



Companies Act 2006

2006 CHAPTER 46

PART 41 U.K.

BUSINESS NAMES

CHAPTER 1 U.K.

RESTRICTED OR PROHIBITED NAMES

Introductory

1192 Application of this Chapter U.K.

- (1) [^{F1}Subject to any express provision to the contrary,] this Chapter applies to any person carrying on business in the United Kingdom.
- (2) The provisions of this Chapter do not prevent—
 - (a) an individual carrying on business under a name consisting of his surname without any addition other than a permitted addition, or
 - (b) individuals carrying on business in partnership under a name consisting of the surnames of all the partners without any addition other than a permitted addition.
- (3) The following are the permitted additions—
 - (a) in the case of an individual, his forename or initial;
 - (b) in the case of a partnership—
 - (i) the forenames of individual partners or the initials of those forenames, or
 - (ii) where two or more individual partners have the same surname, the addition of “s” at the end of that surname;
 - (c) in either case, an addition merely indicating that the business is carried on in succession to a former owner of the business.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

Textual Amendments

- F1** Words in s. 1192(1) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 25(2)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(t)

Sensitive words or expressions

1193 Name suggesting connection with government or public authority **U.K.**

- (1) A person must not, without the approval of the Secretary of State, carry on business in the United Kingdom under a name that would be likely to give the impression that the business is connected with—
- (a) Her Majesty's Government, any part of the Scottish administration [^{F2}, the Welsh Assembly Government] or Her Majesty's Government in Northern Ireland,
 - (b) any local authority, or
 - (c) any public authority specified for the purposes of this section by regulations made by the Secretary of State.
- (2) For the purposes of this section—
- “local authority” means—
- (a) a local authority within the meaning of the Local Government Act 1972 (c. 70), the Common Council of the City of London or the Council of the Isles of Scilly,
 - (b) a council constituted under section 2 of the Local Government etc. (Scotland) Act 1994 (c. 39), or
 - (c) a district council in Northern Ireland;
- “public authority” includes any person or body having functions of a public nature.
- (3) Regulations under this section are subject to affirmative resolution procedure.
- (4) A person who contravenes this section commits an offence.
- (5) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Textual Amendments

- F2** Words in s. 1193(1)(a) inserted (6.11.2009) by [The Government of Wales Act 2006 \(Consequential Modifications, Transitional Provisions and Saving\) Order 2009 \(S.I. 2009/2958\)](#), **art. 11**

Commencement Information

- I1** S. 1193 wholly in force at 1.10.2009; s. 1193 not in force at Royal Assent, see s. 1300; s. 1193 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts.](#)

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

6, 8, Sch. 5); s. 1193 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(x) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1194 Other sensitive words or expressions **U.K.**

- (1) A person must not, without the approval of the Secretary of State, carry on business in the United Kingdom under a name that includes a word or expression for the time being specified in regulations made by the Secretary of State under this section.
- (2) Regulations under this section are subject to approval after being made.
- (3) A person who contravenes this section commits an offence.
- (4) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Commencement Information

- I2** S. 1194 wholly in force at 1.10.2009; s. 1194 not in force at Royal Assent, see s. 1300; s. 1194 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, art. 3(3) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 1194 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(x) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1195 Requirement to seek comments of government department or other relevant body **U.K.**

- (1) The Secretary of State may by regulations under—
 - (a) section 1193 (name suggesting connection with government or public authority), or
 - (b) section 1194 (other sensitive words or expressions),require that, in connection with an application for the approval of the Secretary of State under that section, the applicant must seek the view of a specified Government department or other body.
- (2) Where such a requirement applies, the applicant must request the specified department or other body (in writing) to indicate whether (and if so why) it has any objections to the proposed name.
- (3) He must submit to the Secretary of State a statement that such a request has been made and a copy of any response received from the specified body.
- (4) If these requirements are not complied with, the Secretary of State may refuse to consider the application for approval.
- (5) In this section “specified” means specified in the regulations.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

Commencement Information

- I3** S. 1195 wholly in force at 1.10.2009; s. 1195 not in force at Royal Assent, see s. 1300; s. 1195 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**); s. 1195 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(x)** (with **arts. 5, 7, 8, Sch. 2**) (as amended by S.I. 2009/1802, **art. 18**)

1196 Withdrawal of Secretary of State's approval **U.K.**

- (1) This section applies to approval given for the purposes of—
section 1193 (name suggesting connection with government or public authority),
or
section 1194 (other sensitive words or expressions).
- (2) If it appears to the Secretary of State that there are overriding considerations of public policy that require such approval to be withdrawn, the approval may be withdrawn by notice in writing given to the person concerned.
- (3) The notice must state the date as from which approval is withdrawn.

[^{F3}1196A Names suggesting connection with foreign governments etc **U.K.**

- (1) A person must not carry on business in the United Kingdom under a name that would be likely to give the false impression that the business is connected with—
 - (a) a foreign government or an agency or authority of a foreign government, or
 - (b) an international organisation whose members include two or more countries or territories (or their governments).
- (2) A person who contravenes this section commits an offence.
- (3) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.]

Textual Amendments

- F3** S. 1196A inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by **Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 23, 219(1)(2)(b)**; S.I. 2024/269, reg. 2(r)

Misleading names

1197 Name containing inappropriate indication of company type or legal form **U.K.**

- (1) The Secretary of State may make provision by regulations prohibiting a person from carrying on business in the United Kingdom under a name consisting of or containing specified words, expressions or other indications—

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

- (a) that are associated with a particular type of company or form of organisation, or
 - (b) that are similar to words, expressions or other indications associated with a particular type of company or form of organisation.
- (2) The regulations may prohibit the use of words, expressions or other indications—
- (a) in a specified part, or otherwise than in a specified part, of a name;
 - (b) in conjunction with, or otherwise than in conjunction with, such other words, expressions or indications as may be specified.
- (3) In this section “specified” means specified in the regulations.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) A person who uses a name in contravention of regulations under this section commits an offence.
- (6) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Commencement Information

- I4** S. 1197 wholly in force at 1.10.2009; s. 1197 not in force at Royal Assent, see s. 1300; s. 1197 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1197 otherwise in force at 1.10.2009 by S.I. 2008/2860, [art. 3\(x\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by S.I. 2009/1802, [art. 18](#))

1198 Name giving misleading indication of activities **U.K.**

- (1) A person must not carry on business in the United Kingdom under a name that gives so misleading an indication of the nature of the activities of the business as to [^{F4}pose a risk of harm to the public in the United Kingdom or elsewhere].
- (2) A person who uses a name in contravention of this section commits an offence.
- (3) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Textual Amendments

- F4** Words in [s. 1198\(1\)](#) substituted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 24, 219\(1\)\(2\)\(b\)](#); S.I. 2024/269, [reg. 2\(s\)](#)

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

[^{F5}Restrictions where a company has been required to change a name

Textual Amendments

- F5** S. 1198A and cross-heading inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 25(3)**, 219(1)(2)(b); S.I. 2024/269, **reg. 2(t)**

1198A Name that a company has been required to change **U.K.**

- (1) Where a relevant direction has been given to a company to change its name, or it has been ordered under section 73 to change its name, the company must not carry on business in the United Kingdom under the name that it was directed or ordered to change, except as mentioned in subsection (2).
- (2) Subsection (1) does not prevent the use by a company of a name if—
 - (a) the period for complying with the direction or order has not yet expired,
 - (b) the company complied with the direction or order and has since become registered with the name again following approval given under section 57B, or
 - (c) the direction was given, or the order was made, before section 25 of the Economic Crime and Corporate Transparency Act 2023 came fully into force.
- (3) If a company uses a name in contravention of this section an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (5) In this section—

“company” includes an overseas company;

“relevant direction” means a direction under section 67, 75, 76, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which a company’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.]

Modifications etc. (not altering text)

- C1** S. 1198A applied (with modifications) (4.3.2024) by [S.I. 2009/1804, reg. 79A](#) (as inserted by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), **regs. 1(2), 46**; [S.I. 2024/269, reg. 2\(a\)](#))

[^{F6}1198BName that another company has been required to change **U.K.**

- (1) Where a relevant direction has been given to a company to change its name, or it has been ordered under section 73 to change its name, another company must not carry on business in the United Kingdom under the name that the first company was directed or ordered to change if there is a person who has, or has had, a relevant relationship with both companies.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

- (2) Subsection (1) does not prevent the use by a company of a name if—
- (a) it is registered under this Act by that name,
 - (b) the period for complying with the direction or order has not yet expired, or
 - (c) the direction was given, or the order was made, before section 26 of the Economic Crime and Corporate Transparency Act 2023 came fully into force.
- (3) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both companies at the same time.
- (4) For the purposes of this section a person has a “relevant relationship” with a company if the person is—
- (a) an officer, or
 - (b) a member or former member.
- (5) If a company uses a name in contravention of this section an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (7) In this section—
- “company” includes an overseas company;
 - “relevant direction” means a direction under section 67, 75, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which a company’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.]

Textual Amendments

F6 S. 1198B inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), **ss. 26**, 219(1)(2)(b); S.I. 2024/269, reg. 2(u)

Modifications etc. (not altering text)

C2 S. 1198B applied (with modifications) (4.3.2024) by S.I. 2009/1804, **reg. 79A** (as inserted by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **46**; S.I. 2024/269, **reg. 2(a)**)

Supplementary

1199 Savings for existing lawful business names **U.K.**

- (1) This section has effect in relation to—
- sections 1192 to 1196 (sensitive words or expressions), and
 - section 1197 (inappropriate indication of company type or legal form).
- (2) Those sections do not apply to the carrying on of a business by a person who—
- (a) carried on the business immediately before the date on which this Chapter came into force, and

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Chapter 1. (See end of Document for details)

- (b) continues to carry it on under the name that immediately before that date was its lawful business name.
- (3) Where—
- (a) a business is transferred to a person on or after the date on which this Chapter came into force, and
 - (b) that person carries on the business under the name that was its lawful business name immediately before the transfer,
- those sections do 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.
- (4) In this section “lawful business name”, in relation to a business, means a name under which the business was carried on without contravening—
- (a) section 2(1) of the Business Names Act 1985 (c. 7) or Article 4(1) of the Business Names (Northern Ireland) Order 1986 (S.I. 1986/1033 N.I. 7)), or
 - (b) after this Chapter has come into force, the provisions of this Chapter.

[^{F7}1199A Exceptions based on national security etc U.K.]

- (1) The Secretary of State may, by written notice given to a person, provide that a prohibition imposed by this Chapter does not apply in relation to the carrying on of a business by that person under a name specified in the notice, if satisfied that to do so is necessary—
- (a) in the interests of national security, or
 - (b) for the purposes of preventing or detecting serious crime.
- (2) For the purposes of subsection (1)(b)—
- (a) “crime” means conduct which—
 - (i) constitutes a criminal offence, or
 - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
 - (b) crime is “serious” if—
 - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
 - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.]

Textual Amendments

F7 S. 1199A inserted (26.10.2023 for specified purposes, 15.1.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 27**, 219(1)(2)(b); S.I. 2023/1206, reg. 3(b)

Modifications etc. (not altering text)

C3 S. 1199A applied (with modifications) (4.3.2024) by S.I. 2009/1804, **reg. 79A** (as inserted by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **46**; S.I. 2024/269, **reg. 2(a)**)

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Chapter 1.