
STATUTORY INSTRUMENTS

2009 No. 1085

The Company and Business Names (Miscellaneous Provisions) Regulations 2009

PART 2

COMPANY NAMES

Permitted characters

2.—(1) This regulation sets out the characters, signs, symbols 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, 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.

Exemption from requirement as to use of “limited”

3.—(1) A private company limited by guarantee is exempt from the requirement of 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 (u) 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(v) of that Schedule (or any abbreviation specified as similar).

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

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 the requirement of 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 (v) 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 (v) 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—

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

(2) 2002 c.15.

- (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 7 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 only by one of the matters set out in inverted commas in paragraph 4 of Schedule 3.