
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations deal with restrictions relating to the registered name of a company, a limited liability partnership and to business names, and making requirements relating to trading disclosures.

Part 2 is about company names. The characters that are permitted to be used in the name of a company registered under the Companies Act 2006 (c.46) (“the Act”) are set out in regulation 2 and Schedule 1. These include ligatures, accents and diacritical marks, but do not include characters in lower case.

Regulation 3 allows private companies limited by guarantee to be exempt from the requirement in section 59 of the Act to use the statutory indicator (“limited” or its permitted alternative) as part of the company name provided that certain conditions are met. These conditions relate to the objects of the company, the application of its income, the payment of dividends and return of any capital, and asset transfer on winding up.

Regulations 4 to 6 and Schedule 2 set out restrictions on the use of certain words, expressions and abbreviations (or words, expressions and abbreviations specified as similar) in the name of certain types of company registered under the Act. Regulation 4 relates to all companies registered under the Act, regulation 5 to companies which are exempt from the requirement of section 59 of the Act and regulation 6 to unlimited companies.

Regulation 7 and Schedule 3 set out the matters to be disregarded and the matters to be regarded as the same in 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.

Regulation 8 sets out the circumstances in which a company or other body can consent to the proposed registration of a name that would otherwise be considered the same as an existing registered name.

Under sections 54(1)(c) and 1193(1)(c) of the Act a person is required to obtain the approval of the Secretary of State to register a company by a name, or carry on business in the United Kingdom under a name, that would be likely to give the impression that the company or business is connected with a public authority specified by the Secretary of State. Regulation 9 and column (1) of Schedule 4 specify the public authorities for these purposes.

Column (2) of Schedule 4 sets out the relevant Government department or other body whose view an applicant must seek in connection with an application for approval of the Secretary of State for use of a name under section 54(1)(c) or 1193(1)(c) of the Act. The power to prescribe such Government departments or other bodies is set out in sections 56(1) and 1195(1) of the Act.

Part 3 is about the application of these regulations to the names of Limited Liability Partnerships (LLPs). Regulation 11(1) extends the application of regulation 9 to LLPs, thereby requiring persons to obtain the approval of the Secretary of State, or seek the views of a specified Government department or other body, to register a name. Regulation 11(2) and Schedule 5 makes amendments to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 as a consequence of these regulations.

Part 4 is about overseas companies’ names. An EEA company may always register its corporate name provided that name complies with regulation 2 (see section 1047(3) and (5) of the Act) and regulations 13 to 15 must be read accordingly.

Part 5 deals with restrictions on names used by any person carrying on business in the United Kingdom (regulations 16 to 19 and Schedules 2 and 4).

Part 6 deals with trading disclosures to be made by a company. All displays and disclosures required by these Regulations are to be in characters which can be read with the naked eye (regulation 20).

Regulation 21 specifies that a company's registered name must be displayed at the registered office and other places at which records are kept for inspection. This regulation does not apply to any company which is "*dormant*" as defined in section 1169 of the Act.

Regulation 22 applies to locations other than those referred to in regulation 21. Regulation 22 specifies that a company's registered name must also be displayed at any location at which it carries on business. This regulation does not apply to a location which is primarily used for living accommodation.

Regulation 23 sets out the manner in which a company is required to display its registered name. The name must be positioned so that it can easily be seen by any visitor to the premises and must also be displayed continuously (regulation 23(2)) unless the office, place or location is shared by more than five companies, in which case regulation 23(3) applies.

Regulation 24(1) specifies the documentation on which a company's registered name should appear. A company must also display its registered name on its websites (regulation 24(2)).

Regulation 25 sets out the particulars, in addition to the registered name, which should appear on a company's business letters, order forms and websites. The reference to registration in a particular part of the United Kingdom is to registration by the Registrar of Companies for that part of the United Kingdom (section 1080 of the Act).

Where a company's business letter includes the name of a 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 (regulation 26).

Regulation 27 deals with disclosures relating to the registered office and any other place at which the company keeps records available for inspection under the Companies Acts. It is an offence to fail to comply with a requirement of Part 6 of these Regulations and for these purposes a shadow director is to be treated as an officer of the company (regulation 28).

Regulation 30 makes various revocations and consequential amendments as a result of these Regulations.

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.