

THE COMPANIES ACT

RULES
(under section 393 (1))

THE COMPANIES RULES, 2006

(Made by the Minister on the 13th day of February, 2006)

L.N. 49C/2006

1. These Rules may be cited as the Companies Rules, 2006.

Part I. *Company Names*

- 2.—(1) A company shall not be registered in a name which—

- (a) is identical to the name of an existing company or other body corporate registered under the Act;
- (b) is in the opinion of the Registrar, having regard to rules 3 and 4, similar or too close to the name of a company or other body corporate previously registered under the Act and is therefore likely to cause confusion in the marketplace or is otherwise misleading;
- (c) in whole or in part infringes a registered trademark.

(2) The registration of a company in a particular name shall not be deemed to indicate the absence of trademark rights in the name.

- 3.—(1) For the purposes of these Rules, a name is similar or too close to the name of a previously registered company or body corporate if—

- (a) the two names are phonetically identical; or have a distinctive element in common;
- (b) because of a similarity in the name and operations of two or more companies or bodies corporate there is likely to be some confusion.

4. For the purpose of these Rules, where the proposed name of a company may be confused with the name of a previously registered company or body corporate, registration of the latter shall not for that reason alone be refused if—

- (a) the request for the name relates to a proposed company that is the successor to the business of a registered company, which has ceased or will cease to carry on business;
- (b) the registered company undertakes in writing to dissolve or to change its name within six weeks or such longer period as the Registrar may approve pursuant to a notification under section 15 (2) of the Act;
- (c) the name sets out in numerals the year of incorporation in parenthesis immediately before the word "Limited" or the abbreviation thereof or before such other word as the Registrar may approve.

5. The Registrar may not approve the registration of a company with a name that does not end with the word "Limited" in the case of a company limited by shares or by guarantee, unless a licence has been obtained from the Minister to omit the word "Limited" from the end of the name of the proposed company.

6. A company shall not be registered in a name which in the opinion of the Registrar is undesirable having regard to the fact that—

- (a) whether in English or a foreign language, it—
 - (i) is offensive;
 - (ii) outrages public decency and morality;
 - (iii) connotes an undertaking that is scandalous, obscene and immoral; or
 - (iv) contravenes the Government's policy on security;
- (b) the use of the name would constitute a criminal offence.

7. For the purposes of these Rules, a name is misleading if—

- (a) the name of a company suggests that it is trading on a great scale or over a wide field indicative of which are words such as "Group", "National" and "International";
- (b) the name is all embracing with the suggestion of top level association or connection, for example "CARICOM HAULAGE & REMOVAL LIMITED";
- (c) in the opinion of the Registrar, it gives the impression that the company is associated with the Government.

8. The use of certain words in the proposed name of a company shall be justified to the Registrar's satisfaction prior to registration where—

- (a) the use of the word suggests a connection with the Crown or members of a royal family or suggests royal patronage, for example "Royal", "King", "Princess", "Prince", or "Crown";
- (b) The name suggests a connection with a Government Department, statutory undertaking, local authority, or with any Commonwealth or foreign government;
- (c) the proposed name refers to a particular nationality, for example "British" or "American";
- (d) the name when taken as a whole, would give the unjustified impression that the company is pre-eminent in its particular field;
- (e) the name includes the family name of an individual with or without initials or a given name and the individual, his heir or legal representative consents in writing to such use, and if the individual has or had a material interest in the company.

9.—(1) The use of certain words in a proposed company name which refer to a profession, occupation, or other business or activity shall require the production of certification from the relevant professional or regulatory body upon submission for registration.

(2) Words referred to in paragraph (1) include words such as—

"Engineer";

"Medical";

"Dental";

"Bank";

"Cambio";

"Pharmacy";

"University"

10.—(1) The word "Standard" may not be included in a proposed company name unless the Minister has given his consent pursuant to section 13 of the Standards Act.

(2) The words “Blue Mountain” may only be used where the Coffee Industry Board has so permitted pursuant to the Coffee Industry Regulation Act.

11.—(1) The name of a company may not be comprised entirely of general words unless—

- (a) the general words are prefixed by a distinctive word or initials;
- (b) the proposed name has become established by a long and continuous prior use.

(2) The Registrar may, when making a determination on account of paragraph (1), consider the name as a whole and not only its separate elements before disapproving a name.

12. A proposed company name shall not—

- (a) suggest or imply a connection with a political party or the leader of a political party, unless the political party or leader in question consents in writing to the proposed name;
- (b) suggest or imply a connection with a university or a “professional association” recognized by the laws of Jamaica, unless the university or professional association concerned consents in writing to the use of the proposed name.

Part II. *Restoration to Register*

13. An application before the Registrar to restore a company to the Register of Companies shall not be granted unless—

- (a) it is shown to the Registrar’s satisfaction that—
 - (i) the company is carrying on business;
 - (ii) there is other just cause for the company being restored to the Register; or
 - (iii) the company has a registered office or place of business in Jamaica; and
 - (iv) the person making the application has the requisite *locus standi*;
- (b) the applicant has undertaken to file all the required documents upon any Order for Restoration being made—

Part III. *Standards for Documents to be filed with the Office of the Registrar of Companies*

14.—(1) All documents to be filed with the Registrar shall be on “letter size” paper of approximately 11 inches long by 8.5 inches wide with margins of at least 0.5 inch at the top and bottom and of at least 0.5 inch at each side.

(2) Documents of more than one page shall be numbered sequentially.

(3) Documents shall be on clean ISO 9000 quality white paper.

(4) Typewritten documents shall be in minimum font size of 12 point or clearly printed in block capitals with black or blue permanent ink.

15.—(1) Every document submitted shall be signed with the capacity of the signatory stated.

(2) Every document submitted shall be without correction fluid and where documents are presented with correction fluid such documents shall be rejected.

16.—(1) All corrections or amendments to documents to be filed with the Registrar shall be initialled by the person or persons authorized to make such corrections or amendments.

(2) Corrections on documents submitted to the Registrar shall be struck through and initialed by the person correcting and shall be clearly and legibly printed.

17.—(1) Where any information required to be set out in a form prescribed by the Registrar is too long for the space provided or where a document is to be incorporated by reference in and to be part of the form, the person completing the form may incorporate the information or document by setting out in the space provided the following sentence: “The annexed schedule is incorporated in this form” and by annexing the information or document to the form as that schedule.

(2) A separate schedule is required in respect of each information requirement or document that is incorporated in a form and where more than one schedule is used, the schedules shall be numbered sequentially.

Part IV. *Authentication Documents of Overseas Companies Translations*

18. Any translation of a charter, statutes or articles of a company or any other instrument constituting or defining the constitution of a company to be filed in accordance with section 363 of the Act, shall be certified to be a correct translation as follows—

- (a) if made outside of Jamaica in a country having a Jamaican embassy or consulate, by—
 - (i) the Ambassador, Consul General or any person designated by that representative; or
 - (ii) a minister of government or government official of equivalent authority in that country exercising the authority vested by the government of that country or a person designated by him, who certifies that the translator is known to him as competent to translate it into the English language;
- (b) if made outside of Jamaica in a country not having a Jamaican embassy or consulate, by any minister of government or government official of equivalent authority in that country exercising the authority vested by the government of that country or a person designated by him, who certifies that the translator is known to him as competent to translate it into the English language;
- (c) if made in Jamaica, by the minister responsible for foreign affairs or any person designated by him, who certifies that the translator is known to him as competent to translate it into the English language.

19. A certified copy of the original incorporation documents of the overseas company in the language of origin shall be submitted together with the translation.

Part V. *Overseas Documents in English/Language of Origin*

20. A certified copy of the charter, statutes or articles of a company or any other instrument constituting or defining the constitution of a company to be filed in accordance with section 363 of the Act shall be so certified by an official of the government body responsible for custody of the original.