
STATUTORY INSTRUMENTS

2015 No. 17

**The Company, Limited Liability Partnership and Business
(Names and Trading Disclosures) Regulations 2015**

PART 1

Introductory

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 and come into force on 31st January 2015.

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

PART 2

Company Names

Permitted characters

2.—(1) This regulation sets out the characters, signs, symbols (including accents and other diacritical marks) 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, character with an accent or other diacritical mark, 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.

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

Exemption from requirement as to use of “limited”

3.—(1) A private company limited by guarantee is exempt from 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⁽¹⁾.

(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 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⁽²⁾.

(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 (x) 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(y) of that Schedule (or any abbreviation specified as similar).

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

(1) 1993 c.28; section 4A was inserted by section 122 of the Commonhold and Leasehold Reform Act 2002 (c.15) and amended by S.I. 2009/1941, but section 122 is not yet in force.

(2) 2002 c.15; section 73 was amended by S.I. 2009/1941 and by paragraph 3 of Schedule 20(2) to the Finance Act 2003 c.14.

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 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 (y) 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 (y) 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—
 - (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 8 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 by any of the matters set out in inverted commas in paragraph 5 of Schedule 3.

Names with connection to Public Authorities

9.—(1) Each of the persons and bodies set out in column (1) of Schedule 4 is specified for the purposes of section 54 of the Act.

(2) In connection with an application for the approval of the Secretary of State under section 54 of the Act in relation to a name that would be likely to give the impression of a connection with a public authority set out in column (1) of Schedule 4 the applicant must seek the view of the Government department or other body set out opposite that public authority in column (2) of Schedule 4.

Interpretation

10. In this Part—

- (a) “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”;
- (b) “permitted characters” has the meaning given in regulation 2(1);
- (c) “word or abbreviation specified as similar” has the meaning given in paragraph 2 of Schedule 2; and
- (d) “word specified as similar” has the meaning given in paragraph 2 of Schedule 2.

PART 3

Limited Liability Partnership Names

Application to Limited Liability Partnerships

11.—(1) In regulation 9 of these Regulations, any reference to section 54 of the Act includes a reference to that section as applied by regulation 8 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

(2) The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 are amended by Schedule 5.

PART 4

Overseas Company Names

Interpretation and permitted characters

12. Regulations 2 and 10 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

13.—(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

14. 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

15.—(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 5

Business Names

“Limited” and permitted alternatives

16.—(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;
- (c) a society registered under the Co-operative and Community Benefit Societies Act 2014⁽³⁾ or the Industrial and Provident Societies Act (Northern Ireland) 1969⁽⁴⁾ by that name;
- (d) an incorporated friendly society (as defined in section 116 of the Friendly Societies Act 1992⁽⁵⁾) which has that name; or
- (e) a company to which section 1040 of the Act (companies authorised to register under the Companies Act 2006) applies which has 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.

(3) 2014 c.14.

(4) 1969 c.24 (N.I.).

(5) 1992 c.40; to which there are amendments not relevant to these Regulations.

Other indications of legal form

17.—(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.

Names with connection to Public Authorities

18.—(1) Each of the persons and bodies set out in column (1) of Schedule 4 is specified for the purposes of section 1193 of the Act.

(2) In connection with an application for the approval of the Secretary of State under section 1193 of the Act in relation to a name that would be likely to give the impression of a connection with a public authority set out in column (1) of Schedule 4 the applicant must seek the view of the Government department or other body set out opposite that public authority in column (2) of Schedule 4.

Savings and Transitional provisions

19.—(1) Regulation 17 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 17 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.

(3) Regulation 18 does not apply to the carrying on of a business by a person who—

- (a) carried on the business immediately before the date on which these Regulations came into force, and
- (b) continues to carry it on under the name that immediately before that date was its lawful business name.

(4) Regulation 18 does not apply in relation to the carrying on of the business under that name during the period of twelve months beginning with the date of the transfer where—

- (a) a business is transferred to a person on or after the date on which these Regulations came into force, and
- (b) that person carries on the business under the name that was its lawful business name immediately before the transfer,

(5) In this regulation “lawful business name”, in relation to a business, means a name under which the business was carried on without contravening the provisions of Chapter 1 of Part 41 of the Act.

PART 6

Trading Disclosures

Legibility of displays and disclosures

20. Any display or disclosure of information required by this Part must be in characters that can be read with the naked eye.

Requirement to display registered name at registered office and inspection place

21.—(1) A company shall display its registered name at—

- (a) its registered office; and
- (b) any inspection place.

(2) But paragraph (1) does not apply to any company which has at all times since its incorporation been dormant.

(3) Paragraph (1) shall also not apply to the registered office or an inspection place of a company where—

- (a) in respect of that company, a liquidator, administrator or administrative receiver has been appointed; and
- (b) the registered office or inspection place is also a place of business of that liquidator, administrator or administrative receiver.

Requirement to display registered name at other business locations

22.—(1) This regulation applies to a location other than a company's registered office or any inspection place.

(2) A company shall display its registered name at any such location at which it carries on business.

(3) But paragraph (2) shall not apply to a location which is primarily used for living accommodation.

(4) Paragraph (2) shall also not apply to any location at which business is carried on by a company where—

- (a) in respect of that company, a liquidator, administrator or administrative receiver has been appointed; and
- (b) the location is also a place of business of that liquidator, administrator or administrative receiver.

(5) Paragraph (2) shall also not apply to any location at which business is carried on by a company of which every director who is an individual is a relevant director.

(6) In this regulation—

- (a) “administrative receiver” has the meaning given—
 - (i) in England and Wales or Scotland, by section 251 of the Insolvency Act 1986⁽⁶⁾, and
 - (ii) in Northern Ireland, by Article 5 of the Insolvency (Northern Ireland) Order 1989⁽⁷⁾;
- (b) “credit reference agency” has the meaning given in section 243(7) of the Act;
- (c) “protected information” has the meaning given in section 240 of the Act; and

⁽⁶⁾ 1986 c.45, to which there are amendments not relevant to these Regulations.

⁽⁷⁾ S.I. 1989/2405.

- (d) “relevant director” means an individual in respect of whom the registrar is required by regulations made pursuant to section 243(4) of the Act to refrain from disclosing protected information to a credit reference agency.

Manner of display of registered name

23.—(1) This regulation applies where a company is required to display its registered name at any office, place or location.

(2) Where that office, place or location is shared by no more than five companies, the registered name—

- (a) shall be so positioned that it may be easily seen by any visitor to that office, place or location; and
- (b) shall be displayed continuously.

(3) Where any such office, place or location is shared by six or more companies, each such company must ensure that either—

- (a) its registered name is displayed for at least fifteen continuous seconds at least once every three minutes; or
- (b) its registered name is available for inspection on a register by any visitor to that office, place or location.

Registered name to appear in communications

24.—(1) Every company shall disclose its registered name on—

- (a) its business letters, notices and other official publications;
- (b) its bills of exchange, promissory notes, endorsements and order forms;
- (c) cheques purporting to be signed by or on behalf of the company;
- (d) orders for money, goods or services purporting to be signed by or on behalf of the company;
- (e) its bills of parcels, invoices and other demands for payment, receipts and letters of credit;
- (f) its applications for licences to carry on a trade or activity; and
- (g) all other forms of its business correspondence and documentation.

(2) Every company shall disclose its registered name on its websites.

Further particulars to appear in business letters, order forms and websites

25.—(1) Every company shall disclose the particulars set out in paragraph (2) on—

- (a) its business letters;
- (b) its order forms; and
- (c) its websites.

(2) The particulars are—

- (a) the part of the United Kingdom in which the company is registered;
- (b) the company’s registered number;
- (c) the address of the company’s registered office;
- (d) in the case of a limited company exempt from the obligation to use the word “limited” as part of its registered name under section 60 of the Act, the fact that it is a limited company;
- (e) in the case of a community interest company which is not a public company, the fact that it is a limited company; and

- (f) in the case of an investment company within the meaning of section 833 of the Act, the fact that it is such a company.
- (3) If, in the case of a company having a share capital, there is a disclosure as to the amount of share capital on—
 - (a) its business letters;
 - (b) its order forms; or
 - (c) its websites,that disclosure must be as to paid up share capital.

Disclosure of names of directors

26.—(1) Where a company’s business letter includes the name of any director of that company, other than in the text or as a signatory, the letter must disclose the name of every director of that company.

- (2) In paragraph (1), “name” has the following meanings—
 - (a) in the case of a director who is an individual, “name” has the meaning given in section 163(2) of the Act; and
 - (b) in the case of a director who is a body corporate or a firm that is a legal person under the law by which it is governed, “name” means corporate name or firm name.

Disclosures relating to registered office and inspection place

- 27.**—(1) A company shall disclose—
 - (a) the address of its registered office;
 - (b) any inspection place; and
 - (c) the type of company records which are kept at that office or place,to any person it deals with in the course of business who makes a written request to the company for that information.
- (2) The company shall send a written response to that person within five working days of the receipt of that request.

Offence

- 28.**—(1) Where a company fails, without reasonable excuse, to comply with any requirement in regulations 20 to 27, an offence is committed by—
 - (a) the company; and
 - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under paragraph (1) is liable on summary conviction to—
 - (a) a fine not exceeding level 3 on the standard scale; and
 - (b) for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (3) For the purposes of this regulation a shadow director is to be treated as an officer of the company.

Interpretation

- 29.** In this Part—

- (a) “company record” means—
 - (i) any register, index, accounting records, agreement, memorandum, minutes or other document required by the Companies Acts to be kept by a company; and
 - (ii) any register kept by a company of its debenture holders;
- (b) “inspection place” means any location, other than a company’s registered office, at which a company keeps available for inspection any company record which it is required under the Companies Acts to keep available for inspection;
- (c) a reference to any type of document is a reference to a document of that type in hard copy, electronic or any other form; and
- (d) in relation to a company, a reference to “its websites” includes a reference to any part of a website relating to that company which that company has caused or authorised to appear.

PART 7

Miscellaneous

Revocations and Consequential Amendments

- 30.** Schedule 6 (which contains revocations and consequential amendments) has effect.

7th January 2015

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