

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.

STATUTORY INSTRUMENTS

2014 No. 3140

COMPANIES

LIMITED LIABILITY PARTNERSHIPS

BUSINESS NAMES

**The Company, Limited Liability Partnership and Business
Names (Sensitive Words and Expressions) Regulations 2014**

<i>Made</i> - - - -	<i>26th November 2014</i>
<i>Laid before Parliament</i>	<i>27th November 2014</i>
<i>Coming into force</i> - -	<i>31st January 2015</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^(a) 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^(b).

Citation and commencement

1. These Regulations may be cited as the Company, Limited Liability Partnership and Business Names (Sensitive Words and Expressions) Regulations 2014 and come into force on 31st January 2015.

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.

(a) 2006 c. 46.

(b) S.I. 2009/1804, amended by S.I. 2009/2995; there are other amending instruments but none is relevant.

Specified words and expressions to which sections 55 and 1194 of the 2006 Act apply

3. 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.

Specified words and expressions to which section 55 of the 2006 Act applies

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.

Revocation

7. The Company, Limited Liability Partnership and Business Names (Sensitive Words and Expressions) Regulations 2009^(a) are revoked.

Jo Swinson
Parliamentary Under Secretary of State for Employment Relations and Consumer Affairs
26th November 2014
Department for Business, Innovation and Skills

^(a) S.I. 2009/2615.

SCHEDULE 1

Regulations 3 and 4

SPECIFIED WORDS AND EXPRESSIONS

PART 1

Words and Expressions specified for the purposes of sections 55(1) and 1194(1) of the 2006 Act

Accredit
Accreditation
Accredited
Accrediting
Adjudicator
Association
Assurance
Assurer
Audit office
Auditor General
*Banc
Bank
Banking
Benevolent
*Breatannach
*Breatainn
*Brenhinol
*Brenin
*Brenhiniaeth
Britain
British
Chamber of commerce
Charitable
Charity
Charter
Chartered
Child maintenance
Child support
*Coimisean
*Comhairle
*Comisiwn
Commission
Co-operative
Council
*Cyngor
Dental
Dentistry
*Diùc
*Dug
Duke
Ei Fawrhydi

England
English
Federation
Friendly Society
Foundation
Fund
Government
*Gwasanaeth iechyd
Health centre
Health service
Health visitor
His Majesty
HPSS
HSC
Inspectorate
Institute
Institution
Insurance
Insurer
Judicial appointment
King
Licensing
*Llywodraeth
Medical centre
Midwife
Midwifery
*Mòrachd
Mutual
NHS
Northern Ireland
Northern Irish
Nurse
Nursing
Oifis sgrùdaidh
*Oilthigh
Ombudsman
*Ombwdsmon
*Parlamaid
Parliament
Parliamentarian
Parliamentary
Patent
Patentee
Police
Polytechnic
Post office
*Prifysgol
Prince
*Prionnsa
*Prydain
*Prydeinig
Queen
Reassurance

Reassurer
Registrar
Regulator
Reinsurance
Reinsurer
*Riaghaltas
*Rìgh
Rìoghachd Aonaichte
Rìoghail
Rìoghalachd
Royal
Royalty
Scotland
Scottish
Senedd
Sheffield
Siambr fasnach
Social service
Society
Special school
Standards
Stock exchange
Swyddfa archwilio
*Teyrnas Gyfunol
*Teyrnas Unedig
Trade union
Tribunal
Trust
*Tywysog
Underwrite
Underwriting
University
Wales
Welsh
Windsor

PART 2

Words and Expressions specified for the purposes of 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</i> <i>regulation 3</i>	<i>Column (2)</i> <i>Specified Government department or other body</i> <i>whose view must be sought</i>
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 Conduct Authority
Assurer	Financial Conduct Authority
Banc	Financial Conduct Authority
Bank	Financial Conduct Authority
Banking	Financial Conduct Authority
Brenhinol	The Welsh Assembly Government
Brenin	The Welsh Assembly Government
Brenhiniaeth	The Welsh Assembly Government
Child maintenance	Department for Work and Pensions
Child support	Department for Work and Pensions
Dental	General Dental Council
Dentistry	General Dental Council
Diùc	The Scottish Government
Dug	The Welsh Assembly Government
Ei Fawrhydi	The Welsh Assembly Government
Friendly Society	Financial Conduct Authority
Fund	Financial Conduct 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 Conduct Authority
Insurer	Financial Conduct 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 Government

Mutual	Financial Conduct Authority
NHS	Department of Health
Nurse	Nursing & Midwifery Council
Nursing	Nursing & Midwifery Council
Oifis sgrùdaidh	Audit Scotland
Oilthigh	The Scottish Government
Parlamaid	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
Prifysgol	The Welsh Assembly Government
Prionnsa	The Scottish Government
Reassurance	Financial Conduct Authority
Reassurer	Financial Conduct Authority
Reinsurance	Financial Conduct Authority
Reinsurer	Financial Conduct Authority
Riaghaltas	The Scottish Government
Rìgh	The Scottish Government
Rìoghail	The Scottish Government
Rìoghalachd	The Scottish Government
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 Conduct Authority
Underwriting	Financial Conduct 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(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 Government	Ministry of Justice
Health centre Health service	Department of Health	The Welsh Assembly Government	The Scottish Government	Department of Health, Social Services and Public Safety
Police	The Home Office	The Home Office	The Scottish Government	Department of Justice in Northern Ireland
Special school	Department for Education	The Welsh Assembly Government	The Scottish Government	Department of Education
University	Department for Business, Innovation & Skills	The Welsh Assembly Government	The Scottish Government	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.

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. Schedule 2 lists the Government departments and other bodies whose views must be sought. Part 2 of Schedule 2 identifies the relevant Government department or public authority whose view must be sought where the situation of the company's or LLP's registered office is relevant. 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 Business Environment Directorate, Department for Business, Innovation and Skills, 1 Victoria Street, London, SW1H 0ET or on www.bis.gov.uk.

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