

Trading disclosures

by Practical Law Corporate

This note covers the information that must be displayed or given by a UK company under the Companies Act 2006 (CA 2006) and the Insolvency Act 1986 (as amended) (IA 1986):

At specified locations.

In documents and communications.

At the request of those they deal with in the course of business.

It includes details of what an individual or partnership should disclose and the additional disclosures required of a charitable company.

This note does not cover information that must be supplied to the Registrar of Companies.

Scope of this note

The aim of trading disclosure legislation is to ensure that anyone who has dealings with a company knows its legal identity, its limited liability status and where they can inspect company records.

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At the end of this note, is a summary table of the disclosures to be made by companies, individuals, partnerships and charitable companies (see [Table of disclosure requirements](#)).

Disclosures to be made by companies

The [Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(SI 2015/17\)](#) (Regulations) and in particular, Part 6 of those Regulations, were made under [section 82](#) of the Companies Act 2006 (CA 2006). Under these Regulations:

- All displays and disclosures must be in characters that can be read by the naked eye.

- Categorisation of a communication (as a business letter, order, invoice, etc.) depends not on its format, (e-mail, compliments slip, business card, etc.) but on its content, so that, for example, an e-mail or compliments slip could be a business letter for the purposes of the Regulations.

Display of registered name

Under Regulations 21 and 22 of *the Regulations*, a company must display its registered name at:

- Its registered office (except where the company has been dormant since incorporation).
- Any location at which it keeps its records available for inspection (inspection place) (except where the company has been dormant since its incorporation).
- Any location at which it carries on business (except where that location is primarily living accommodation). The Regulations do not define what is meant by "any such location at which it carries on business" and whether this would include, for example, locations where a company outsources part of its business.

There are two further exemptions to these requirements:

- Where a liquidator, administrator or administrative receiver is appointed, and the registered office, inspection place or place of business of the company is also the place of business of that liquidator, administrator or administrative receiver (*Regulations 21(3) and 22(4) of the Regulations*).
- Where the registrar of companies is prohibited (by regulations made pursuant to *section 243(4)* of the CA 2006, see *Practice note, Directors: Companies Act 2006*) from disclosing the home address of every individual director of the company to a credit reference agency, the company's obligation to display its registered name at any location where it carries on business will not apply (*Regulation 22(5) of the Regulations*). However, this will not exempt a company from its obligation to display its registered name at its registered office and any place at which it makes its company records available for inspection.

A company's registered name must be positioned at the relevant premises so that it can be seen easily by any visitor. The name must also be displayed continuously, unless the premises are shared by **six or more** companies, in which case each company is only required to display its registered name **either** for at least 15 continuous seconds, at least once every three minutes **or** provide that the registered name is on a register that is available for inspection on request (*Regulation 23, the Regulations*).

Disclosure of registered name in communications

Under Regulation 24 of the Regulations, a company must disclose its registered name on:

- Its business letters, notices and other official publications.
- Its bills of exchange, promissory notes, endorsements and order forms.
- Cheques and orders for money, goods or services signed by or on behalf of the company.
- Its bills of parcels, invoices and other demands for payment, receipts and letters of credit.
- Its applications for licences to carry on a trade or activity.
- All other forms of business correspondence and documentation.
- Its websites. Note that Regulation 29(d) defines a reference to "its websites" to include a reference to any part of a website relating to that company which that company has caused or authorised to appear. Although it is not necessary to put the registered name on every page of the website, it should be placed where it can be easily read.

This requirement applies whether such documents are in hard copy, electronic or any other form (*Regulation 29(c)*). There is no definition of what constitutes an "official publication" or "other forms of business correspondence and documentation" and no guidance has been published on this.

Additional information in business letters, order forms and websites

In addition to the requirements under Regulations 21, 22, 23 and 24, to display and disclose the company's registered name, Regulation 25 requires a company to disclose the following information in business letters and order forms (whether in hard copy, electronic or any other form (*Regulation 29(c)*) and on all websites of the company:

- The part of the UK in which it is registered.
- Its registered number.
- Its registered office address.
- 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.
- In the case of a community interest company which is not a public company, the fact that it is a limited company (see *Practice note, Community interest companies: CICs*).
- In the case of an investment company (within the meaning of *section 833* of the CA 2006), the fact that it is such a company.

In addition:

- Where a company discloses its share capital in its business letters, order forms or websites, it must refer to its paid-up share capital (*Regulation 25(3)*).
- Where a company's business letter includes the name of a director of that company, other than in the text or as a signatory, the letter must disclose the name of every director of that company (*Regulation 26*).

Company records

Under Regulation 27, a company must, within five working days, respond to written queries from any person it deals with in the course of business informing them where its company records can be inspected.

For information on company records and fees for disclosure, see *Practice note, Records*.

For information on the disclosure of directors' addresses, see *Practice note, Directors*.

Default

Failure to comply with a requirement of Regulations 20-27 without reasonable excuse, constitutes a criminal offence and renders the company and every officer who is in default liable to a fine. For these purposes a shadow director is to be treated as an officer of the company (*Regulation 28(3)* and *section 84, CA 2006*).

Disclosure of business names of companies

There is no obligation under the Regulations for a company to disclose its business or trading name as well as its registered name (see [Practice note, Company, business and charity names: Business names](#)). However, a sole trader or partnership that uses a different trading name must display his own name (sole trader) or all the partners' names (partnership) in a prominent position at all your business premises (see [Disclosure of business names of partnerships and individuals](#)).

For information on contracting under a business name rather than registered company name, see [Practice note, Company, business and charity names: contracting under a business name rather than registered name](#).

Further information

For more information on trading disclosures, see chapter 10 of Companies House guidance: incorporation and names which explains what information is required to be disclosed by companies.

Disclosures relating to insolvency

The [Companies \(Trading Disclosures\) \(Insolvency\) Regulations 2008](#) (SI 2008/1897) amended the Insolvency Act 1986 (IA 1986) and the Insolvency (Northern Ireland) Order 1989 (the Order) to require, on every invoice, order for goods or services, business letter or order form (whether in hard copy, electronic or any other form) issued by or on behalf of the company or any administrator, receiver, manager or liquidator of the company and on the company's websites:

- Where a receiver or manager has been appointed, a statement to that effect ([section 39\(1\)](#) and [section 64\(1\)](#), IA 1986, ([article 49\(1\)](#), the Order)).
- Where a moratorium is in force, a statement that effect and the nominee's name, ([paragraph 16\(1\)](#) of [Schedule A1 to the IA 1986](#) ([paragraph 27\(1\)](#), of [Schedule A1 to the Order](#))).
- While a company is in administration, a statement of the name of the administrator and that the affairs, business and property of the company are being managed by him ([paragraph 45](#) of [Schedule B1 to the IA 1986](#) ([paragraph 46](#), of [Schedule B1 to the Order](#))).
- Where the company is being wound up (whether voluntarily or by the court), a statement that it is being wound up ([section 188\(1\)\(a\)](#), IA 1986 ([article 159\(1\)\(a\)](#), the Order)).

Default

Failure to comply with these requirements renders the company and every officer, receiver, manager, administrator or liquidator liable to a fine, if they authorised or permitted the default, in the case of the statements that a receiver or manager has been appointed and that a company is being wound up, knowingly or, in the case of the statement relating to moratoria and administration, without reasonable excuse.

Overseas companies

The disclosure requirements applicable to overseas companies are set out in the *Overseas Companies Regulations 2009*. For further information, see *Practice note, Overseas companies: establishing a presence in the UK: overview, Trading disclosures*.

Disclosure of business names of partnerships and individuals

Sections 1200-1206 of the CA 2006 (as amended by *The Companies Act 2006 (Substitution of Section 1201) Regulations 2009 (SI 2009/3182)*) set out the information that must be displayed at places of business and in correspondence in relation to individuals and partnerships. *Section 1203* of the CA 2006 makes special provision for large partnerships (over 20 persons), exempting them from the need to include all the partners' names in business documents.

In the case of an individual, his name and an address for service and in the case of a partnership, the name of each member of the partnership and a service address for each must be disclosed. Where:

- The individual or partnership has a place of business in the UK, the address must be in the UK.
- An individual or partnership carrying on business in the UK does not have a place of business in the UK, the address must be an address where service of documents can be effected by physical delivery and a record acknowledging receipt can be obtained - this address does not need to be a service address in the UK (*section 1202, CA 2006* as inserted by *Regulation 2, The Companies Act 2006 (Substitution of Section 1201) Regulations 2009*).

This information must be disclosed on:

- Business letters (*section 1202, CA 2006*).
- Written orders for goods and services to be supplied to the business (*section 1202, CA 2006*).
- Invoices and receipts issued in the course of business (*section 1202, CA 2006*).
- Written demands for payment arising in the course of business (*section 1202, CA 2006*).
- Any premises (in a prominent position) where the business is carried on and to which customers and suppliers have access (*section 1204, CA 2006*).

Failure to comply with the requirements in sections 1202 and 1204 (without a reasonable excuse) is an offence punishable by fine (see *section 1205, CA 2006*). There are also civil consequences for failure to make the required disclosures under section 1202 and 1204 (see *section 1206, CA 2006*).

A company that trades under a business name must still comply with its disclosure requirements under the *CA 2006*.

For further information on business names, see *Practice note, Company, business and charity names*.

Charitable companies: additional disclosures

In addition to the trading disclosures described above for companies, a **charitable company** must comply with the following additional requirements:

- If the charitable company's name does not include the word "charity" or "charitable", the fact that the company is a **charity** must be stated in legible characters in:
 - every location, and in every description of document or communication, in which it is required by regulations under [section 82](#) of the *CA 2006* to state its registered name (see [Registered name](#)); and
 - all conveyances purporting to be executed by the company.

([Section 194](#), *Charities Act 2011* (ChA 2011)).

- If the charitable company is a **registered charity** whose gross income in its last financial year exceeded £10,000, it must state that it is a registered charity on all:
 - notices, advertisements and other documents issued by or on behalf of the charity and soliciting money or other property for the benefit of the charity;
 - bills, invoices, receipts and letters of credit; and
 - bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed on behalf of the charity.

([Section 39](#), *ChA 2011*.)

Failing to make these disclosures is a criminal offence ([sections 196 and 41 respectively](#), *ChA 2011*). Also, failing to make the disclosure required by section 194 of ChA 2011 may jeopardise any legal proceedings brought by a charitable company to enforce a right arising out of a contract or conveyance in connection to which the failure to disclose relates ([section 195](#), *ChA 2011*).

There is no legal requirement for a charitable company to state its registered charity number in any location or on any document, although it is good practice to do so.

Unregistered companies

[Schedule 1](#) to the *Companies (Unregistered Companies) Regulations 2009 (SI 2009/2436)* applies the trading disclosure requirements in sections 82 to 85 of the *CA 2006* to unregistered companies. For further details about unregistered companies and what provisions of the *CA 2006* apply to them, see [Practice note, Unregistered companies](#).

Limited Liability Partnerships (LLPs)

For trading disclosure requirements for LLPs see [Practice note, Limited liability partnerships: names and trading disclosures](#).

Table of disclosure requirements

TRADING VEHICLE	DISCLOSURE	DOCUMENT OR PLACE
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<p>Company</p>	<ul style="list-style-type: none"> • Registered name. 	<ul style="list-style-type: none"> • Registered office • Any location at which a company keeps company records available for inspection (inspection place). • Any location at which it carries on business (except where that location is primarily living accommodation). • Business letters (see box below), notices and other official publications. • Bills of exchange, promissory notes, endorsements and order forms (see box below). • Cheques and orders for money, goods or services signed by or on behalf of the company. • Bills of parcels, *invoices and other demands for payment, receipts and letters of credit. • Applications for licences to carry on a trade or activity. • All other forms of business correspondence and documentation. • Websites (see box below). <p>This requirement applies whether such documents are in hard copy, electronic or any other form (<i>Regulation 29(c)</i>).</p>
<p>Company</p>	<ul style="list-style-type: none"> • Registered name. • The part of the UK in which it is registered. • Its registered number. • Its registered office. • 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. • In the case of a community interest company which is not a public company, the fact that it is a limited company. • In the case of an investment company (within the meaning of section 833 of the Companies Act 2006), the fact that it is such a company. • In the case of a company which discloses the amount of its share capital in its business letters, order forms or websites, its paid-up share capital. 	<ul style="list-style-type: none"> • Business letters (whether in hard copy, electronic or any other form) • Order forms (whether in hard copy, electronic or any other form) • Websites

Charitable company	<ul style="list-style-type: none"> In the case of a charitable company that does not include the word "charity" or "charitable" in its name, the fact that the company is a charity. 	<ul style="list-style-type: none"> All of the documents and places listed in the two columns above. All conveyances purporting to be executed by the company.
Charitable company	<ul style="list-style-type: none"> In the case of a charitable company that is a registered charity whose gross income exceeded £10,000 in its last financial year, a statement that it is a registered charity. 	<ul style="list-style-type: none"> Notices, advertisements and other documents issued by or on behalf of the charity and soliciting money or other property for the benefit of the charity. Bills, invoices, receipts and letters of credit. Bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed on behalf of the charity.
Individual	<ul style="list-style-type: none"> Name and address for service. 	<ul style="list-style-type: none"> Business letters. Written orders for goods and services to be supplied to the business. Invoices and receipts issued in the course of business. Written demands for payment arising in the course of business. Premises where the business is carried on and to which customers and suppliers have access.
Partnerships	<ul style="list-style-type: none"> Name of each member of the partnership and address for service for each. 	<ul style="list-style-type: none"> Business letters. Written orders for goods and services to be supplied to the business. Invoices and receipts issued in the course of business. Written demands for payment arising in the course of business. Premises where the business is carried on and to which customers and suppliers have access.

*Note that where the invoice is a VAT invoice, additional information is required. For further information see [The VAT Guide](#) on the HMRC website

END OF DOCUMENT

Maintained
Resource Type
 Practice notes

Jurisdictions
 UK

United Kingdom