

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

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⁽¹⁾ 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⁽²⁾.

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.

(1) 2006 c.46.
(2) S.I. 2009/1804.

(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.

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(3),
- (b) the Company and Business Names (Amendment) Regulations 1982(4),
- (c) the Company and Business Names (Amendment) Regulations 1992(5),
- (d) the Company and Business Names (Amendment) Regulations 1995(6),
- (e) the Company and Business Names (Amendment) Regulations 2001(7), and
- (f) the Company and Business Names (Amendment) (No.2) Regulations 2007(8).

(3) S.I. 1981/1685.
(4) S.I. 1982/1653.
(5) S.I. 1992/1196.
(6) S.I. 1995/3022.
(7) S.I. 2001/259.
(8) S.I. 2007/3152.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

25th September 2009

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

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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

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
*Righ
Rioghachd Aonaichte
Rioghail
Rioghalachd
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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

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>Column (2)</i>
<i>Word or expression specified under regulation 3</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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

<i>Column (1)</i>	<i>Column (2)</i>
<i>Word or expression specified under regulation 3</i>	<i>Specified Government department or other body whose view must be sought</i>
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
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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

<i>Column (1)</i>	<i>Column (2)</i>
<i>Word or expression specified under regulation 3</i>	<i>Specified Government department or other body whose view must be sought</i>
	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
Rìoghail	The Scottish Executive
Rìoghalachd	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</i>	<i>Specified Government department or other body whose view must be sought</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>

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

<i>Column (1)</i> <i>specified under</i> <i>regulation 3</i>	<i>Column (2)</i>	<i>Column (3)</i>	<i>Column (4)</i>	<i>Column (5)</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

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

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.