

2009 No. 1085

COMPANIES

BUSINESS NAMES

**The Company and Business Names (Miscellaneous Provisions)
Regulations 2009**

<i>Made</i> - - - -	<i>24th April 2009</i>
<i>Laid before Parliament</i>	<i>28th April 2009</i>
<i>Coming into force</i> - -	<i>1st October 2009</i>

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 57(1)(a), (2) and (5), 60(1), 65, 66, 1197 and 1292(1) of the Companies Act 2006(a).

PART 1

INTRODUCTORY

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Company and Business Names (Miscellaneous Provisions) Regulations 2009 and come into force on 1st October 2009.

(2) In these Regulations—

“the Act” means the Companies Act 2006;

“expression or abbreviation specified as similar” has the meaning given in paragraph 4 of Schedule 2 and “abbreviation specified as similar” has the meaning that would be given to it in that paragraph if that paragraph made no reference to “expressions”;

“permitted characters” has the meaning given in regulation 2(1);

“word or abbreviation specified as similar” has the meaning given in paragraph 2 of Schedule 2; and

“word specified as similar” has the meaning given in paragraph 2 of Schedule 2.

(3) For the purposes of computing the number of permitted characters in regulation 2(4) and paragraph 7 of Schedule 3 (but not in regulation 2(3)), any blank space between one permitted character and another in the name shall be counted as though it was a permitted character.

PART 2

COMPANY NAMES

Permitted characters

2.—(1) This regulation sets out the characters, signs, symbols and punctuation that may be used in the name of a company registered under the Act (“the permitted characters”).

(2) The following permitted characters may be used in any part of the name—

- (a) any character, sign or symbol set out in table 1 in Schedule 1;
- (b) 0, 1, 2, 3, 4, 5, 6, 7, 8 or 9;
- (c) full stop, comma, colon, semi-colon or hyphen; and
- (d) any other punctuation referred to in column 1 of table 2 in Schedule 1 but only in one of the forms set out opposite that punctuation in column 2 of that table.

(3) The signs and symbols set out in table 3 in Schedule 1 are permitted characters that may be used but not as one of the first three permitted characters of the name.

(4) The name must not consist of more than 160 permitted characters.

Exemption from requirement as to use of “limited”

3.—(1) A private company limited by guarantee is exempt from the requirement of section 59 of the Act (requirement to have name ending with “limited” or permitted alternative) so long as it meets the following two conditions.

(2) The first condition is that the objects of that company are the promotion or regulation of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects.

(3) The second condition is that the company’s articles—

- (a) require its income to be applied in promoting its objects;
- (b) prohibit the payment of dividends, or any return of capital, to its members; and
- (c) require all the assets that would otherwise be available to its members generally to be transferred on its winding up either—
 - (i) to another body with objects similar to its own; or
 - (ii) to another body the objects of which are the promotion of charity and anything incidental or conducive thereto,

(whether or not the body is a member of the company).

Inappropriate indication of company type or legal form: generally applicable provisions

4.—(1) A company must not be registered under the Act by a name that includes, otherwise than at the end of the name, an expression or abbreviation specified in inverted commas in paragraph 3(a) to (f) of Schedule 2 (or any expression or abbreviation specified as similar).

(2) A company must not be registered under the Act by a name that includes in any part of the name an expression or abbreviation specified in inverted commas in paragraph 3(g) or (h) of Schedule 2 (or any expression or abbreviation specified as similar) unless that company is a RTE company within the meaning of section 4A of the Leasehold Reform, Housing and Urban Development Act 1993(a).

(3) A company must not be registered under the Act by a name that includes in any part of the name an expression or abbreviation specified in inverted commas in paragraph 3(i) or (j) of

(a) 1993 c.28; section 4A was inserted by section 122 of the Commonhold and Leasehold Reform Act 2002 (c.15) but section 122 is not yet in force.

Schedule 2 (or any expression or abbreviation specified as similar) unless that company is a RTM company within the meaning of section 73 of the Commonhold and Leasehold Reform Act 2002(a).

(4) A company must not be registered under the Act by a name that includes in any part of the name an expression or abbreviation specified in inverted commas in paragraph 3(k) to (u) of Schedule 2 (or any expression or abbreviation specified as similar).

(5) A company must not be registered under the Act by a name that includes immediately before an expression or abbreviation specified in inverted commas in paragraph 3(a) to (j) of Schedule 2 an abbreviation specified in inverted commas in paragraph 3(v) of that Schedule (or any abbreviation specified as similar).

(6) Paragraph (1) is subject to regulations 5(b) and 6(b).

Inappropriate indication of company type or legal form: company exempt from requirement to have name ending in “limited”

5. A company which is exempt from the requirement of section 59 of the Act (requirement to have name ending with “limited” or permitted alternative) under section 60 of the Act must not be registered under the Act by a name that concludes with—

- (a) a word specified in inverted commas in paragraph 1(c) or (d) of Schedule 2 (or any word specified as similar); or
- (b) an expression or abbreviation specified in inverted commas in paragraph 3(a) to (f) or (v) of Schedule 2 (or any expression or abbreviation specified as similar).

Inappropriate indication of company type or legal form: unlimited company

6. An unlimited company must not be registered under the Act by a name that concludes with—

- (a) a word or abbreviation specified in inverted commas in paragraph 1(a) or (b) of Schedule 2 (or any word or abbreviation specified as similar); or
- (b) an expression or abbreviation specified in inverted commas in paragraph 3(a) to (f) or (v) of Schedule 2 (or any expression or abbreviation specified as similar).

Name not to be the same as another in the registrar’s index of company names

7. For the purposes of section 66 of the Act (determining whether a name to be registered under the Act is the same as another name appearing in the registrar’s index of company names) Schedule 3 has effect for setting out—

- (a) the matters that are to be disregarded; and
- (b) the words, expressions, signs and symbols that are to be regarded as the same.

Consent to registration of a name which is the same as another in the registrar’s index of company names

8.—(1) A company may be registered under the Act by a proposed same name if the conditions in paragraph (2) are met.

(2) The conditions are—

- (a) the company or other body whose name already appears in the registrar’s index of company names (“Body X”) consents to the proposed same name being the name of a company (“Company Y”);
- (b) Company Y forms, or is to form, part of the same group as Body X; and
- (c) Company Y provides to the registrar a copy of a statement made by Body X indicating—

(a) 2002 c.15.

- (i) the consent of Body X as referred to in sub-paragraph (a); and
- (ii) that Company Y forms, or is to form, part of the same group as Body X.

(3) If the proposed same name is to be taken by a company which has not yet been incorporated, the copy of such statement must be provided to the registrar instead by the person who delivers to the registrar the application for registration of the company (and the reference in paragraph (1) to the conditions in paragraph (2) shall be read accordingly).

(4) The registrar may accept the statement referred to in paragraph (2)(c) as sufficient evidence that the conditions referred to in paragraph (2)(a) and (b) have been met.

(5) If the consent referred to in paragraph (2)(a) is given by Body X, a subsequent withdrawal of that consent does not affect the registration of Company Y by that proposed same name.

(6) In this regulation—

- (a) “group” has the meaning given in section 474(1) of the Act; and
- (b) “proposed same name” means a name which is, due to the application of regulation 7 and Schedule 3, considered the same as a name appearing in the registrar’s index of company names and differs from that name appearing in the index only by one of the matters set out in inverted commas in paragraph 4 of Schedule 3.

PART 3

OVERSEAS COMPANY NAMES

Interpretation and permitted characters

9. Regulations 1(2) and (3) and 2 apply to the name of an overseas company which is registered by that company under Part 34 of the Act (overseas companies) as they apply to the name of a company formed and registered under the Act.

Inappropriate indication of company type or legal form

10.—(1) An overseas company must not be registered under the Act by a name that concludes with a word or abbreviation specified in inverted commas in paragraph 1(a) or (b) of Schedule 2 (or any word or abbreviation specified as similar) unless the liability of the members of the company is limited by its constitution.

(2) An overseas company must not be registered under the Act by a name that concludes with a word specified in inverted commas in paragraph 1(c) or (d) of Schedule 2 (or any word specified as similar) unless the liability of the members of the company is not limited by its constitution.

(3) An overseas company must not be registered under the Act by a name that includes in any part of the name an expression or abbreviation specified in inverted commas in paragraph 3 of Schedule 2 (or any expression or abbreviation specified as similar).

Name not to be the same as another in the registrar’s index of company names

11. Regulation 7 applies to the name of an overseas company which is registered by that company under Part 34 of the Act as it applies to the name of a company formed and registered under the Act.

Consent to registration of a name which is the same as another in the registrar’s index of company names

12.—(1) Regulation 8 applies to the proposed same name of an overseas company as it applies to the proposed same name of a company formed and registered under the Act.

(2) In this regulation “proposed same name” has the same meaning as in regulation 8.

PART 4

BUSINESS NAMES

“Limited” and permitted alternatives

13.—(1) A person must not carry on business in the United Kingdom under a name that concludes with any word or abbreviation set out in inverted commas in paragraph 1(a) or (b) of Schedule 2 unless that person is—

- (a) a company or an overseas company registered in the United Kingdom by that name;
- (b) an overseas company incorporated with that name; or
- (c) a society registered under the Industrial and Provident Societies Act 1965(a) or the Industrial and Provident Societies Act (Northern Ireland) 1969(b) by that name.

(2) A person must not carry on business in the United Kingdom under a name that concludes with any word or abbreviation specified as similar to any word or abbreviation set out in inverted commas in paragraph 1(a) or (b) of Schedule 2.

Other indications of legal form

14.—(1) A person must not carry on business in the United Kingdom under a name that includes any expression or abbreviation set out in inverted commas in paragraph 3 of Schedule 2 unless that person is such a company, partnership, grouping or organisation as is indicated in that expression or abbreviation.

(2) A person must not carry on business in the United Kingdom under a name that includes any expression or abbreviation specified as similar to any expression or abbreviation set out in inverted commas in paragraph 3 of Schedule 2.

Transitional provisions

15.—(1) Regulation 14 does not apply to the carrying on of a business under a name by a person who—

- (a) carried on that business under that name immediately before these Regulations came into force; and
- (b) continues to carry it on under that name,

if it was lawful for the business to be carried on under that name immediately before these Regulations came into force.

(2) Regulation 14 does not apply to the carrying on of a business under a name by a person to whom the business is transferred on or after the date on which these Regulations came into force—

- (a) where that person continues to carry on the business under that name; and
- (b) where it was lawful for the business to be carried on under that name immediately before the transfer,

during the period of 12 months beginning with the date of the transfer.

24th April 2009

Ian Pearson
Economic and Business Minister,
Department for Business, Enterprise and Regulatory Reform

(a) 1965 c.12.
(b) 1969 c.24 (N.I.).

SCHEDULE 1

Regulation 2

CHARACTERS, SIGNS, SYMBOLS AND PUNCTUATION

Table 1

<i>Characters, signs and symbols</i>				
A	B	C	D	E
F	G	H	I	J
K	L	M	N	O
P	Q	R	S	T
U	V	W	X	Y
Z	&	@	£	\$
€	¥			

Table 2

<i>Type of punctuation</i>	<i>Punctuation mark</i>
Apostrophe	‘ ’ ,
Bracket	() [] { } < >
Exclamation mark	!
Guillemet	« »
Inverted comma	“ ” ”
Question mark	?
Solidus	\ /

Table 3

<i>Signs and symbols</i>
*
=
#
%
+

SCHEDULE 2 Regulations 1, 4 to 6, 10, 13 and 14

SPECIFIED WORDS, EXPRESSIONS AND ABBREVIATIONS

1. The words and abbreviations specified are—

- (a) “LIMITED” or (with or without full stops) the abbreviation “LTD”;
- (b) “CYFYNGEDIG” or (with or without full stops) the abbreviation “CYF”;
- (c) “UNLIMITED”; and
- (d) “ANGHYFYNGEDIG”.

2. The words and abbreviations specified as similar to the words and abbreviations set out in inverted commas in paragraph 1(a) and (b) and the words specified as similar to the words set out in inverted commas in paragraph 1(c) and (d) are any in which—

- (a) one or more characters has been omitted;
- (b) one or more characters, signs, symbols or punctuation has been added; or
- (c) each of one or more characters has been substituted by one or more other characters, signs, symbols or punctuation,

in such a way as to be likely to mislead the public as to the legal form of a company or business if included in the registered name of the company or in a business name.

3. The expressions and abbreviations specified are—

- (a) “PUBLIC LIMITED COMPANY” or (with or without full stops) the abbreviation “PLC”;
- (b) “CWMNI CYFYNGEDIG CYHOEDDUS” or (with or without full stops) the abbreviation “CCC”;
- (c) “COMMUNITY INTEREST COMPANY” or (with or without full stops) the abbreviation “CIC”;
- (d) “CWMNI BUDDIANT CYMUNEDOL” or (with or without full stops) the abbreviation “CBC”;
- (e) “COMMUNITY INTEREST PUBLIC LIMITED COMPANY” or (with or without full stops) the abbreviation “COMMUNITY INTEREST PLC”;
- (f) “CWMNI BUDDIANT CYMUNEDOL CYHOEDDUS CYFYNGEDIG” or (with or without full stops) the abbreviation “CWMNI BUDDIANT CCC”;
- (g) “RIGHT TO ENFRANCHISEMENT” or (with or without full stops) the abbreviation “RTE”;
- (h) “HAWL I RYDDFREINIAD”;
- (i) “RIGHT TO MANAGE” or (with or without full stops) the abbreviation “RTM”;
- (j) “CWMNI RTM CYFYNGEDIG”;
- (k) “EUROPEAN ECONOMIC INTEREST GROUPING” or (with or without full stops) the abbreviation “EEIG”;
- (l) “INVESTMENT COMPANY WITH VARIABLE CAPITAL”;
- (m) “CWMNI BUDDSODDI A CHYFALAF NEWIDIOL”;
- (n) “LIMITED PARTNERSHIP”;
- (o) “PARTNERIAETH CYFYNGEDIG”;
- (p) “LIMITED LIABILITY PARTNERSHIP”;
- (q) “PARTNERIAETH ATEBOLRWYDD CYFYNGEDIG”;
- (r) “OPEN-ENDED INVESTMENT COMPANY”;

- (s) “CWMNI BUDDSODDIANT PENAGORED”;
- (t) “CHARITABLE INCORPORATED ORGANISATION”;
- (u) “SEFDYDLIAD ELUSENNOL CORFFOREDIG”; and
- (v) the following abbreviations (with or without full stops) of the expressions specified in sub-paragraphs (n), (o), (p), (q), (t) and (u) respectively, namely “LP”, “PC”, “LLP”, “PAC”, “CIO” and “SEC”.

4. The expressions and abbreviations specified as similar to the expressions and abbreviations set out in inverted commas in paragraph 3 are any in which—

- (a) one or more characters has been omitted;
- (b) one or more characters, signs, symbols or punctuation has been added; or
- (c) each of one or more characters has been substituted by one or more other characters, signs, symbols or punctuation,

in such a way as to be likely to mislead the public as to the legal form of a company or business if included in the registered name of the company or in a business name.

SCHEDULE 3

Regulations 7 and 8

NAME SAME AS ANOTHER IN THE REGISTRAR'S INDEX OF COMPANY NAMES

1. In determining whether a name is the same as another name appearing in the registrar's index of company names the provisions in this Schedule are to be applied in the order set out in the Schedule.

2. Disregard any word, expression or abbreviation set out in inverted commas in Schedule 2 where it appears at the end of the name.

3.—(1) Taking the name remaining after the application of paragraph 2, regard each of the words, expressions, signs and symbols set out in inverted commas in any of the paragraphs of sub-paragraph (2) ("relevant matters") as the same as the other relevant matters set out in that paragraph where each relevant matter—

- (a) is preceded by and followed by a blank space; or
- (b) where the relevant matter is at the beginning of the name, where it is followed by a blank space.

(2) The words, expressions, signs and symbols are—

- (a) "AND" and "&";
- (b) "PLUS" and "+";
- (c) "0", "ZERO" and "O";
- (d) "1" and "ONE";
- (e) "2", "TWO", "TO" and "TOO";
- (f) "3" and "THREE";
- (g) "4", "FOUR" and "FOR";
- (h) "5" and "FIVE";
- (i) "6" and "SIX";
- (j) "7" and "SEVEN";
- (k) "8" and "EIGHT";
- (l) "9" and "NINE";
- (m) "£" and "POUND";
- (n) "€" and "EURO";
- (o) "\$" and "DOLLAR";
- (p) "¥" and "YEN";
- (q) "%", "PER CENT", "PERCENT", "PER CENTUM" and "PERCENTUM"; and
- (r) "@" and "AT".

4.—(1) Taking the name remaining after the application of paragraphs 2 and 3, disregard at the end of the name the matters set out in inverted commas in sub-paragraph (2) (or any combination of such matters) where the matter (or combination) is preceded by the following punctuation or symbol in inverted commas—

- (a) a blank space;
- (b) a full stop; or
- (c) "@".

(2) The matters are—

- (a) “BIZ”;
- (b) “CO”;
- (c) “CO UK”;
- (d) “CO.UK”;
- (e) “COM”;
- (f) “COMPANY”;
- (g) “EU”;
- (h) “EXPORTS”;
- (i) “GB”;
- (j) “GREAT BRITAIN”;
- (k) “GROUP”;
- (l) “HOLDINGS”;
- (m) “IMPORTS”;
- (n) “INTERNATIONAL”;
- (o) “NET”;
- (p) “NI”;
- (q) “NORTHERN IRELAND”;
- (r) “ORG”;
- (s) “ORG UK”;
- (t) “ORG.UK”;
- (u) “SERVICES”;
- (v) “UK”;
- (w) “UNITED KINGDOM”;
- (x) “WALES”;
- (y) “ALLFORION”;
- (z) “CWMNI”;
- (aa) “CYM”;
- (bb) “CYMRU”;
- (cc) “CYNHEILIAID”;
- (dd) “CYRDDAU”;
- (ee) “DALIADAU”;
- (ff) “DU”;
- (gg) “GRWP”;
- (hh) “GWASANAETHAU”;
- (ii) “MEWNFORION”;
- (jj) “PF”;
- (kk) “PRYDAIN FAWR”;
- (ll) “RHYNGWLADOL”;
- (mm) “RYNGWLADOL”; and
- (nn) “Y DEYRNAS UNEDIG”.

5. Taking the name remaining after the application of paragraphs 2 to 4, disregard the following matters in any part of the name—

- (a) any punctuation set out in regulation 2(2)(c) or in column 2 of table 2 in Schedule 1; and

(b) the following symbols set out in inverted commas—

- (i) “*”;
- (ii) “=”; and
- (iii) “#”.

6. Taking the name remaining after the application of paragraphs 2 to 5, disregard the letter “S” at the end of the name.

7. Taking the name remaining after the application of paragraphs 2 to 6, disregard any permitted character after the first 60 permitted characters of the name.

8. Taking the name remaining after the application of paragraphs 2 to 7, disregard the following matters or any combination of the following matters set out in inverted commas where they appear at the beginning of the name—

- (a) “@”;
- (b) “THE” (but only where followed by a blank space); and
- (c) “WWW”.

9. Taking the name remaining after the application of paragraphs 2 to 8, disregard blank spaces between permitted characters.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations deal with restrictions relating to the registered name of a company and to business names.

Part 2 is about company names. The characters that are permitted to be used in the name of a company registered under the Companies Act 2006 (c.46) (“the Act”) are set out in regulation 2 and Schedule 1 (and consequently characters in lower case, ligatures, accents and other diacritical marks are not permitted in the name).

Regulation 3 allows private companies limited by guarantee to be exempt from the requirement in section 59 of the Act to use the statutory indicator (“limited” or its permitted alternative) as part of the company name provided that certain conditions are met. These conditions relate to the objects of the company, the application of its income, the payment of dividends and return of any capital, and asset transfer on winding up.

Regulations 4 to 6 and Schedule 2 set out restrictions on the use of certain words, expressions and abbreviations (or words, expressions and abbreviations specified as similar) in the name of certain types of company registered under the Act. Regulation 4 relates to all companies registered under the Act, regulation 5 to companies which are exempt from the requirement of section 59 of the Act and regulation 6 to unlimited companies.

Regulation 7 and Schedule 3 set out the matters to be disregarded and the matters to be regarded as the same in determining whether a name to be registered under the Act is the same as another name appearing in the registrar’s index of company names.

Regulation 8 sets out the circumstances in which a company or other body can consent to the proposed registration of a name that would otherwise be considered the same as an existing registered name.

Part 3 is about overseas companies’ names. An EEA company may always register its corporate name provided that name complies with regulation 2 (see section 1047(3) and (5) of the Act) and regulations 10 to 12 must be read accordingly.

Part 4 deals with restrictions on names used by any person carrying on business in the United Kingdom (regulations 13 to 15 and Schedule 2).

The power to make regulations contained in section 57(1)(b) of the Act has not been exercised in these Regulations and the reference to that provision in section 85(1)(c) of the Act must be read accordingly.

An impact assessment has not been produced for these Regulations because no impact on the private or voluntary sector is foreseen.

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