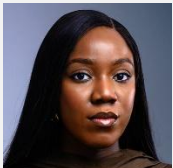


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Regulatory Update

CAC Sets 6-Week Deadline to Register Unregistered Businesses.

On 29 April 2025, the Corporate Affairs Commission (the “**Commission**” or “**CAC**”) issued a [public notice](#) on “Carrying on business in Nigeria under an unregistered name or acronym” (the “**Notice**”). The Notice was issued by the Commission in its role of¹ administering the Companies and Allied Matters Act 2020 (“**CAMA**”), including the registration, regulation and supervision of companies, business names, partnerships, and other corporate entities (together to be referred to as “**Business**” or “**Businesses**”).

The Notice restates and reinforces the statutory prohibitions against carrying on business in Nigeria using an unregistered name, acronym, or any variation of a registered name that has not been duly registered under the Act. It also outlines the key obligations for Business undertakings under CAMA that include the following:

1. **Carrying on business as a company, limited liability partnership, limited partnership or business name without CAC registration:** under section 863 of CAMA, it is a criminal offence for a Business to carry on business by a name other than the name by which it was registered under CAMA. In other words, it is an offence if one conducts business as a company², limited liability partnership, limited partnership or business name in a name that is not registered with the CAC.

¹ Section 8 of the Companies and Allied Matters Act 2020.

² Company means a company formed and registered under the Act or, as the case may be, formed and registered in Nigeria before and in existence on the commencement of the Act

2. **Publication of a company's name and registration number:** Furthermore, CAMA³ requires every company registered under CAMA to display its name and registration number conspicuously on the outside of every office premise or place in which the company's business is carried on⁴, as well as on all official company documents and publications, including letterheads, signages, marketing materials and publicity content. This obligation applies equally to digital platforms such as websites and social media pages, where the company's identity must also be clearly disclosed.
3. **Consequences of making false statements in any document related to the purpose of any CAMA provisions:** CAMA⁵ also provides that any person⁶ who knowingly makes a false statement in any material particular in any document required by, or for the purpose of the provisions of CAMA commits an offence and is liable on conviction to imprisonment for a term of two years and a daily fine against the company⁷ during the period which the offence subsists. This is intended to promote accountability in corporate disclosures and deter fraudulent or misleading filings.

The CAC, through the Notice, also imposes a 6 (six) week deadline⁸ on Businesses to comply with the Notice, failing which the Commission will enforce compliance actions, including prosecution. Thus, affected Businesses are advised to immediately review their operational practices and branding to ensure conformity with their registered names **on or before 10 June 2025**.

Clarifying the Scope of the Notice

The CAC's Notice is a reminder that Businesses need to comply with CAMA, it does not introduce new rules but reinforces existing ones. This means Businesses should focus on meeting their existing legal obligations. Understanding this distinction is key to avoiding confusion and ensuring compliance.

The Notice Does Not:

1. Change the extant law on the use of natural names to conduct business without requirement for registration under CAMA. If a natural person is doing business under their real name, just their full name or initials, without adding anything extra, they don't need to register it. For example, 'Abubakar Babajide Chinonso' is a natural name, so there is no requirement to register it for the purpose of doing business.⁹
2. Purport to restrict use of trademarks for commercial purposes. Businesses often become known by their brand slogans, product names, or a name that differs from their official registration with the CAC. For example, the well-known Russell Hobbs brand and trademark is owned by Spectrum Brands (UK) Limited. In cases like this, what is important is that a Business meets CAMA's requirements on how and where to publish its registered name and number. In addition, it makes good commercial sense to connect product names or slogans with the registered name of the Business to strengthen brand identity.

³ Section 729 of the Companies and Allied Matters Act 2020.

⁴ It should be noted for practical application that any place a company does business includes the internet.

⁵ Section 862(1) of the Companies and Allied Matters Act 2020.

⁶ Person here refers to a Business and a natural person.

⁷ The fine is subject to the discretion of the court.

⁸ That is, within 6 (six) weeks from the date of the Notice.

⁹ See section 814 of the Companies and Allied Matters Act 2020.

The Notice Does:

1. Remind the public on the requirements of CAMA which are important for the protection of consumers and the public. Nigeria has seen, in recent times, supposed business entities that managed to mislead large numbers of the Nigerian population, that ultimately turned out to have no link to any lawfully registered business entity.
2. Seek to ensure that Businesses take steps to comply with the requirements for proper registration with the CAC. Additionally, in the case of companies, for proper publication of their registered names and registration numbers wherever their business is conducted – including on the internet.
3. Emphasise corporate transparency and traceability. One of the underlying objectives of the Notice is to make it easier for members of the public, investors, and regulators to identify and verify the legal status of Businesses operating in Nigeria. This helps reduce fraud, protects consumer interests, and enhances trust in the formal business environment.

Conclusion

The CAC Notice is a timely and important intervention which aims to protect the integrity of business registration under the law and enables the public to identify legitimately registered Businesses from suspicious or unverifiable business entities.

Individuals and Businesses must take proactive steps to review their operations, branding, and documentation to ensure full compliance within the 6 (six) week timeline stipulated by the Notice. Failure to do so may expose non-compliant Businesses to regulatory sanctions, including prosecution, reputational damage, and potential disruption of business activities. Early compliance is not only a legal necessity but also a strategic imperative for maintaining stakeholder trust and long-term business viability.

TEMPLARS has depth of experience in corporate law and regulatory matters. You are welcome to contact us to assist your organisation with its company secretarial and compliance needs.