
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.