

CHAPTER 213

THE BUSINESS NAMES ACT

[PRINCIPAL LEGISLATION]

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SCHEDULE

CHAPTER 213

THE BUSINESS NAMES ACT

An Act to provide for the registration of firms, individuals and corporations carrying on business under a business name and to provide for other related matters.¹

[21st February, 1930]

Ords. Nos.
1 of 1930
37 of 1955
Acts Nos.
4 of 1975
13 of 1991
3 of 2012
5 of 2021
5 of 2022

Short title
Act No.
3 of 2012 s. 5

Interpretation
Ord. No.
37 of 1955
Acts Nos.
3 of 2012 s. 6
5 of 2022 s. 9
Cap. 423

1. This Act may be cited as the Business Names Act.

2. In this Act, unless the context otherwise requires-

“beneficial owner” has the meaning ascribed to it under the Anti-Money Laundering Act;

“business” includes every trade and profession;

“business name” means the name or style under which any business is carried on, whether in partnership or otherwise; “carrying on business” including establishing a place of business and soliciting or procuring any order from any person in Tanzania;

“corporation” means any legal person that possesses a corporate personality status;

“correspondence address” includes e-mail, fax, website and telephone numbers;

“firm” means an unincorporate body of two or more individuals, or one or more individuals and one or more

¹ Act No. 3 of 2012 s.4

corporations, or two or more corporations, who have entered into partnership with one another with a view to carry on business for profit;

“foreign firm” means any firm, individual or corporation whose principal place of business is not situated within Tanzania;

“individual” means a natural person and shall not include a corporation;

“initials” includes any recognised abbreviation of a name.

In the case of a peer or person usually known by a British title different from his surname, the title by which he is known shall be substituted in this Act for his surname;

References in this Act to a former name or surname shall not, in the case of natural-born British subjects, include a former name or surname where that name or surname has been changed or disused before the person bearing the name has attained the age of eighteen years, and, in the case of a married woman, shall not include the name or surname by which she was known previous to the marriage;

References in this Act to a change of name shall not include, in the case of natural-born British subjects, a change of name which has taken place before the person whose name has been changed has attained the age of eighteen years; or, in the case of a peer or a person usually known by a British title different from his surname, the adoption of or succession to the title;

“Minister” means the Minister responsible for trade;

“Registrar” means the Registrar or any of the Deputy Registrars performing the functions of registration of business names under this Act;

“show cards” means cards containing or exhibiting articles dealt with, or samples or representations thereof; and

“surname” in relation to a peer or person usually known by a title different from his surname, means that title.

Registrar and
deputies
Act No.
3 of 2012 s. 7
GN. No.
478 of 1962 Sch.

3.-(1) The Minister may appoint a Registrar, Deputy Registrars and such Assistant Registrars as required for the purposes of this Act.

(2) A Deputy and Assistant Registrar may, subject to the directions of the Registrar, perform any act or discharge any duty which the Registrar may lawfully do or is required by this Act to do, and for such purpose shall have all the powers, privileges and authority of the Registrar.

Firms and
persons to be
registered
Acts Nos.
4 of 1975 Sch.
5 of 2022 s. 10

4. Subject to the provisions of this Act-

- (a) every firm having a place of business in Tanzania;
- (b) every individual having a place of business in Tanzania and carrying on business under a business name which does not consist of his true names or the initials thereof;
- (c) a corporation having a place of business in Tanzania and carrying on business under a business name which does not consist of the corporate name of the corporation without any addition;
- (d) an individual or firm having a place of business in Tanzania 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,

shall be registered in the manner directed by this Act:

Provided that-

- (i) 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;
- (ii) where the business is carried on by a receiver, manager or trustee appointed by any court, registration shall not be necessary; and
- (iii) 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.

5. Where a firm, individual or corporation having a place of business within Tanzania 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 provided 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 receiver, manager or trustee appointed by any court, registration under this section shall not be necessary.

Manner and
particulars of
registration
Acts Nos.
3 of 2012 s. 8
5 of 2021 s. 13
5 of 2022 s. 11

6.-(1) Every firm or person required under this Act to be registered shall send by correspondence address or deliver to the Registrar at the register office a statement in writing in the prescribed form containing the following particulars:

- (a) the business name, its postal and any other correspondence address;
- (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, national identity number, correspondence address, the usual residential address of each of the individuals who are partners and beneficial owners of the partnership and the corporate name and registered or principal office of every corporation which is partner;
- (e) where the registration to be effected is that of an individual, National Identity Number, correspondence address and the usual residential address;
- (f) where the registration to be effected is that of a corporation, its corporate name and registered or principal office;
- (g) where the business is commenced after the passing of this Act, the date of the commencement of the business; and

- (h) where the registration to be effected is that of a firm, the name of every person empowered to operate the firm's bank account or to sign, draw or endorse on behalf of the firm any bill of exchange, promissory note or other negotiable instrument or holding the firm's general power of attorney:

Provided that, where any such partner or individual is of or over the age of eighteen years, it shall be sufficient for him to state his age as full age and that the use of general terms to describe nature of business shall be avoided.

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

Statement to be
signed by persons
registering

7. 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, 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 not be evidence for or against any such other person in respect of his liability or non-liability as a partner, and that the High Court or a judge thereof 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
Act No.
3 of 2012 s. 9

8.-(1) The particulars required to be furnished under this Act shall be furnished within twenty one days after the firm or person commences business, or the business in respect of which registration is required:

Provided that, if such firm or person has carried on such business before the passing of this Act or commences such

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 passing of this Act, and that if at the expiration of the said two months the conditions affecting the firm or person have ceased to be such as to require registration under this Act the firm or person need not be registered so long as such conditions continue.

(2) This section 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 such change.

Restriction on
registration of
certain business
names
Ord. No.
37 of 1955 s. 3
Act No.
3 of 2012 s. 10

9.-(1) The Registrar shall refuse to register any firm, individual or corporation carrying on business under a business name-

- (a) which contains any word, which in the opinion of the Registrar, is likely to mislead the public as to nationality, race or religion of the persons by whom the business is wholly or mainly owned or controlled;
- (b) which is expressing or implying the sanction, approval or patronage of the Government;
- (c) which includes the words "building society" or "co-operative" or their equivalent in any other languages or any abbreviation thereof;
- (d) which is identical with or similar to that under which any firm, individual or corporation is registered under this Act, or under the Companies Act, or under the Co-operative Societies Act if in the opinion of the Registrar such registration would be likely to mislead the public; or
- (e) which in the opinion of the Registrar, is undesirable.

(2) The Registrar, upon the request of any person and upon the payment of the prescribed fee, shall state whether or not any proposed business name may be registered.

(3) Where the Registrar has stated that any business name may be registered, the firm, individual or corporation which made the request shall be entitled to registration in that

Cap. 212
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business name at any time within five working days of the date of the decision of the Registrar, and during that time other firm, person or corporation shall not be entitled to registration in that business name.

(4) Any firm, individual or corporation aggrieved by a decision of the Registrar under this section may appeal to the High Court.

Registration not
to authorise
use
Ord. No.
37 of 1955 s. 3

10. The registration of a firm, individual or corporation under this Act shall not be construed as authorising the use of a business name if apart from such registration the use thereof could be prohibited.

Registration of
changes in firm
Act No.
3 of 2012 s. 11

11. Whenever a change is made or occurs in any of the particulars registered in respect of any firm or person, such firm or person shall, within fourteen days after such change or such longer period as the Registrar may, on application being made in any particular case, whether before or after the expiration of such fourteen days, allow, sending by post or deliver 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.

Rectification
of Register in
certain cases
Ord. No.
37 of 1955 s. 4
Act No.
3 of 2012 s. 12

12.-(1) Where a business name sought to be registered under this Act is in contravention of section 9(1) or is by inadvertence or otherwise registered, the Registrar may submit, by correspondence address, a notice addressed to the person relation to whom the name is registered at the place shown in the Register where business is carried on under that name-

- (a) stating the Registrar's proposal to cancel or refuse the registration of that name upon expiration of a period of not more than twenty one days; and
- (b) stating the reasons for the proposed cancellation or refusal,

the Registrar shall, by notice in writing, require such firm, individual or corporation to change such business name within such time as may be specified in such notice and upon compliance with such notice the Registrar shall, subject to the provisions of section 9, record such change without requiring the payment of any fee and if the default is made in complying with his requirements the Registrar may cancel the entry in the Register relating to such firm, individual or corporation:

Provided that, where the Registrar is satisfied that, having regard to the nature of any business and the nationality of the persons employed therein, the retention of the business name would not be contrary to the public interest, he may in his absolute discretion permit the retention of such name subject to such conditions as he may think fit.

(2) Any firm, individual or corporation aggrieved by any requirement of the Registrar under this section or by the cancellation of any entry in the Register may appeal to the High Court.

Penalty for
default in
registration
Acts Nos.
13 of 1991 Sch.
3 of 2012 s. 13
5 of 2022 s. 12

13.—(1) Where any firm or person by this Act 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 firm or the person so in default on conviction, shall be liable to a fine not exceeding fifty thousand shillings 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.

(2) A person who—

- (a) fails to provide information to the Registrar regarding change in beneficial ownership of the partnership; or
- (b) fails to provide the Registrar with statement of particulars containing information on the beneficial owners of the partnership,

commits an offence and on conviction, shall be liable to a fine of not less than one million shillings but not exceeding five million shillings.

Penalty for carrying on business under unauthorised name
Ord. No.
37 of 1955
Act No.
13 of 1991 Sch.

14. Where the firm, individual or corporation carries on business under a business name in respect of which such firm, individual or corporation has been refused registration under section 9 or which the Registrar has required to be changed under section 12, every partner in the firm or the individual or the corporation, commits an offence and on conviction, shall be liable to a fine not exceeding one thousand shillings for every day during which the offence continues:

Provided that, no partner commits an offence under this section if he shall satisfy the court that the business was so carried on without his knowledge or consent and that its being so carried on was not facilitated by any neglect on his part.

Disability of persons in default

15.-(1) Where any firm or person by this Act required to furnish a statement of particulars or of any change in particulars shall have made 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 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 proceeding whether in the business name or otherwise:

Provided-

- (a) the defaulter may apply to the court for relief against the disability imposed by this section, 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 contracts, on condition of the costs of the application being 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 on 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;

- (b) nothing shall prejudice the rights of any other parties as against the defaulter in respect of such contract as aforesaid;
- (c) 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 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.

(2) In this section the expression “court” means the High Court or a judge thereof:

Provided that, without prejudice to the power of the High Court or a judge thereof to grant such relief as aforesaid, if any proceeding to enforce any contract is commenced by a defaulter in a subordinate court, the subordinate court may, as respects that contract, grant such relief as aforesaid.

Penalty for false statements
Acts Nos.
13 of 1991 Sch.
5 of 2021 s. 14

16. Where any statement required to be furnished under this Act contains any matter which is false in any material particular to the knowledge of any person signing it, that person commits an offence and on conviction, shall be liable to imprisonment of either description for a term not exceeding twelve months, or to a fine not exceeding two hundred thousand shillings, or to both.

Duty to furnish particulars to Registrar
Acts Nos.
13 of 1991 Sch.
5 of 2021 s. 15

17.—(1) The Registrar may require any person to furnish to him such particulars as appear to him necessary for the purpose of ascertaining whether or not such person or the firm of which he is 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 the Secretary or any other

officer of a corporation 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, commits an offence and on conviction, shall be liable to a fine not exceeding two hundred thousand shillings or to imprisonment for a term not exceeding one year or to both.

(2) Where from any information so furnished it appears to the Registrar that any firm or person ought to be registered under this Act, or an alteration ought to be made in the registered particulars, the Registrar may require the firm or person to furnish him with the required particulars within such time as he may allow, but where any default under this Act has been discovered from the information acquired under this section, proceedings under this Act shall not be taken against any person in respect of such default prior to the expiration of the time within which the firm or person is required by the Registrar under this section to furnish such particulars.

Registrar to file statement and issue certificate of registration
Ord. No.
37 of 1955 s. 6
Acts Nos.
13 of 1991 Sch.
3 of 2012 s. 14

18. On receiving any statement or statutory declaration made in pursuance of this Act, the Registrar shall, subject to the provisions of section 9 cause the same to be filed, and he shall send by post or deliver a certificate of the registration thereof to the firm or person registering and the certificate or certified copy thereof shall be kept in a conspicuous position at the principal place of business of the firm or individual, and if not kept every partner in the firm, or the person commits an offence and on conviction, shall be liable to a fine not exceeding fifty thousand shillings.

Register of business names
Act No.
5 of 2021 s. 16

19.—(1) There shall be a Register of business names, to be kept by the Registrar, wherein shall be entered the names of firms and persons registered under this Act.

(2) Each business name shall be identified by a registration number assigned to it by the Registrar.

Removal of
names from
Register
Acts Nos.
13 of 1991 Sch.
3 of 2012 s. 15

20.—(1) Where any firm or individual registered under this Act ceases to carry on business, it shall be 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 of his personal representative, within three months after the business has ceased to be carried on, to send by correspondence address 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 is to give such notice fails to do so within such time as aforesaid, commits an offence and on conviction, shall be liable to a fine not exceeding fifty thousand shillings:

Provided that, the Registrar may in his absolute discretion on reasonable cause therefor being shown, extend such time as aforesaid to such time as he may think fit.

(2) On receipt of such a notice as aforesaid, the Registrar may remove 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 such notice within six weeks from the date thereof, the firm or individual may be removed from the Register.

(4) Where 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 six weeks after sending the notice receive an answer, he may remove the firm or individual from the Register.

(5) Upon removal from Register, any firm individual or corporation, that firm, individual or corporation shall, within twenty one days, from the date of expiration of the notice of removal from the Register, surrender to the Registrar, any certificates issued under this Act.

(6) Upon receipt of a certificate in terms of subsection (4), the Registrar shall cancel that certificate.

Inspection of
statements
registered
Act No.
5 of 2022 s. 13

21.-(1) At any time after the expiration of six months from the passing of this Act or of such longer period, not being more than nine months from the passing of this Act, as the President may by order direct, any person may inspect the documents filed by the Registrar on payment of such fees as may be prescribed not exceeding two shillings for each inspection; and any person may require a certificate of the registration of any firm or person, or a copy of or extract from any registered statement to be certified by the Registrar, and there shall be paid for such certificate of registration, certified copy or extract such fees as may be prescribed not exceeding four shillings for the certificate of registration, and not exceeding one shilling for each folio of seventy-two words, of the entry, copy or extract.

(2) Notwithstanding subsection (1), information on the beneficial owners of a business held by the Registrar in the Register of beneficial owners shall be accessible to-

- (a) national competent authorities with designated responsibilities for combating money laundering and terrorist financing;
- (b) national competent authorities that have the function of investigating or prosecuting offences related to money laundering and terrorist financing, or of tracing, seizing, freezing and confiscating criminal assets;
- (c) the Financial Intelligence Unit;
- (d) the Tanzania Revenue Authority;
- (e) any other national competent authority, other than the authorities specified in paragraphs (a), (b) and (c) which are responsible for the prevention of money laundering and funding of terrorism.

(3) 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, civil or criminal, without proof that it is under the hand of the Registrar, be received in evidence.

Power of Minister
to make rules
Ord. No.
37 of 1955 s. 8
Act No.
5 of 2021 s. 17
GN. No.
478 of 1962

22. The Minister may make rules concerning any of the following matters:

- (a) the fees to be paid to the Registrar under this Act;
- (b) the forms and certificates to be used under this Act;
- (c) the modality of making online application for registration, updating of business names and any other online transactions relating to business names;
- (d) the duties to be performed by the Registrar under this Act; and
- (e) generally, the conduct and regulations of registration under this Act, and any matters incidental thereto.

Publication of
true names, etc.

23.—(1) After the expiration of three months from the passing of this Act every individual and firm required by this Act to be registered shall, in all trade catalogues, trade circulars, show cards and business letters, on or in which the business name appears, be mentioned in legible characters-

- (a) in the case of an individual, his present name or the initials thereof and present surname, any former name or surname, his nationality and if his nationality is not his nationality of origin, his nationality of origin; and
- (b) in the case of a firm, the present names or the initials thereof and present surnames, any former names and surnames, and the nationality and if the nationality is not the origin, the nationality of origin of all the partners in the firm or, in the case of a corporation being a partner the corporate name.

(2) Where default is made in compliance with this section the individual or, every member of the firm commits an offence and on conviction shall be liable for each offence to a fine not exceeding one hundred and fifty shillings.

Offences by
corporations

24. Where a corporation commits an offence under this Act every Director, Secretary, and officer of the corporation who is knowingly a party to the default commits a like offence and shall be liable to a like penalty.

General penalty
Acts Nos.
3 of 2012 s. 16
5 of 2021 s. 18

25. A person who contravenes any provision of this Act for which no specific penalty is provided, commits an offence and on conviction, shall be liable to a fine of not less than five hundred thousand shillings and not exceeding five million shillings or to imprisonment for a term not exceeding twelve months, or to both.

SCHEDULE

(Made under section 5)

Description of Firm, etc.	Additional Particulars
Where the firm, individual or corporation required to be registered carries on business as nominee or trustee.	The present name and surname, any former name, nationality, and, if that nationality is not the nationality of origin, the nationality of origin, and usual residence, or, the corporate name 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 so carried on, specifying the countries in which such foreign firms carry on business.

