

(3) A certificate of incorporation issued under this section in-respect of any company, shall be conclusive evidence of the fact that—

- (a) all the requirements under this Act relating to the incorporation of a company have been complied with ; and
- (b) the company has been incorporated under this Act on the date specified in such certificate of incorporation.

#### COMPANY NAMES

Requirements as to name.

**6.** The name of every—

- (a) limited company other than a listed company, shall end in the word “Limited” or by the abbreviation “Ltd” ;
- (b) private company, shall end in the words “(Private) Limited” or by the abbreviation “(Pvt) Ltd” ; and
- (c) limited company which is a listed company, shall end in the words “Public Limited Company” or by the abbreviation “PLC”.

Restrictions on names.

**7.** (1) A company shall not be registered by a name which—

- (a) is identical with the name of any other company or of any registered overseas company ;
- (b) contains the words “Chamber of Commerce”, unless the company is a company which is to be registered under a licence granted under section 34 without the addition of the word “Limited” to its name ; or

(c) is in the opinion of the Registrar, misleading.

(2) Except with the consent of the Minister given having regard to the national interest, no company shall be registered by a name which contains the words :—

- (a) “President”, “Presidential” or other words which in the opinion of the Registrar suggest or are calculated to suggest, the patronage of the President or connection with the Government or any Government Department ;
- (b) “Municipal”, “incorporated” or other words which in the opinion of the Registrar suggest or are calculated to suggest, connection with any Municipality or other local authority or with any society or body incorporated by an Act of Parliament ;
- (c) “Co-operative” or “Society” ; or
- (d) “National”, “State” or “Sri Lanka” or other words which in the opinion of the Registrar suggest or are calculated to suggest, any connection with the Government or any Government Department.

(3) In determining for the purposes of subsection (1) whether one name is identical with another, the following words shall be disregarded :—

- (a) the word “the”, where it is the first word of the name ;
- (b) the following words and expressions, where they appear at the end of the name :
  - (i) “company” ;
  - (ii) “and company” ;
  - (iii) “company limited” ;

- (iv) “and company limited” ;
- (v) “limited” ;
- (vi) “unlimited” ;
- (vii) “(Private) limited” ;
- (viii) “Public Limited Company” ;
- (c) abbreviations referred to in section 6, where they appear at the end of the name ;
- (d) type and case of letters, accents, spaces between letters and punctuation marks ; and
- (e) “and” or “&”.

Change of  
name.

**8.** (1) A company may change its name by special resolution with the prior approval in writing of the Registrar.

(2) Where a company has resolved to change its name under subsection (1), it shall within ten working days of the change, give notice of the change to the Registrar in the prescribed form.

(3) Upon receiving notice that a company has changed its name, the Registrar shall—

- (a) enter the new name on the Register in place of the former name ; and
- (b) issue a fresh certificate of incorporation in the prescribed form, altered to indicate—
  - (i) the change of name ; and
  - (ii) where the company has become or has ceased to be a private company, the fact of that change.

(4) The change of name shall not affect any rights or obligations of the company, or render ineffective any legal proceedings by or against the company. Any legal proceedings that might have been continued or commenced against it by its former name, may be continued or commenced against it by its new name.

(5) Where a company fails to comply with subsection (2)—

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees ; and
- (b) every officer of the company who is in default shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees.

**9.** (1) A company shall within thirty working days of its incorporation under this Act, give public notice of its incorporation, specifying — Public notice of name.

- (a) the name and company number of the company ;  
and
- (b) the address of the company's registered office.

(2) Where a company changes its name in accordance with the provisions of section 8, it shall within twenty working days of such change give public notice of it, specifying—

- (a) the former name of the company ;
- (b) the company number ;
- (c) the address of the registered office of the company ;  
and
- (d) the new name of the company.

(3) Where a company fails to publish the notice required under subsection (1) or (2) :—

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees ; and
- (b) the Registrar shall cause the relevant notice to be published.

Direction to  
change name.

**10.** (1) Notwithstanding the provisions of section 7, the Registrar may direct a company to change its name in the following circumstances :—

- (a) where through inadvertence or otherwise, it has been registered with a name which contravenes the provisions of section 6 ;
- (b) a request is made to the Registrar to do so within three months of the company giving public notice of the name objected to under section 9, by another company or by a registered overseas company, where—
  - (i) the name of the first-mentioned company is so similar to the name of the requesting company that it is likely to cause confusion ; and
  - (ii) the requesting company was registered with its current name before the first-mentioned company was registered with the name objected to ; or
- (c) a request is made to the Registrar to do so by any person and the Registrar is satisfied that the name was not applied for in good faith for the purpose of identifying the company.

(2) A company shall comply with a direction issued by a Registrar under subsection (1) within a period of six weeks from the date of the issue of such direction, or such longer period as the Registrar may in his discretion permit.

(3) A company which fails to comply with a direction issued under this section shall be guilty of an offence and be liable on conviction to a fine not exceeding two hundred thousand rupees.

**11.** (1) Where a company ceases to be a private company, it shall be deemed to have resolved to change its name in accordance with the provisions of subsection (1) of section 8, by omitting the word “(Private)”.

Change of name upon change of status of company.

(2) Where a company which was not a private company becomes a private company under section 29, it shall be deemed to have resolved to change its name in accordance with the provisions of subsection (1) of section 8 by substituting for the word “Limited” at the end of its name, of the words “(Private) Limited”.

(3) Where a limited company becomes a listed company, it shall be deemed to have resolved to change its name in accordance with the provisions of subsection (1) of section 8 by substituting for the word “Limited” at the end of its name, of the words “Public Limited Company”.

(4) Where a limited company ceases to be a listed company, it shall be deemed to have resolved to change its name in accordance with the provisions of subsection (1) of section 8, by substituting for the words “Public Limited Company” at the end of its name, of the word “Limited”.

(5) Where a company is deemed to have resolved to change its name under this section, it shall within ten working days of such change, give public notice of the change and send a copy of such notice to the Registrar, and the provisions of subsections (3) and (4) of section 8, shall apply to and in relation to such change of name.

(6) Where a company fails to comply with the requirements of subsection (5) —

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees ; and
- (b) every officer of the company who is in default shall be guilty an offence and be liable on conviction to a fine not exceeding fifty thousand rupees.

Use of company  
name and  
company  
number.

**12.** (1) A company shall ensure that its name and its company number are clearly stated in—

- (a) all business letters of the company ;
- (b) all notices and other official publications of the company ;
- (c) all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods signed on behalf of the company ;
- (d) all invoices, receipts and letters of credit of the company ;
- (e) all other documents issued or signed by the company which creates or is evidence of a legal obligation of the company ; and
- (f) the company seal, if any.

(2) Every company shall ensure that its name and its company number are clearly displayed at its registered office.

(3) Where a company fails to comply with the provisions of subsection (1) or subsection (2)—

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees ; and

- (b) every officer of the company who is in default shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees.

(4) Where—

- (a) a document that creates or is evidence of a legal obligation of a company, is issued or signed by or on behalf of the company ; and
- (b) the name and company number of the company are not correctly stated in the document,

every person who issued or signed the document will be liable to the same extent as the company if the company fails to discharge the obligation, unless-

- (c) the person who issued or signed the document proves, that the person in whose favour the obligation was incurred was aware at the time the document was issued or signed, that the obligation was incurred by the company ; or
- (d) the court is satisfied that it would not be just and equitable for that person to be so liable.

(5) For the purposes of subsections (1) and (2), a company may use a generally recognized abbreviation of any word in its name, unless it is misleading to do so.

#### ARTICLES OF ASSOCIATION

**13.** The articles of association of a company may provide for any matter not inconsistent with the provisions of this Act other than the First Schedule hereto, and in particular may provide for—

Contents of articles.

- (a) the objects of the company ;