

*Regulations made by the Secretary of State, laid before Parliament under sections 55(2), 1194(2) and 1291 of the Companies Act 2006, and section 55(2) of that Act as applied by regulation 8 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 for approval by resolution of each House of Parliament within twenty-eight days beginning with the day on which the Regulations were made, subject to extension for periods of dissolution, prorogation or adjournment for more than four days.*

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STATUTORY INSTRUMENTS

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**2009 No. 2615**

**COMPANIES**

**LIMITED LIABILITY PARTNERSHIPS**

**BUSINESS NAMES**

**The Company, Limited Liability Partnership and Business  
Names (Sensitive Words and Expressions) Regulations 2009**

<i>Made</i> - - - -	<i>25th September 2009</i>
<i>Laid before Parliament</i>	<i>30th September 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 55(1), 56(1)(b), 1194(1), 1195(1)(b) and 1292(1) of the Companies Act 2006<sup>(a)</sup> and sections 55(1), 56(1)(b) and 1292(1) of the Companies Act 2006 as applied to limited liability partnerships by regulations 8 and 81 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009<sup>(b)</sup>.

**Citation and commencement**

1. These Regulations may be cited as the Company, Limited Liability Partnership and Business Names (Sensitive Words and Expressions) Regulations 2009 and come into force on 1st October 2009.

**Interpretation**

2.—(1) In these Regulations “the 2006 Act” means the Companies Act 2006.

(2) Any reference in these Regulations to section 55 or 88 of the 2006 Act includes a reference to that section as applied by regulation 8 or 17 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

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(a) 2006 c.46.  
(b) S.I. 2009/1804.

### **Specified words and expressions applicable to sections 55 and 1194 of the 2006 Act**

3.—(1) The following words and expressions are specified for the purposes of sections 55(1) and 1194(1) of the 2006 Act—

- (a) the words and expressions set out in Part 1 of Schedule 1;
- (b) the plural and possessive forms of those words and expressions, and, where relevant, the feminine form; and
- (c) in the case of the words and expressions set out in Part 1 of Schedule 1 which are marked with an asterisk, the grammatically mutated forms of those words and expressions.

(2) For the purposes of section 55(1) of the 2006 Act any word or expression specified in Part 1 of Schedule 1 which contains an accent or other diacritical mark is to be read as though that accent or other diacritical mark were omitted.

### **Specified words and expressions applicable to section 55 of the 2006 Act**

4. The following words and expressions are specified for the purposes of section 55(1) of the 2006 Act—

- (a) the words and expressions set out in Part 2 of Schedule 1;
- (b) the plural and possessive forms of those words and expressions, and, where relevant, the feminine form; and
- (c) in the case of the words and expressions set out in Part 2 of Schedule 1 which are marked with an asterisk, the grammatically mutated forms of those words and expressions.

### **Applications where situation of registered office or principal place of business is irrelevant**

5. In connection with an application for the approval of the Secretary of State under section 55 or 1194 of the 2006 Act in relation to a name that includes a word or expression specified in column (1) of Part 1 of Schedule 2 the applicant must seek the view of the Government department or other body set out opposite that word or expression in column (2) of Part 1 of Schedule 2.

### **Applications where situation of registered office or principal place of business is relevant**

6. In connection with an application for the approval of the Secretary of State under section 55 or 1194 of the 2006 Act in relation to a name that includes a word or expression specified in column (1) of Part 2 of Schedule 2 the applicant must seek the view of a Government department or other body as follows—

- (a) in the case of—
  - (i) a company or limited liability partnership that has already been registered, whose registered office is situated in England and Wales;
  - (ii) a proposed company or limited liability partnership that has not yet been registered under the 2006 Act, whose registered office is to be situated in England and Wales;
  - (iii) a business, whose principal place of business is or is to be situated in England; and
  - (iv) an overseas company (see section 1044 of the 2006 Act),the Government department or other body set out in column (2) of Part 2 of Schedule 2 opposite that word or expression;
- (b) in the case of—
  - (i) a company or limited liability partnership that has already been registered, that is a Welsh company or Welsh LLP (see section 88 of the 2006 Act);
  - (ii) a proposed company or limited liability partnership that has not yet been registered, that is to be a Welsh company or Welsh LLP; and
  - (iii) a business, whose principal place of business is or is to be situated in Wales,

the Government department or other body set out in column (3) of Part 2 of Schedule 2 opposite that word or expression;

(c) in the case of—

(i) a company or limited liability partnership that has already been registered, whose registered office is situated in Scotland;

(ii) a proposed company or limited liability partnership that has not yet been registered, whose registered office is to be situated in Scotland; and

(iii) a business, whose principal place of business is or is to be situated in Scotland, the Government department or other body set out in column (4) of Part 2 of Schedule 2 opposite that word or expression; and

(d) in the case of—

(i) a company or limited liability partnership that has already been registered, whose registered office is situated in Northern Ireland;

(ii) a proposed company or limited liability partnership that has not yet been registered, whose registered office is to be situated in Northern Ireland; and

(iii) a business, whose principal place of business is or is to be situated in Northern Ireland,

the Government department or other body set out in column (5) of Part 2 of Schedule 2 opposite that word or expression.

7. The following Regulations are revoked—

(a) the Company and Business Names Regulations 1981**(a)**,

(b) the Company and Business Names (Amendment) Regulations 1982**(b)**,

(c) the Company and Business Names (Amendment) Regulations 1992**(c)**,

(d) the Company and Business Names (Amendment) Regulations 1995**(d)**,

(e) the Company and Business Names (Amendment) Regulations 2001**(e)**, and

(f) the Company and Business Names (Amendment) (No.2) Regulations 2007**(f)**.

25th September 2009

*Davies of Abersoch*  
Minister for Trade, Investment and Small Business  
Department for Business, Innovation and Skills

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**(a)** S.I. 1981/1685.  
**(b)** S.I. 1982/1653.  
**(c)** S.I. 1992/1196.  
**(d)** S.I. 1995/3022.  
**(e)** S.I. 2001/259.  
**(f)** S.I. 2007/3152.

# SCHEDULE 1

Regulations 3 and 4

## Specified Words and Expressions

### PART 1

Specified words and expressions applicable to sections 55(1) and 1194(1) of the 2006 Act

Abortion  
Accredit  
Accreditation  
Accredited  
Accrediting  
Adjudicator  
Association  
Assurance  
Assurer  
Audit office  
Auditor General  
Authority  
\*Banc  
Bank  
Banking  
Banknote  
Benevolent  
Board  
\*Breatannach  
\*Breatainn  
\*Brenhinol  
\*Brenin  
\*Brenhiniaeth  
Britain  
British  
\*Cenedlaethol  
Chamber of  
Charitable  
Charity  
Charter  
Chartered  
Child maintenance  
Child support  
\*Coimisean  
\*Comhairle  
\*Comisiwn  
Commission  
Co-operative  
Council  
\*Cyngor  
Data protection  
Dental  
Dentistry

Disciplinary  
Discipline  
\*Diùc  
\*Dug  
Duke  
Ei Fawrhydi  
England  
English  
European  
Federation  
Friendly Society  
Foundation  
Fund  
Giro  
Government  
Group  
\*Gwasanaeth iechyd  
\*Gwladol  
Health centre  
Health service  
Health visitor  
His Majesty  
Holding  
HPSS  
HSC  
Human rights  
Inspectorate  
Institute  
Institution  
Insurance  
Insurer  
International  
Judicial appointment  
King  
Licensing  
\*Llywodraeth  
Medical centre  
Midwife  
Midwifery  
\*Mòrachd  
Mutual  
National  
NHS  
Northern Ireland  
Northern Irish  
Nurse  
Nursing  
Oifis sgrùdaidh  
\*Oilthigh  
Ombudsman  
\*Ombwdsmon  
Oversight  
\*Parlamaid

Parliament  
Parliamentarian  
Parliamentary  
Patent  
Patentee  
Police  
Polytechnic  
Post office  
Pregnancy termination  
\*Prifysgol  
Prince  
\*Prionnsa  
\*Prydain  
\*Prydeinig  
Queen  
Reassurance  
Reassurer  
Register  
Registered  
Registrar  
Registration  
Registry  
Regulation  
Regulator  
Reinsurance  
Reinsurer  
\*Riaghaltas  
\*Rìgh  
Rìoghachd Aonaichte  
Rìoghail  
Rìoghalachd  
Royal  
Royalty  
Rule committee  
Scotland  
Scottish  
Senedd  
Sheffield  
Siambr  
Social service  
Society  
Special school  
Standards  
Stock exchange  
Swyddfa archwilio  
\*Teyrnas Gyfunol  
\*Teyrnas Unedig  
Trade union  
Tribunal  
Trust  
\*Tywysog  
Underwrite  
Underwriting

United Kingdom  
University  
Wales  
Watchdog  
Welsh  
Windsor

## PART 2

Specified words and expressions applicable to section 55(1) of the 2006 Act

Alba  
Albannach  
Na h-Alba  
\*Cymru  
\*Cymraeg  
\*Cymreig

## SCHEDULE 2

Regulations 5 and 6

### List of Government departments and other bodies whose views must be sought

#### PART 1

Applications where situation of registered office or principal place of business is irrelevant

<i>Column (1)</i> <i>Word or expression specified under regulation 3</i>	<i>Column (2)</i> <i>Specified Government department or other body whose view must be sought</i>
Abortion	Department of Health
Accredit	Department for Business, Innovation & Skills
Accreditation	Department for Business, Innovation & Skills
Accredited	Department for Business, Innovation & Skills
Accrediting	Department for Business, Innovation & Skills
Assurance	Financial Services Authority
Assurer	Financial Services Authority
Banc	Financial Services Authority
Bank	Financial Services Authority
Banking	Financial Services Authority
Banknote	The Governor and Company of the Bank of England
Brenhinol	The Welsh Assembly Government
Brenin	The Welsh Assembly Government
Brenhiniaeth	The Welsh Assembly Government
Child maintenance	Child Maintenance and Enforcement Commission
Child support	Child Maintenance and Enforcement Commission
Data protection	Information Commissioner's Office
Dental	General Dental Council
Dentistry	General Dental Council
Diùc	The Scottish Executive
Dug	The Welsh Assembly Government
Ei Fawrhydi	The Welsh Assembly Government
Friendly Society	Financial Services Authority
Fund	Financial Services Authority
Gwasanaeth iechyd	The Welsh Assembly Government
Health visitor	Nursing & Midwifery Council
HPSS	Department of Health, Social Services and Public Safety
HSC	Department of Health, Social Services and Public Safety
Insurance	Financial Services Authority
Insurer	Financial Services Authority

Judicial appointment	Ministry of Justice
Llywodraeth	The Welsh Assembly Government
Medical centre	Department of Health, Social Services and Public Safety
Midwife	Nursing & Midwifery Council
Midwifery	Nursing & Midwifery Council
Mòrachd	The Scottish Executive
Mutual	Financial Services Authority
NHS	Department of Health
Nurse	Nursing & Midwifery Council
Nursing	Nursing & Midwifery Council
Oifis sgrùdaidh	Audit Scotland
Oilthigh	The Scottish Executive
Parlarnaid	The Scottish Parliamentary Corporate Body
Parliament	The Corporate Officer of the House of Lords and The Corporate Officer of the House of Commons
Parliamentarian	The Corporate Officer of the House of Lords and The Corporate Officer of the House of Commons
Parliamentary	The Corporate Officer of the House of Lords and The Corporate Officer of the House of Commons
Patent	The Patent Office
Patentee	The Patent Office
Polytechnic	Department for Business, Innovation & Skills
Pregnancy termination	Department of Health
Prifysgol	The Welsh Assembly Government
Prionnsa	The Scottish Executive
Reassurance	Financial Services Authority
Reassurer	Financial Services Authority
Reinsurance	Financial Services Authority
Reinsurer	Financial Services Authority
Riaghaltas	The Scottish Executive
Rìgh	The Scottish Executive
Rioghail	The Scottish Executive
Rioghalachd	The Scottish Executive
Rule committee	Ministry of Justice
Senedd	The National Assembly for Wales
Sheffield	The Company of Cutlers in Hallamshire
Swyddfa archwilio	Auditor General for Wales
Tywysog	The Welsh Assembly Government
Underwrite	Financial Services Authority
Underwriting	Financial Services Authority

## PART 2

Applications where situation of registered office or principal place of business is relevant

<i>Column (1)</i>	<i>Column (2)</i>	<i>Column (3)</i>	<i>Column (4)</i>	<i>Column (5)</i>
<i>Word or expression specified under regulation 3</i>	<i>Specified Government department or other body whose view must be sought under regulation 6(a)</i>			
		<i>under regulation 6(b)</i>	<i>under regulation 6(c)</i>	<i>under regulation 6(d)</i>
Audit office	Comptroller & Auditor General	Auditor General for Wales	Audit Scotland	Northern Ireland Audit Office
Charitable Charity	The Charity Commission	The Charity Commission	Office of the Scottish Charity Regulator	The Charity Commission
Duke His Majesty King Prince Queen Royal Royalty Windsor	Ministry of Justice	The Welsh Assembly Government	The Scottish Executive	Ministry of Justice
Health centre Health service	Department of Health	The Welsh Assembly Government	The Scottish Executive	Department of Health, Social Services and Public Safety
Police	The Home Office	The Home Office	The Scottish Executive	Northern Ireland Office
Special school	Department for Children, Schools and Families	The Welsh Assembly Government	The Scottish Executive	Department of Education
University	Department for Business, Innovation & Skills	The Welsh Assembly Government	The Scottish Executive	Department for Employment and Learning

## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

Under sections 55(1) and 1194(1) of the Companies Act 2006 (“the Act”), including section 55(1) as applied to limited liability partnerships (“LLPs”) by regulation 8 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), a person must obtain the approval of the Secretary of State to register a company or LLP by a name, or carry on business in the United Kingdom under a name, that includes a word or expression that is specified in regulations made by the Secretary of State.

Part 1 of Schedule 1 to these Regulations sets out which words and expressions are specified by the Secretary of State as requiring prior approval for use in the names of companies, LLPs and businesses, and Part 2 of Schedule 1 sets out words and expressions that the Secretary of State is specifying as requiring prior approval when used in the names of companies or LLPs only.

Regulations 3(1)(b) and (c) and 4(b) and (c) provide that the specified words and expressions are specified in all their plural, possessive and (where relevant) feminine forms, and, in the case of Gaelic and Welsh words, in their grammatically mutated forms.

Since by operation of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) (including those regulations as applied to LLPs), a company or LLP name cannot be registered with any accent or other diacritical mark, regulation 3(2) provides that the words and expressions listed in Part 1 of Schedule 1 with an accent or other diacritical mark are deemed to be specified words and expressions without the accent or other diacritical mark.

Sections 56(1) and 1195(1) of the Act, including section 56(1) as applied to LLPs, give the Secretary of State the power to require that in connection with an application for use of a sensitive word or expression the applicant must seek the view of a specified Government department or other body. The reference in regulation 6(a)(i) to a registered office which is situated in England and Wales arises because England and Wales are usually treated in the Act as a single jurisdiction for the purposes of the situation of the registered office. However, a company whose registered office is situated in Wales can require the register of companies to state that its registered office is situated in Wales. In this case, the company will be governed by regulation 6(b)(i) rather than regulation 6(a)(i). The position is similar for an LLP whose registered office is situated in Wales. Since overseas companies are not required by the Overseas Companies Regulations 2009 (S.I. 2009/1801) to register in a specified part of the United Kingdom, they are treated for the purposes of regulation 6 in the same way as companies registered in England and Wales.

An Impact Assessment in respect of these Regulations has been produced and copies are available from the Company Law and Governance Directorate, Department for Business, Innovation and Skills, 1 Victoria Street, London, SW1H 0ET or on [www.bis.gov.uk](http://www.bis.gov.uk).

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STATUTORY INSTRUMENTS

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**2009 No. 2615**

**COMPANIES**

**LIMITED LIABILITY PARTNERSHIPS**

**BUSINESS NAMES**

The Company, Limited Liability Partnership and Business  
Names (Sensitive Words and Expressions) Regulations 2009

£5.50