



IPCT Alert

The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006

The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (the "Regulations") came into force, with immediate effect, on 1 January 2007.

The Regulations require companies and LLP's to include their:

- company name
- registered number
- place of registration, and registered office address

in electronic communications and on their websites. Companies who fail to do so will be liable, on summary conviction, to a fine.

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Previous Existing Legislation

Section 349 Companies Act 1985 (“**CA1985**”) requires companies and LLPs to display their **company name** on all hard copy items. These include business letters, notices and other official communications, bills of exchange, invoices, letters of credit, promissory notices, endorsements, cheques and orders for money or goods. In effect the extent of the requirement extends to any paper document purporting to be signed by or on behalf of the company.

Section 351 CA1985 requires companies and LLPs to have mentioned, in legible characters, in all (hard-copy) business letters and order forms of the company their **registered number, place of registration and registered office address (“Particulars”)**. In the case of an investment company (as defined in section 266 CA1985), the fact that it is such a company and in the case of a limited company exempt from the obligation to use the word “limited” as part of its name, the fact that it is a limited company must also be stated.

The Electronic Commerce (EC Directive) Regulations 2002 oblige all providers of on-line services to make certain information available to users of their service, including the name and address of the service provider, e-mail address and, where the provider is a corporate entity, its company registration number. The Consumer Protection (Distance Selling) Regulations 2000, also oblige suppliers of goods or services under “distance contracts” (including the internet) to provide consumers with information relating to the contract for goods or services, including the suppliers’ identity, and where payment is required in advance, his address. However, until the Regulations came into force there was no blanket requirement for all companies and LLPs to display company details on their websites and in their electronic communications.

New Law

The Regulations extend Section 349 CA1985 to require companies to have their name “**mentioned**” in legible characters on order forms, websites and all of the documents specified in section 349 CA1985 (see above), whether they are in “**hard copy, electronic or any other form**”.

Similarly, section 351 CA1985 is extended so that the Particulars (see above) must be “**mentioned**” in legible characters on websites and on business letters and order forms of the company, whether they are in “**hard copy, electronic or any other form**”.

If a company or an LLP fails to comply with the Regulations, it is liable, on summary conviction to a fine.

Comment

Many companies already include their company name and Particulars in electronic communications and on their websites as a matter of best practice. This undoubtedly boosts consumer confidence as it gives consumers transparency of the company they are dealing with. However, with the implementation of the Regulations, all companies and LLPs now need to include their company name and Particulars in all electronic communications (including all e-mails) and on their websites, not as a matter of best practice, but to comply with the law. The most practical way to comply in respect of e-mails is to include this information in an automatic “footer” when the e-mail is sent. For websites, the company name and Particulars should ideally appear either on the website homepage, or as a minimum, on the “contact us” page.

The Intellectual Property, Commerce & Technology (IPCT) department specialises in all aspects of intellectual property (IP) law and commercial and business support, ranging from IP litigation and licensing to IT contracts, commercial trading agreements and outsourcing.

For further information regarding the IPCT department and IP, commercial and information technology matters generally, please contact your usual Halliwells’ contact or:

Jonathan Moakes
Partner, Head of IPCT Department
Direct Tel: +44 (0) 870 365 9300
jonathan.moakes@halliwells.com

Craig Chaplin
Partner
Direct Tel: +44 (0)870 365 9312
craig.chaplin@halliwells.com

If you would prefer not to receive mailings of this nature in the future, please write to your usual contact at Halliwells or call Halliwells Business Development on 0870 365 8000

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Haliwells LLP Tel: +44 (0)870 365 8000

St James’s Court Brown Street Manchester M2 2JF

Fax: +44 (0)870 365 8001 **DX** 14317 Manchester 1

1 Threadneedle Street London EC2R 8AY

Fax: +44 (0)870 365 8002 **DX** 98933 Cheapside 2

The Plaza 100 Old Hall Street Liverpool L3 9TD

Fax: +44 (0)870 365 8004 **DX** 14126 Liverpool 1

City Plaza Pinfold Street Sheffield S1 2GU

Fax: +44 (0)870 365 8003 **DX** 10525 Sheffield

info@halliwells.com www.haliwells.com

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