

CHAPTER 64

THE BUSINESS REGISTRATION ACT

Arrangement of Sections

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SCHEDULE

BUSINESS REGISTRATION

(31st August, 1981.)

9/1981.
1/1990.

- 1.** This Act may be cited as the Business Registration Act. **Short title.**
- 2.** In this Act— **Interpretation.**
- "business" includes every industry, manufacture, trade, business and engagement in commercial activity of any kind:
- Provided that it shall not include—
- (a) farming or fishing or any trade of a primary producer which consists in the sale of livestock, produce or livestock or other agricultural or fishing products grown produced or landed in Antigua and Barbuda;
- (b) the provision of services in the course of employment;
- (c) the practice of a profession by any person who is licensed for that purpose under any law;
- "firm" means an unincorporated body of two or more individuals, or one or more individuals together with one or more companies, who have entered into partnership with one another;
- "Minister" means the Minister of Legal Affairs;
- "person" includes an individual, a firm, a trust, and the estate of a deceased person;
- "Registrar" means the officer for the time being performing the duties of Registrar of the High Court.
- 3.** This Act shall apply to every firm and every individual carrying on business in Antigua and Barbuda. **Application.**

Registration.

4. (1) Every person to whom this Act applies shall be registered in the manner provided by this Act, and subject as hereinafter provided no such person shall carry on business unless he is so registered.

(2) Every registration of a person under this Act shall continue unless it be amended or cancelled as hereinafter provided.

Date of registration.

5. (1) Every person required to be registered shall furnish the Registrar with a statement of particulars in writing in such form as the Registrar may prescribe, giving all information necessary to enable the Registrar to register such person for the purposes of this Act.

(2) The statement of particulars so required to be furnished shall be provided within thirty days after the date on which business commences.

(3) Any person carrying on business on the passing of this Act shall furnish such statement of particulars no later than sixty days thereafter.

Register.

6. (1) The Registrar shall maintain a register of all persons to whom this Act applies and shall record therein in relation to each such person—

- (a) his full names and residential address;
- (b) his postal address;
- (c) his nationality;
- (d) the place or places at which the business is or is to be carried on;
- (e) the nature of all such business or businesses;
- (f) the business name or names under which any business is or is to be carried on;
- (g) the date of commencement of the business.

(2) In the case of a firm, the requirements of subsection (1) shall apply in respect of every partner, and shall include the corporate name and registered office of every company which is a partner.

(3) Every entry in such register shall be *prima facie* evidence of the carrying on of such business or businesses as specified therein by persons so registered until the contrary be proved.

(4) A person registered under this Act may on furnishing to the Registrar an amended statement of particulars request the Registrar to amend or cancel a registration so far as the same shall apply to him, and the Registrar, on being satisfied as to the reasons for so doing, shall thereupon cancel or amend such registration.

7. (1) The Registrar shall file every statement of particulars required to be given by this Act and shall issue a certificate of registration to every person registered under this Act and every such certificate or a certified copy thereof shall be kept exhibited in a conspicuous position at the principal place of business of such person or carried by such person who has no principal place of business.

Certificate of registration.

(2) The Registrar may at any time amend or cancel any certificate of registration consequent upon amendment or cancellation of a registration as provided for in subsection (4) of section 6.

8. (1) The Registrar may require any person whom he has reason to believe is carrying on business to produce for inspection by him or any officer duly authorised by him his certificate of registration under this Act and any person who refuses, fails or neglects without lawful excuse to produce such certificate shall be guilty of an offence against this Act and liable on summary conviction to a fine of five thousand dollars or to a term of imprisonment for six months.

Production of Certificate of Registration.

(2) Any person who resists, opposes, molests or hinders the Registrar or any officer duly authorised by him in the performance of his duty under this Act shall be guilty of an offence against this Act and liable on summary conviction to imprisonment for a term of twelve months or to a fine of ten thousand dollars or to both such imprisonment and fine.

9. (1) The Registrar may require any person to furnish to him a statement of such particulars as to the Registrar

Duty to furnish particulars.

appears necessary for the purpose of ascertaining whether or not such person or the firm, if he is a partner, should be registered under this Act, or an alteration should be made in the registered particulars, and may also in the case of a company require the secretary or other officer of the company performing the duties of secretary to furnish such particulars, and if any person when so required fails to supply such particulars as it is in his power to give, or furnishes particulars which are false in any material particular, he shall on summary conviction be liable to imprisonment for a term of six months or to a fine of five thousand dollars or to both such imprisonment and fine.

(2) If from any information so furnished it appears to the Registrar that any person ought to be registered under this Act, or an alteration ought to be made in the registered particulars, he may require such person to furnish to him the required particulars within such reasonable time as the Registrar may allow, 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 person is required under this section to furnish particulars to the Registrar.

**Misleading
business name.**

10. (1) Where any business name under which the business of any person is or is to be carried on contains the word "Antigua" or "Antigua and Barbuda" or any derivation thereof or any other word which in the opinion of the Registrar is calculated to lead to the belief that the business is under Antigua or Antiguan and Barbudan 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, he shall refuse to register such business name or, as the case may be, remove such business name from the register, but any person aggrieved by a decision of the Registrar under this provision may appeal to the Minister whose decision 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.

11. (1) If any person registered under this Act ceases to carry on business, it shall be the duty, in the case of a firm, of the persons who were partners in the firm at the time when it ceased to carry on business, or in any other case, of the individual or if he is dead his personal representative, within three months after the business has ceased to be carried on, to deliver to the Registrar notice in such form as the Registrar may prescribe, that the firm or individual has ceased to carry on business, and if any person whose duty it is to give such notice fails to do so within such time as aforesaid, he shall be liable on summary conviction to a fine of two thousand dollars.

Removal of
register.

(2) On receipt of such a notice as aforesaid the Registrar may remove such firm or individual from the register.

(3) When 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 such notice within one month from the date thereof, the firm or individual may be removed from the register.

(4) If the Registrar either receives an answer from the firm or individual to the effect that the firm or individual is not carrying on business or does not within one month after sending the notice receive an answer, he may remove the firm or individual from the register.

12. If any person by this Act is required to furnish a statement of particulars or of any change in particulars shall without reasonable excuse make default in so doing in the manner and within the time specified by this Act, every partner, in the case of a firm or the person so in default shall be liable on summary conviction to a fine of two thousand dollars or to a term of imprisonment for six months and in addition shall pay a fine of one hundred 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.

Penalty for
default in
registration.

13. (1) Any person may inspect the documents filed by the Registrar on payment of the fee prescribed in the

Inspection of
statements.

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Business Registration

Schedule for each inspection, and any person may require a certificate of the registration of any person or a copy of or extract from any registered statement to be certified by the Registrar on payment of the fees so prescribed.

(2) A certificate of registration or a copy of or extract from any statement registered under this Act, if duly certified to be a true copy or extract under the hand of the Registrar, shall, in all legal proceedings, be received in evidence.

Disability of persons in default.

14. (1) Where any firm or person is by this Act required to furnish a statement of particulars or of any change in particulars makes default in so doing, then the rights of that defaulter under or arising out of any contract made or entered into by or on behalf of such defaulter in relation to the business in respect to the carrying on of which particulars were required to be furnished at any time while he is in default shall not be enforceable by action or other legal proceeding either in the business name or otherwise.

(2) The defaulter may apply to the High Court for relief against the disability imposed by this section, and the High Court, on being satisfied that the default was accidental, or due to inadvertence, or some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may grant such relief either generally, or as respects any particular contracts, on condition of the the costs of the application being paid by the defaulter, unless the High Court otherwise orders, and on such other conditions, if any, as the High Court may impose, but such relief shall not be granted except on such service and such publication of notice of the application as the High 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 High Court that, if this Act had been complied with, he would not have entered into the contract.

(3) Nothing herein contained shall prejudice the rights of any other parties as against the defaulter in respect of such contract as aforesaid.

(4) If any action or proceeding shall be commenced by any other party against the defaulter to enforce the rights

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

15. No registration under this Act shall authorise the carrying on of any business for which any person is required to be registered under any other Act or to have a licence or permit under, or is otherwise required to comply with conditions imposed by, any other enactment.

Registration not to authorise certain acts.

SCHEDULE

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Table of Fees

For every inspection of documents filed by the Registrar	\$ 5.00
Certification by Registrar of copy or extract from any registered Statement, or of registration of any person	\$10.00
