prescribed;
  - (b) require a certificate of the registration of any person or a copy of or extract from any other document or any part of any other document, to be certified by the registrar, an assistant registrar or other officer authorised by the Minister, on payment for the certificate, certified copy or extract of such fees as may be prescribed.<sup>8 9</sup>
- (2) No process for compelling the production of any document kept by the registrar shall issue from any court except with the leave of that court, and any such process if issued shall bear thereon a statement that it is issued with the leave of the court.
- (3) A certificate of registration or a copy of, or extract from, any document kept by the registrar, certified under the hand of the registrar, an assistant registrar or other officer authorised by the Minister (whose official position or authority it shall not be necessary to prove), shall in all legal proceedings be admissible in evidence.

**17. Regulations.**

- (1) The Minister may make regulations concerning any of the following matters—
- (a) the fees to be paid to the registrar under this Act;

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<sup>8</sup> Intoxicating Liquor Act 2000, s 38(b): Notwithstanding anything contained in the Acts or this Act, the Revenue Commissioners shall refuse to grant an application for a licence, renewal of a licence or transfer of a licence— ... (b) by or on behalf of a person carrying on business under a name that is not that of the beneficial owner of the business, unless the application is accompanied by a copy of a certificate of registration under the Registration of Business Names Act, 1963, certified in accordance with section 16(1)(b) of that Act.

<sup>9</sup> Private Security Services Act 2004, s 12(b): The Authority shall refuse to grant an application for a licence or for renewal of a licence— ... (b) by or on behalf of a person carrying on business under a name that is not that of the beneficial owner of the business, unless the application is accompanied by a copy of a certificate of registration of the person under the Registration of Business Names Act 1963, certified in accordance with section 16(1)(b) of that Act.

- (b) the forms to be used under this Act;
  - (c) generally the conduct and regulation of registration under this Act, and any matters incidental thereto.
- (2) All fees payable in pursuance of this Act shall be paid into or disposed of for the benefit of the Exchequer in such manner as the Minister for [Public Expenditure and Reform]<sup>10</sup> shall direct.
- (3) Regulations made under this Act shall be laid before each House of the Oireachtas as soon as may be after they are made and, if a resolution annulling the regulations is passed by either House within the next twenty-one days on which that House has sat after the regulations are laid before it, the regulations shall be annulled accordingly but without prejudice to the validity of anything previously done thereunder.

#### **18. Publication of true names, etc.**

- (1) A person required by this Act to be registered shall, in all business letters, circulars and catalogues on or in which the business name appears and which are sent by that person to any person, state in legible characters—
- (a) in the case of an individual, his present Christian name, or the initials thereof, and present surname, any former Christian names and surnames, and his nationality, if not Irish;
  - (b) in the case of a firm, the present Christian names, or the initials thereof, and present surnames, any former Christian names and surnames, and the nationality, if not Irish, of all the partners in the firm or, in the case of a body corporate being a partner, the corporate name;
  - (c) in the case of a body corporate (not being a company to which [section 151 of the Companies Act 2014],<sup>11</sup> applies), its corporate name, and the present Christian name, or the initials thereof, the present surname, any former Christian names and surnames, and the nationality, if not Irish, of every director or, in the case of a body corporate being a director, the corporate name.
- (2) If default is made in compliance with this section the person or, in the case of a firm, every partner in the firm shall be liable on summary conviction for each offence to a [Class E Fine].<sup>12</sup>

#### **19. Offences by bodies corporate.**

Where a body corporate is guilty of an offence under this Act every director, secretary and officer of the body corporate who is knowingly a party to the default shall be guilty of a like offence and liable to a like penalty.

<sup>10</sup> S.I. No. 418/2011 - Finance (Transfer of Departmental Administration and Ministerial Functions) Order 2011. Art 5 and Sch 1, Pt 1.

<sup>11</sup> Originally Companies Act 1963, s 196.

<sup>12</sup> A fine not exceeding €500: Fines Act 2010 ss 3, 8(3) in substitution for original fine of £25.

**20. Summary proceedings.**

- (1) Summary proceedings in relation to an offence under this Act may be brought and prosecuted by the Minister.
- (2) Notwithstanding subsection (4) of section 10 of the Petty Sessions (Ireland) Act, 1851, summary proceedings for an offence under this Act may be instituted within three years from the date of the offence.

**21. Repeals and consequential provisions.**

- (1) The Registration of Business Names Act, 1916, is hereby repealed.
- (2) The Defamation Act, 1961, is hereby amended—
  - (a) by the deletion, in the definition of “newspaper” in section 2, of “except in section 27”,
  - (b) by the repeal of section 27.
- (3) The register kept under the repealed enactment shall be deemed part of the register for the purposes of this Act.
- (4) All statements and particulars furnished, statutory declarations made, notices, certificates, certified copies and extracts given and things done under the repealed enactment shall have effect as if furnished, made, given or done under this Act.

**22. Expenses.**

The expenses incurred by the Minister in the administration of this Act shall to such extent as may be sanctioned by the Minister for [Public Expenditure and Reform]<sup>13</sup> be paid out of moneys provided by the Oireachtas.

**23. Short title.**

This Act may be cited as the Registration of Business Names Act, 1963.

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<sup>13</sup> S.I. No. 418/2011 - Finance (Transfer of Departmental Administration and Ministerial Functions) Order 2011. Art 5 and Sch 1, Pt 1.