



# Companies Act 2006

## 2006 CHAPTER 46

### PART 5

#### A COMPANY'S NAME

### CHAPTER 6

#### TRADING DISCLOSURES

#### **82 Requirement to disclose company name etc**

- (1) The Secretary of State may by regulations make provision requiring companies—
  - (a) to display specified information in specified locations,
  - (b) to state specified information in specified descriptions of document or communication, and
  - (c) to provide specified information on request to those they deal with in the course of their business.
- (2) The regulations—
  - (a) must in every case require disclosure of the name of the company, and
  - (b) may make provision as to the manner in which any specified information is to be displayed, stated or provided.
- (3) The regulations may provide that, for the purposes of any requirement to disclose a company's name, any variation between a word or words required to be part of the name and a permitted abbreviation of that word or those words (or vice versa) shall be disregarded.
- (4) In this section "specified" means specified in the regulations.
- (5) Regulations under this section are subject to affirmative resolution procedure.

### **83 Civil consequences of failure to make required disclosure**

- (1) This section applies to any legal proceedings brought by a company to which section 82 applies (requirement to disclose company name etc) to enforce a right arising out of a contract made in the course of a business in respect of which the company was, at the time the contract was made, in breach of regulations under that section.
- (2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—
  - (a) that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter's breach of the regulations, or
  - (b) that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of the regulations,unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.
- (3) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.

### **84 Criminal consequences of failure to make required disclosures**

- (1) Regulations under section 82 may provide—
  - (a) that where a company fails, without reasonable excuse, to comply with any specified requirement of regulations under that section an offence is committed by—
    - (i) the company, and
    - (ii) every officer of the company who is in default;
  - (b) that a person guilty of such an offence is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (2) The regulations may provide that, for the purposes of any provision made under subsection (1), a shadow director of the company is to be treated as an officer of the company.
- (3) In subsection (1)(a) "specified" means specified in the regulations.

### **85 Minor variations in form of name to be left out of account**

- (1) For the purposes of this Chapter, in considering a company's name no account is to be taken of—
  - (a) whether upper or lower case characters (or a combination of the two) are used,
  - (b) whether diacritical marks or punctuation are present or absent,
  - (c) whether the name is in the same format or style as is specified under section 57(1)(b) for the purposes of registration,provided there is no real likelihood of names differing only in those respects being taken to be different names.
- (2) This does not affect the operation of regulations under section 57(1)(a) permitting only specified characters, diacritical marks or punctuation.