



REPUBLIC OF NAURU

REGISTRATION OF BUSINESS NAMES ACT 1976

(No. 24 of 1976)

ARRANGEMENT OF SECTIONS

Section	
1	Short title
2	Interpretation
3	The Registrar of Business Names
4	The Register of Business Names
5	Firms and persons to be registered
6	Registration by nominee, etc.
7	Manner and particulars of registration
8	Statement to be signed by persons registering
9	Time for registration
10	Registration of changes in firm
11	Default in registration an offence
12	Disability arising from default
13	False statements
14	The Secretary for Justice may require particulars to be furnished
15	Filing of statements and issue of certificates of registration
16	Index to be kept
17	Removal of names from the Register
18	Misleading business names
19	Publication of true names, etc.
20	Offences by corporations
21	Fees
22	This Act not binding on the Republic
23	This Act not applicable to the Council, etc.
24.	Regulations

Schedule—Particulars to be furnished in respect of foreign firms.



AN ACT

To provide for the registration of firms and persons carrying on business under business names and for purposes connected therewith

(Certified: 10th November, 1976)

Enacted by the Parliament of Nauru as follows:

SHORT TITLE

1. This Act may be cited as the Registration of Business Names Act 1976.

INTERPRETATION

2. (1) In this Act, unless the context otherwise requires—
- “business” includes a profession;
 - “business name” means the name or style under which any business is carried on, whether in partnership or otherwise;
 - “Christian name” includes every name of a person other than his surname;
 - “firm” shall mean an unincorporated 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, and includes a foreign firm;
 - “foreign firm” means any firm, individual or corporation whose principal place of business is situated outside Nauru;
 - “individual” means a natural person and does not include a corporation;
 - “initials” includes any recognised abbreviation of a Christian name;
 - “principal name”, in respect of any person, means the name which the Registrar has accepted under the provisions of subsection (3) of section 7 as being the principal name of that person;
 - “showcard” means a card containing or exhibiting articles dealt with, or samples or representations thereof;
 - “surname” means—
 - (a) in the case of a person who has only one name, that name;
 - (b) in the case of a person who has two names or more—
 - (i) the family name, if any, by which that person is usually known in Nauru; and
 - (ii) where that person has no family name, his principal name;
 - “the Register” means the Register of Business Names maintained under section 4;
 - “the Registrar” means the Registrar of Business Names appointed under section 3.
- (2) References in this Act to a former name do not, in the case of a married woman, refer to the name or names by which she was known before her marriage, if different from the name or names by which she is known for the time being.

THE REGISTRAR OF BUSINESS NAMES

3 (1) The President shall appoint a public officer to be the Registrar of Business Names.

(2) The duties of the Registrar shall be to maintain the Register of Business Names referred to in section 4, to perform such other duties as are imposed on him by this Act and to do all such other things as are necessary or desirable to be done, and may lawfully be done, for the proper administration of this Act.

(3) The Registrar shall have such powers as are expressly conferred on him by this Act and all such other powers as are reasonably necessary for him to be able to perform his duties under this Act.

(4) The President may appoint a public officer to be the Deputy Registrar of Business Names.

(5) The duties of the Deputy Registrar shall be to do all such of those things which the Registrar may be required or authorised by this Act to do as the Registrar may from time to time direct or authorise him to do.

(6) For the purpose of the performance of his duties under this Act the Deputy Registrar shall have the same powers as the Registrar has under this Act.

THE REGISTER OF BUSINESS NAMES

4. (1) The Registrar shall maintain in his office a register, to be known as the Register of Business Names, in which all business names registered under the provisions of this Act shall be entered.

(2) The Register shall be open for inspection by any person during the prescribed hours and upon payment of the prescribed fee.

(3) The Registrar shall, upon application in writing and payment of the prescribed fee, supply to any person a certified copy of any entry in the Register.

FIRMS AND PERSONS TO BE REGISTERED

5. Subject to the provisions of this Act—

(a) every firm having a place of business in Nauru 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 the initial letters of those Christian names;

(b) every individual having a place of business in Nauru 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 initial letters thereof;

(c) every individual or firm having a place of business in Nauru 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 corporation as defined in the Corporation Act 1972 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;

(ii) 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;

(iii) where the business is carried on by a trustee in bankruptcy or a receiver or manager appointed by any Court, registration shall not be necessary; and

(iv) 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.

REGISTRATION BY NOMINEE, ETC.

6. Where a firm, individual or corporation having a place of business within Nauru carries on the business wholly or mainly as nominee or trustee of or for another person, or other persons, or another corporation, or acts as general agent for any foreign firm, the first-mentioned firm, individual or corporation shall be registered in the manner directed by this Act, 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 to this Act:

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

MANNER AND PARTICULARS OF REGISTRATION

7. (1) Every firm or person required under this Act to be registered shall furnish, by sending by post or delivering to the Registrar at his office, a statement in writing in the prescribed form containing the following particulars—

- (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 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 usual residence and the other business occupation, if any, of that individual;
 - (f) where the registration to be effected is that of a corporation, its corporate name and registered or principal office;
 - (g) if the business is commenced after the passing of this Act, the date of the commencement of the business,
- and those particulars shall be registered.

(2) Where a business is carried on under two or more business names, each of those business names must be stated.

(3) Where a person whose name is required to be stated under paragraph (d) or paragraph (e) of subsection (1) has more than one name but does not have a family name by which he is usually known in Nauru, the statement referred to in subsection (1) shall show which of his names it is intended should be regarded as his principal name and the reason why it should be so regarded. Where the Registrar is satisfied that, in all the circumstances including that person's nationality, the name is properly to be regarded as the principal name of that person, he shall accept it as such but otherwise he shall refuse to do so.

STATEMENT TO BE SIGNED BY PERSONS REGISTERING

8. The statement required for the purpose of registration must in the case of an individual be signed by him and in the case of a corporation by a director or secretary thereof and in the case of a firm either by all the individuals who are partners and by a director or the secretary of all corporations which are partners, or by some individual who is a partner or a director or the secretary of some corporation which is a partner and in either of the last two cases must be verified by a statutory declaration made by the signatory:

Provided that no such statutory declaration stating that any person other than the declarant 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 the District 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.

THE REGISTRAR OF BUSINESS NAMES

3 (1) The President shall appoint a public officer to be the Registrar of Business Names.

(2) The duties of the Registrar shall be to maintain the Register of Business Names referred to in section 4, to perform such other duties as are imposed on him by this Act and to do all such other things as are necessary or desirable to be done, and may lawfully be done, for the proper administration of this Act.

(3) The Registrar shall have such powers as are expressly conferred on him by this Act and all such other powers as are reasonably necessary for him to be able to perform his duties under this Act.

(4) The President may appoint a public officer to be the Deputy Registrar of Business Names.

(5) The duties of the Deputy Registrar shall be to do all such of those things which the Registrar may be required or authorised by this Act to do as the Registrar may from time to time direct or authorise him to do.

(6) For the purpose of the performance of his duties under this Act the Deputy Registrar shall have the same powers as the Registrar has under this Act.

THE REGISTER OF BUSINESS NAMES

4. (1) The Registrar shall maintain in his office a register, to be known as the Register of Business Names, in which all business names registered under the provisions of this Act shall be entered.

(2) The Register shall be open for inspection by any person during the prescribed hours and upon payment of the prescribed fee.

(3) The Registrar shall, upon application in writing and payment of the prescribed fee, supply to any person a certified copy of any entry in the Register.

FIRMS AND PERSONS TO BE REGISTERED

5. Subject to the provisions of this Act—

(a) every firm having a place of business in Nauru 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 the initial letters of those Christian names;

(b) every individual having a place of business in Nauru 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 initial letters thereof;

(c) every individual or firm having a place of business in Nauru 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 corporation as defined in the Corporation Act 1972 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;

(ii) where two or more individual partners have the same surname, the addition of an $\text{\textcircled{s}}$ at the end of that surname shall not of itself render registration necessary;

(iii) where the business is carried on by a trustee in bankruptcy or a receiver or manager appointed by any Court, registration shall not be necessary; and

(iv) 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.

REGISTRATION BY NOMINEE, ETC.

6. Where a firm, individual or corporation having a place of business within Nauru carries on the business wholly or mainly as nominee or trustee of or for another person, or other persons, or another corporation, or acts as general agent for any foreign firm, the first-mentioned firm, individual or corporation shall be registered in the manner directed by this Act, 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 to this Act:

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

MANNER AND PARTICULARS OF REGISTRATION

7. (1) Every firm or person required under this Act to be registered shall furnish, by sending by post or delivering to the Registrar at his office, a statement in writing in the prescribed form containing the following particulars—

- (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 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 usual residence and the other business occupation, if any, of that individual;
 - (f) where the registration to be effected is that of a corporation, its corporate name and registered or principal office;
 - (g) if the business is commenced after the passing of this Act, the date of the commencement of the business,
- and those particulars shall be registered.

(2) Where a business is carried on under two or more business names, each of those business names must be stated.

(3) Where a person whose name is required to be stated under paragraph (d) or paragraph (e) of subsection (1) has more than one name but does not have a family name by which he is usually known in Nauru, the statement referred to in subsection (1) shall show which of his names it is intended should be regarded as his principal name and the reason why it should be so regarded. Where the Registrar is satisfied that, in all the circumstances including that person's nationality, the name is properly to be regarded as the principal name of that person, he shall accept it as such but otherwise he shall refuse to do so.

STATEMENT TO BE SIGNED BY PERSONS REGISTERING

8. The statement required for the purpose of registration must in the case of an individual be signed by him and in the case of a corporation by a director or secretary thereof and in the case of a firm either by all the individuals who are partners and by a director or the secretary of all corporations which are partners, or by some individual who is a partner or a director or the secretary of some corporation which is a partner and in either of the last two cases must be verified by a statutory declaration made by the signatory:

Provided that no such statutory declaration stating that any person other than the declarant 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 the District 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.

TIME FOR REGISTRATION

9. (1) The particulars required to be furnished under this Act shall be furnished within fourteen 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 that firm or person has carried on that business before the commencement of this Act or commences that 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 commencement of this Act and, if at the expiration of the said two months the conditions affecting the firm or persons have ceased to be such as to require registration under this Act, the firm or person need not be registered so long as those conditions continue.

(2) The preceding subsection 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 that change.

REGISTRATION OF CHANGES IN FIRM

10. Whenever a change is made or occurs in any of the particulars registered under this Act in respect of any firm or person, that firm or person shall, within fourteen days after the change or such longer period as the Minister may, on application being made in any particular case, whether before or after the expiration of such fourteen days, allow, 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; the form shall be signed, and where necessary verified, in like manner as the statement required on registration.

DEFAULT IN REGISTRATION AN OFFENCE

11. Where any firm or person required by this Act to furnish a statement of particulars or of any change in particulars makes, without reasonable excuse, default in so doing in the manner and within the time specified by this Act, every partner in the firm so in default or the person so in default, as the case may be, is guilty of an offence and is liable to a fine of ten dollars 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.

DISABILITY ARISING FROM DEFAULT

12. (1) Where any firm or person required by this Act to furnish a statement of particulars or of any change in particulars has made default in so doing, the rights of that defaulter under or arising out of any contract made or entered into by or on behalf of that defaulter in relation to the business in respect of 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 proceedings either in the business name or otherwise.

(2) Notwithstanding the preceding subsection, a defaulter may apply to the Court for relief from the disability imposed by that subsection 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 contract, on condition that the costs of the application are 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 Act had been complied with, he would not have entered into the contract.

(3) Nothing in this section shall be taken as prejudicing the rights of any party to a contract who is not a defaulter against any party to that contract who is a defaulter,

but, where any action or proceeding is commenced by any such other party against the defaulter to enforce the rights of that other party in respect of that contract, nothing herein contained shall preclude the defaulter from enforcing in that action or proceeding, by way of counterclaim, set off or otherwise, such rights as he may have against that party in respect of that contract.

(4) In this section the expression "Court" means the Supreme Court or a judge thereof or, at any time when no judge is present in Nauru, the Registrar thereof: Provided that, without prejudice to the power of the Supreme Court or a judge thereof to grant the relief referred to in this section, if any proceeding to enforce any contract is commenced in the District Court by a defaulter, the District Court may, in respect of that contract, grant such relief as aforesaid.

FALSE STATEMENTS

13. Where any statement required to be furnished to the Registrar under this Act contains any matter which is false in any material particular to the knowledge of any person signing it, that person is guilty of an offence and is liable to imprisonment for three months and to a fine of one hundred dollars.

THE SECRETARY FOR JUSTICE MAY REQUIRE PARTICULARS TO BE FURNISHED

14. (1) The Secretary for Justice may require any person to furnish him with such particulars as appear to him to be necessary for the purpose of ascertaining whether or not he or the firm of which he is a partner should be registered under this Act, or an alteration made in the registered particulars, and may also in the case of a corporation require its secretary or any other officer of the corporation performing the duties of its secretary to furnish such particulars. 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 is guilty of an offence and is liable to imprisonment for three months and to a fine of one hundred dollars.

(2) If from any information furnished in pursuance of the preceding subsection it appears to the Secretary for Justice that any firm or person ought to be registered under this Act, or an alteration ought to be made in the registered particulars of any firm or person registered the Secretary for Justice may require the firm or person to furnish to the Registrar the required particulars within such reasonable time as may be allowed by the Secretary for Justice, but, where any default under this Act has been discovered from information furnished under this section, no proceedings under this Act shall be taken against any person in respect of that default prior to the expiration of the time within which the firm or person is required by the Secretary for Justice under this section to furnish particulars to the Registrar.

FILING OF STATEMENTS AND ISSUE OF CERTIFICATES OF REGISTRATION

15. (1) On receiving any statement or statutory declaration made in pursuance of this Act the Registrar shall, subject to section 18, cause it to be filed, and shall send by post or deliver to the firm or person registered a certificate of the registration thereof. The certificate or a certified copy thereof shall be kept exhibited in a conspicuous position at the principal place of business in Nauru of the firm or individual and, if not kept so exhibited, every partner in the firm or the person, as the case may be, is guilty of an offence and is liable to a fine of one hundred dollars.

(2) A certified copy of a certificate of registration may, upon payment of the prescribed fee, be issued by the Registrar to a firm or individual registered.

INDEX TO BE KEPT

16. The Registrar shall keep with the Register an index of all the firms and persons for the time being registered under this Act.

REMOVAL OF NAMES FROM THE REGISTER

17. (1) Where any firm or individual registered under this Act ceases to carry on business, it is the duty of the persons who were partners in the firm at the time when it ceased to carry on business, or of the individual or, if he is dead, 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 is guilty of an offence and is liable to a fine of one hundred dollars.

(2) On receipt of such a notice as is referred to in the preceding subsection the Registrar may remove the name of the firm or individual from the Register.

(3) Where the Registrar has reasonable cause to believe that any firm or individual registered under this Act 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 that notice within one month from the date thereof, the name of the firm or individual may be removed from the Register.

(4) If the Registrar, having sent such a notice as is referred to in the last preceding subsection, 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 one month after sending the notice receive an answer, he may remove the name of the firm or individual from the Register.

MISLEADING BUSINESS NAMES

18. (1) Where any business name under which the business of a firm or individual is carried on—

- (a) contains the word "Nauruan" or any other word which, in the opinion of the Registrar, is calculated to lead to the belief that the business is under Nauruan ownership or control, and the Registrar is satisfied that the nationality of the persons by whom the business is wholly or mainly owned or controlled is at any time such that the name is misleading, or
- (b) is the same as a business name already registered under this Act under which the business of another firm or person is carried on or is, in the opinion of the Registrar, so similar thereto as to be misleading,

the Registrar shall refuse to register that business name or, as the case may be, remove it from the Register; but any person aggrieved by a decision of the Registrar under this subsection may appeal to the District Court, whose decision thereon shall be final.

(2) 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.

PUBLICATION OF TRUE NAMES, ETC.

19. (1) Every firm and individual required by this Act to be registered shall, in all trade catalogues, trade circulars, showcards and business letters, on or in which the business name appears and which are issued or sent by the individual or firm to any person in Nauru or elsewhere, have mentioned in legible characters—

- (a) in the case of an individual, his present Christian name, or the initial letters thereof, his present surname and any former Christian name or surname; and
- (b) in the case of a firm, the present Christian names, or the initial letters thereof, the 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 of that corporation.

(2) If default is made in compliance with this section, the individual or, as the case may be, every member of the firm is guilty of an offence and is liable for each offence to a fine of twenty dollars:

Provided that no proceedings shall be instituted under this section except by or with the consent of the Director of Public Prosecutions.

OFFENCES BY CORPORATIONS

20. Where a corporation is guilty of an offence under this Act, every director, secretary

and officer of the corporation who is knowingly a party to the default is guilty of a like offence and is liable to the penalty therefor.

FEES

21. All fees received by the Registrar under this Act shall be paid into the Treasury Fund as revenue of the Republic.

THIS ACT NOT BINDING ON THE REPUBLIC

22. This Act does not bind the Republic.

THIS ACT NOT APPLICABLE TO THE COUNCIL, ETC.

23. The provisions of this Act shall not apply to the Council or the Nauru Co-operative Society.

REGULATIONS

24. The Cabinet may make regulations—

- (a) prescribing the fees to be paid to the Registrar under this Act;
- (b) prescribing the forms to be used under this Act;
- (c) prescribing and regulating the duties to be performed by the Registrar under this Act;
- (d) regulating generally registration under this Act and matters incidental thereto.

SCHEDULE

(Section 6)

PARTICULARS TO BE FURNISHED IN RESPECT OF FOREIGN FIRMS

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, and any former name, or, as the case may be, the corporate name, and the nationality and usual residence 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.
Where the firm, individual or corporation required to be registered carries on business as general agent for any foreign firm.	The business name and address of the firm or person as agent for whom the business is carried on: Provided that, if the business is carried on as agent for three or more foreign firms, it shall be sufficient to state the fact that the business is so carried on, specifying the countries in which such foreign firms carry on business.