*Draft Regulations laid before Parliament under sections 54(3), 57(4), 60(4), 65(5), 66(5), 82(5), 1193(3), 1197(4), 1290, 1292(4), 1294(6) and 1296(4) of the Companies Act 2006, and section 54(3) 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.*

DRAFT STATUTORY INSTRUMENTS

# 2014 No. 0000

# COMPANIES
# LIMITED LIABILITY PARTNERSHIPS
# BUSINESS NAMES

## The Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2014

| | |
|---|---|
| *Made - - - -* | **** 2014* |
| *Coming into force - -* | *31st January 2015* |

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 54(1)(c), 56(1)(a) and (5), 57(1)(a), (2) and (5), 60(1)(b), 65(1), (2) and (4) , 66(2), (3), (4) and (6), 82, 84, 1193(1)(c), 1195(1)(a) and (5), 1197(1), (2) and (3), 1292(1) and (2), 1294 and 1296 of the Companies Act 2006(**1**) and sections 54(1)(c) and 56(1)(a) 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**).

In accordance with sections 54(3), 57(4), 60(4), 65(5), 66(5), 82(5), 1193(3), 1197(4), 1290, 1292(4), 1294(6) and 1296(4) of that Act, and section 54(3) as applied by regulation 8 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

(**1**) 2006 c.46.
(**2**) S.I. 2009/1804, as amended by S.I. 2009/2995; there are other amending instruments but none is relevant.

# PART 1

## Introductory

### Citation, commencement and interpretation

**1.**—(1) These Regulations may be cited as the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2014 and come into force on 31st January 2015.

(2) In these Regulations, "the Act" means the Companies Act 2006.

# PART 2

## Company Names

### Permitted characters

**2.**—(1) This regulation sets out the characters, signs, symbols (including accents and other diacritical marks) 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, character with an accent or other diacritical mark, 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.

(5) For the purposes of computing the number of permitted characters in paragraph (4) of this regulation (but not in paragraph (3) of this regulation), any blank space between one permitted character and another in the name shall be counted as though it was a permitted character.

### Exemption from requirement as to use of "limited"

**3.**—(1) A private company limited by guarantee is exempt from 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(**3**).

(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(**4**).

(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 (x) 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(y) 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 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 (y) 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 (y) of Schedule 2 (or any expression or abbreviation specified as similar)

(**3**) 1993 c.28; section 4A was inserted by section 122 of the Commonhold and Leasehold Reform Act 2002 (c.15) and amended by S.I. 2009/1941, but section 122 is not yet in force.

(**4**) 2002 c.15; section 73 was amended by S.I. 2009/1941 and by paragraph 3 of Schedule 20(2) to the Finance Act 2003 c.14.

**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—

(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 8 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 by any of the matters set out in inverted commas in paragraph 5 of Schedule 3.

**Names with connection to Public Authorities**

**9.**—(1) Each of the persons and bodies set out in column (1) of Schedule 4 is specified for the purposes of section 54 of the Act.

(2) In connection with an application for the approval of the Secretary of State under section 54 of the Act in relation to a name that would be likely to give the impression of a connection with a public authority set out in column (1) of Schedule 4 the applicant must seek the view of the Government department or other body set out opposite that public authority in column (2) of Schedule 4.

**Interpretation**

**10.** In this Part—

(a) "expression or abbreviation specified as similar" has the meaning given in paragraph 4 of Schedule 2 and "abbreviation specified as similar" has the meaning that would be given to it in that paragraph if that paragraph made no reference to "expressions";

(b) "permitted characters" has the meaning given in regulation 2(1);

(c) "word or abbreviation specified as similar" has the meaning given in paragraph 2 of Schedule 2; and

(d) "word specified as similar" has the meaning given in paragraph 2 of Schedule 2.

# PART 3

## Limited Liability Partnership Names

### Application to Limited Liability Partnerships

**11.**—(1) In regulation 9 of these Regulations, any reference to section 54 of the Act includes a reference to that section as applied by regulation 8 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

(2) The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 are amended by Schedule 5.

# PART 4

## Overseas Company Names

### Interpretation and permitted characters

**12.** Regulations 2 and 10 apply to the name of an overseas company which is registered by that company under Part 34 of the Act (overseas companies) as they apply to the name of a company formed and registered under the Act.

### Inappropriate indication of company type or legal form

**13.**—(1) An overseas company must not be registered under the Act by a name that concludes with 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) unless the liability of the members of the company is limited by its constitution.

(2) An overseas company must not be registered under the Act by a name that concludes with a word specified in inverted commas in paragraph 1(c) or (d) of Schedule 2 (or any word specified as similar) unless the liability of the members of the company is not limited by its constitution.

(3) An overseas 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 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

**14.** Regulation 7 applies to the name of an overseas company which is registered by that company under Part 34 of the Act as it applies to the name of a company formed and registered under the Act.