



*Companies House*  
— for the record —

As modified by the Companies Act 2006

## Company Names

**GBF2**

October 2008

Version 20

# **BERR**

Department for Business  
Enterprise & Regulatory Reform

When reading these guidance notes, you need to be aware of the following:

Some (but not all) of the provisions in the Companies Act 2006 have come into force. Therefore, some provisions in the Companies Act 1985 remain relevant. We have tried as far as possible to make it clear throughout these notes which Act applies. If you would like to find out more you may wish to visit our website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) where you can find out which provisions in the respective Acts are in force. Our website also contains a link to the BERR (The Department for Business, Enterprise and Regulatory Reform) website [www.berr.gov.uk/bbf/co-act-2006](http://www.berr.gov.uk/bbf/co-act-2006) where you can find further information. Some provisions in the 2006 Act are subject to transitional arrangements. We will as far as possible explain these in this guidance and give details on our website.

All the 2006 Act provisions relating to company and business names are due to come into force on 1 October 2009. We will update any guidance notes affected by those implementations at the time. You may wish also to refer regularly to our website where we will publish more information as the implementation process continues so you can access the most up-to-date information.

Until October 2009, this guidance notes apply only to companies formed in Great Britain (England, Wales and Scotland). On that date the separate system in Northern Ireland is scheduled to merge into a single system for the whole of the United Kingdom.

## Contents

### Introduction

1. Choosing a company name
2. Change of company name and change of status
3. Sensitive words and expressions
4. Exemption from using the word 'limited' in a company name
5. Directions to change a company name
6. Controls and restrictions on names used by other types of companies and overseas companies.
7. Disclosure of company name and specified other information
8. Further information

*This is a guide only and should be read with the relevant legislation:*

- Companies Act 1985
- Companies Act 2006
- The Companies Act 2006 (Commencement No. 6, Saving and Commencement No. 3 and No. 5 (Amendment)) Order 2008 – SI 2008/674
- The Companies (Trading Disclosures) Regulations - 2008 SI 2008/495

### Introduction

This guidance explains:

- the rules and restrictions on the choice of company names that apply when a company is formed and when it changes its name;
- when Companies House will not register a company name and when the use of sensitive words or expressions will need to be justified or require prior approval from a recognised authority;
- when you can object to the registration of a particular company name;
- what to do if someone objects to your company name;

- what to do if the Secretary of State for Business, Enterprise and Regulatory Reform directs you to change the company name; and
- how to change a company name, but not how to form a new company which is explained in our '[Company Formation](#)' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

This guidance will also be useful to unincorporated partnerships and sole traders who use a [business name](#), to companies incorporated [overseas](#) that have a branch or a place of business in Great Britain, to open-ended investment companies, [European economic interest groupings](#) and [limited partnerships](#).

You will find the relevant law in the Companies Act 1985 (as amended in 1989 and later) and in the Company and Business Names Regulations (as amended). In relation to commonhold associations and right to manage (RTM) companies, further restrictions are contained in the Commonhold Regulations 2004 and the RTM Companies (Memorandum and Articles of Association) (England) Regulations 2003 and the RTM Companies (Memorandum and Articles of Association) (Wales) Regulations 2004.

In relation to community interest companies (CICs) the relevant law in the Companies (Audit, Investigations and Community Enterprise) Act 2004 which is referenced on the CIC website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk)

## Chapter 1 Choosing a company name

### 1. Can I choose any name I want for my company?

No. Several regulations can affect your choice. For example, company names must end where required with a prescribed statutory indicator e.g. such as “limited”, “public limited company” or “community interest company” depending on the requirements of the legislation. Abbreviations or Welsh equivalents may be used. Certain private companies may apply for exemption from using 'limited' in their company name - see [chapter 4](#) for more details. Unlimited companies are not required to end with “unlimited” but may do so if they wish to indicate their status.

All companies which are commonhold associations must end their name with ‘commonhold association limited’ or the Welsh equivalents. Right to Manage companies must end their name with ‘RTM company limited’ or the Welsh equivalent.

All companies which are community interest companies (CICs) must have names which end with the words ‘community interest company’, ‘community interest public limited company’ or their abbreviations (or Welsh equivalents).

### 2. Could Companies House reject my choice of name?

Yes, if the name:

- is 'the same as' a name already on the index – see [chapter 3](#);
- includes the words 'limited', 'unlimited', 'public limited company' or ‘community interest company’ anywhere except at the end of the name. This applies equally to abbreviations or the Welsh equivalent of the words;
- ends with ‘commonhold association limited’ or the Welsh equivalent (unless the company is a commonhold association);
- ends with ‘community interest company’, ‘community interest public limited company’ (or abbreviations or Welsh equivalents) unless the company is a community interest company;
- ends with Right to Manage or RTM company limited or the Welsh equivalent unless the company is an RTM company;
- ends with LLP (unless it is an LLP) ;
- is offensive;
- is one the use of which would be a criminal offence; or
- includes any of the following (unless it is one of these company types), anywhere, in the company name ;

- 'investment company with variable capital' (or its Welsh equivalent);
- 'open-ended investment company' (or its Welsh equivalent);
- 'limited liability partnership' (or its Welsh equivalent);
- the abbreviation 'SE' (or the abbreviation SE bracketed or with other punctuation marks before or after the abbreviation). For more information, see our European Company: Societas Europaea (SE) guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

In addition, some names need the approval of the Secretary of State before they can be registered. These include names which contain words prescribed by regulations (see [question 4](#) below) and names which suggest a connection with Her Majesty's Government, or local government.

Before you apply to form a company, or to change the company name, please search the Index of Company Names at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) to check if there are any companies with a name that is similar to the name you wish to register. If you are uncertain about your choice of name please call us on 0303 123 4500

### **3. What does 'the same as' mean?**

When deciding whether a name is 'the same as' another name, the Registrar ignores punctuation, the company's status, 'the' at the start of the name, and words like 'company (or co)', 'and (or &) company (or co)'.

For example, if the name 'Hands Limited' is already registered, then the following names would be rejected:

- Hands Public Limited Company (or PLC) ;
- H and S Limited (or Ltd) ;
- H and S Public Limited Company (or PLC) ;
- H & S Limited (or Ltd) ; or
- any of the above, with the addition of 'Company, Co', 'and', '&', 'Company' or 'Co'.

A name that sounds the same as one already on the Index of Company Names will be accepted if the two names are spelt differently. However, although a name might be sufficiently different from an existing name to allow it to be registered, this might result in an objection and a direction from the Secretary of State to change the company name - see [chapter 5](#).

You should also be aware that if you adopt a name which misleads the public into believing that your business is that of another business, for example, trading as a department store under the name 'Harrods', you may face a legal action for 'passing

off' by the person whose business you have misrepresented .Registration of a name by Companies House does not mean that a company can avoid possible passing-off actions.

In addition, to avoid possible legal action for trade mark registration you should ensure the name you intend to register at Companies House is not identical or similar to an existing trade mark. Before registering a name at Companies House you are advised to check the Trade Marks Register of the UK Intellectual Property Office at [www.ipo.gov.uk/cna](http://www.ipo.gov.uk/cna). You can also contact them by phone on 08459 500 505 or by email to [enquiries@ipo.gov.uk](mailto:enquiries@ipo.gov.uk).

You can also consult a trade mark attorney by contacting the Institute of Trade Mark Attorneys on 020 8686 2052 or visit [www.itma.org.uk/intro/index.htm](http://www.itma.org.uk/intro/index.htm). You can also seek advice from a solicitor.

Even if Companies House does not raise a “too like” objection to your name, this does not provide you with a defence to any subsequent trade mark infringement or passing off claim. The onus is on you to verify that the name is free for use.

Registration under the Companies Act prevents anyone from registering a name which is the same as another name on the register. However, it does not prevent a company or an unincorporated business, such as a sole trader or partnership, from using that same name as a business or trading name, although a business or trading name is still subject to possible passing off action or trade mark infringement as described above.

From 1 October 2008 the Companies Act 2006 introduces new provisions allowing any person or company to object to a company name for “opportunistic registration” if the company’s name:

- is the same as a name associated with the complainant in which he has goodwill; or
- is so similar that its use in the United Kingdom would likely to mislead by suggesting a connection between the company and the complainant.

**Please note**, Companies House cannot deal with any complaints about opportunistic registration. Objections and enquiries should be directed to “The Company Names Tribunal” (also known as “the Adjudicator”) which is operated and administered by the UK Intellectual Property Office. Further information is available at [www.ipo.gov.uk/cna](http://www.ipo.gov.uk/cna)

#### **4. Which names need approval?**

Names which need approval are those that include words or expressions set out in statutory regulations and names that give the impression the company is connected with Her Majesty’s Government or a local authority.

Further information on sensitive words is provided in chapter 3 and you can find a list of 'sensitive' words and contact points to seek supporting information in Appendices [A](#), [B](#) and [C](#).

Please note that Companies House will register company names that include the words 'bank', 'banker', 'banking' or 'deposit'. However, if a company adopting one or more of these words in a company name is engaged in banking activities and accepting deposits it will require authorisation from the Financial Services Authority (FSA). Please refer to their website [www.fsa.gov.uk](http://www.fsa.gov.uk) for further information and contact details. If you are uncertain about the use of one of these words or the intended business activities contact the FSA or seek independent professional advice.

## **5. What if my choice of name needs approval?**

If you choose a name that includes any of the words listed in [Appendix A](#), you will need to provide supporting information which will allow the Secretary of State to approve the name prior to registration.

If you choose a name that includes any of the words listed in [Appendix B](#), you will need to write to the 'relevant body' to ask whether they have any objection to the proposed name. You must send a copy of the reply to Companies House.

The words and expressions included in [Appendix C](#) are subject to different legislation and any inappropriate use of such words in a company name could be a criminal offence. If you wish to include one of these words or expressions in your company name, then you should contact the relevant regulatory authority or ask us for advice.

You can find details of sensitive words on our website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) If you are uncertain about the use of a specific word in a name you can also contact us on 0303 123 4500.

## **6. How do I register my company name?**

If your chosen name is not already on the [Company Names Index](#) and does not include a word which requires the approval of the Secretary of State, you should send your incorporation or change of name documents to the Registrar at Companies House, Cardiff (for companies registered in England and Wales) or to the Registrar at Companies House, Edinburgh for companies registered in Scotland.

If your documents are correct, Companies House will register the company name or change of name and issue a certificate of incorporation or change of name.

More information about incorporating companies is available in our '[Company Formation](#)' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).

## Chapter 2

### Change of company name and change of status

#### 1. Are there any restrictions on the new name a company can choose?

Yes. They are identical to the restrictions applying to a new company seeking registration as described in chapter 1. If you choose an unacceptable name, we will not register it.

Subject to the restrictions set out in this guidance, 'too like' but not 'same as' names will be accepted for registration. However, if, following registration, the similarity results in an objection because the name is 'too like' a name registered at an earlier date, the Secretary of State may direct your company to change its name. For information on the Secretary of State's powers, see [chapter 5](#).

#### 2. What is a change of name?

A change of name occurs when a company decides to adopt a name which is different to its current registered name. For example, a company changing its name from J Smith Limited to John Smith Limited.

A change of name does **not** occur when a company decides to change its status, such as from a public company to a private limited company. For example, J Smith Limited to J Smith PLC. This type of change is called re-registration and should not be confused with a standard change of name.

Nor is it a change of name if a company carries on business under a name that is not its registered name. However, the company must include its registered name on documents, websites and signs at its premises (see [chapter 7](#)).

More information on a change of company status can be found in our '[Company Formation](#)' guidance at [www.companieshouse.gov.uk/](http://www.companieshouse.gov.uk/)

#### 3. How is the name changed?

The company must pass a special resolution in a meeting, or the members (representing not less than 75% of the total voting rights of eligible shares) may agree to change the name by written resolution. Further information about resolutions can be found in our "Resolutions" ([Companies Act 1985](#) or [Companies Act 2006](#)) guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) .

A signed copy of the resolution containing the new name should be sent to the Registrar, together with the fee (currently £10)

You must enclose a copy of the amended memorandum and articles with the change of name resolution. If the new name and documents are acceptable,

Companies House will process the resolution and issue a Certificate of Incorporation on Change of Name. Please note a company's name is not changed until Companies House has issued the certificate.

A company may also file a conditional resolution stating that the company will change its name if certain conditions are satisfied. Companies House will register the conditional resolution but will not change the company name and issue a certificate until we receive written confirmation that the condition has been satisfied.

#### **4. How long does this take?**

If all the documents are correct, Companies House will normally process the change of name within five working days from receipt.

You can also take advantage of our 'Same Day' service the fee for which is currently £50. If we receive the resolution before 3pm (Monday-Friday) and we accept the name and documents, we will issue a change of name certificate on that day. The service is available from any office of Companies House although we are currently unable to provide this service for community interest companies

If you send your 'Same Day' documents by post or courier please ensure you mark the outside of the envelope clearly with 'Same Day Change of Name' and 'for the attention of New Companies'.

#### **5. Can a change of name and company status be registered together?**

Yes. You can combine a resolution for change of name and change of status, for example, resolving to change the name from ABC Limited to XYZ PLC

A company can also change from a PLC to a private limited company but this is only possible if the necessary majority of the company members have agreed to the change. Further information about re-registration can be found in [chapter 4](#) of our 'Company Formation' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

All the documentation necessary for a change of name and change of company status must be filed at the same time along with the change of name fee (£10) and change of status (£20). The combined fee for a 'Same Day' application is £100.

### **Chapter 3**

#### **Sensitive words and expressions**

This chapter sets out the conditions a company will need to fulfil if it wishes to use one of the words listed in Appendices [A](#) and [B](#). Words covered by other legislation which could affect the choice of company name are set out in [Appendix C](#).

## 1. What are 'sensitive words and expressions'?

These are words and expressions included in a company name, which may imply business pre-eminence, a particular status or a specific function. For this reason, they have been prescribed in regulations as requiring the approval of the Secretary of State. The aim is to ensure that use of the word is justified so that the name does not mislead the public. Applications for approval of such words and expressions are considered by Companies House on behalf of the Secretary of State.

## 2. What types of words and expressions are sensitive?

*The following words imply national or international pre-eminence:*

- **British** - Normally the Secretary of State would expect the company to be British owned. You would need to show that the company is pre-eminent in its field by providing supporting evidence from an independent source such as a Government department, trade association or other representative body.

The level of pre-eminence in a name that includes 'British' depends on the impact created by the other words in the name. Usually pre-eminence is reduced if the overall name does not describe a product but you would still have to show that your company is substantial in its field of activity even if this was not described the company name.

- **National** - the criteria for use of this word is the same as for 'British'
- **England, English, Scotland, Scottish, Wales, Welsh, Ireland or Irish** - if one of these words appears anywhere in the name, other than at the end of the name, the requirements are similar to those for 'British'.

The use of one of these words as the last word in a name would normally be acceptable provided you can demonstrate that the company has its main place of business in the country concerned. If you want to use one of these words because it is a surname, you will usually be given approval if the company name includes forenames or initials.

- **Great Britain or United Kingdom** - if you wish to use these expressions at the start of a name or if you intend to use 'of Great Britain' or 'of the United Kingdom' at the end of the name, then the requirements are similar to those described for 'British'. It is normally acceptable to use Great Britain or United Kingdom at the end of a name. Using the initials 'GB' or 'UK' in your company name does not normally require approval.
- **European** – we will not approve names which include this word if they unjustifiably imply a connection with official bodies of the European Union. If there is a genuine connection with an official body, we may allow the name if the appropriate body provides written support for the application.

- **International** - if you wish to use this word as the first word in a name, you need to show that the major part of the company's activities is in trading overseas. If you wish to use it anywhere else in the name we will usually approve it if you can show that the company operates in two or more overseas countries.

*The following words imply business pre-eminence or representative or authoritative status:*

- **association, federation or society** - if you wish to use one of these words, your company would normally be limited by guarantee. Each member should have one vote and the constitution should contain a non-profit distribution clause. This provides that any profits should be used to further the objects of the company and not be paid to the members as dividends.  
  
**authority, board or council** - if you want to use any of these words, you should ask us for advice. If the company is to be registered in Scotland, contact Companies House in Edinburgh.
- **institute or institution** we normally only approve these words for those organisations which are carrying out research at the highest level or to professional bodies of the highest standing. You will need to show us that there is a need for the proposed institute and that it has appropriate regulations or examination standards. You will need evidence of support from other representative and independent bodies.
- **government-** approval for use of this word will be granted only if Companies House is satisfied that there is not any official connection with Her Majesty's Government part of the Scottish or Welsh administrations, or any overseas government. The whole company name will be taken into consideration and judged independently on its own merits.
- **HSC (Health and Social Care) or HPSS (Health and Personal Social Services)** - Companies House may consult DHSSPS (Department of Health, Social Services and Public Safety) when considering the approval of names containing this word as it could foster a misleading impression among patients, service users and wider public that the business enjoys an approved status in connection with the Health and Social Care or Personal Social Services.

*The following words imply specific objects or functions:*

- **assurance, assurer, insurance, insurer, re-assurance, re-assurer, re-insurance or re-insurer** - if the name is for an underwriting company, we will normally seek further advice. However, if you want to use the name for a company that will only provide insurance services, you should include the appropriate qualification, for example 'agents', 'consultants' or 'services', in the name.
- **benevolent, foundation or fund** - we will not approve names that include any of these words if they unjustifiably give the impression that the company has

charitable status. If the company is limited by guarantee and has a non-profit distribution clause in the memorandum of association, we will normally approve the name.

- **charter** or **chartered** - we will not approve names that include these words if they unjustifiably give the impression that the company has a Royal Charter. If the words are used to qualify a profession, we will seek the advice of the appropriate governing body before considering whether to give approval.
- **charity** - to use this word the company must provide a letter of non-objection from the Charity Commission. If the company is not intended to be a charity, a copy of the proposed memorandum and articles of association along with details of the company activities and an explanation of why the word is required must be forwarded to the Charity Commission.
- **chemist** or **chemistry** - if you want to use these words, you should ask for advice from Companies House in Cardiff or if the company is to be registered in Scotland, Companies House in Edinburgh.
- **co-operative** if you wish to use this word, your company's Memorandum and Articles of Association should follow the rules generally associated with co-operatives in the UK. If you need further advice you should contact Companies House in Cardiff or if the company is to be registered in Scotland, Companies House in Edinburgh.
- **Friendly Society** or **Industrial** and **Provident Society** - we will refer names which include these expressions to the Registrar of Friendly Societies for advice. If you want to use them in your company name, you should first ask Companies House in Cardiff or if the company is to be registered in Scotland, Companies House in Edinburgh.
- **group** - if use of this word implies several companies under one corporate ownership, then you will need to provide evidence of a parent and/or subsidiary association with two or more other British or overseas companies. If the name clearly shows that the company is to promote the interests of a group of individuals, then the name will normally be approved.
- **holding(s)** - a company wishing to use this word must be a holding company as defined under section 736 of the Companies Act 1985.
- **patent** or **patentee** - we will only approve a name including either word if it does not contravene the Copyright, Designs and Patent Act 1988.
- **post office** - these words are registered trade marks of the Royal Mail group and we will seek advice on applications that include these words.

- **register or registered** - we treat every application for use of these words on its merits. Generally, we will seek advice from the appropriate governing body if names that include these words are linked with a professional qualification. We will not register the name if it unjustifiably implies a connection with HM Government or a local authority. If there is a connection we will register the name if the appropriate body supports the application.
- **Sheffield** - if you wish to use a name that includes the word 'Sheffield', we will need to establish details of the company's location and its business activities. We will also consult the Company of Cutlers in Hallamshire.
- **stock exchange** - we will not approve names including this expression unless there are special circumstances.
- **trade union** - we will not approve names including this expression unless they conform to legislation relating to trade unions.
- **trust** - the word 'trust' can be used to suit a range of different situations and the requirements for such trusts are explained below:
  - **charitable trust** - these companies need to have charitable objects and a non-profit distribution clause in the memorandum of association. We will ask you for confirmation that you have made, or will make, an application for registration as a charity with the Charity Commission. Scottish companies wishing to use the expression 'charitable trust' will need to apply to HM Revenue & Customs (HMRC) in Edinburgh as the Charity Commission has no jurisdiction in Scotland.
  - **educational trust or artistic trust** - such companies should have a non-profit distribution clause in the memorandum of association and the name should reflect the nature of the trust. The promoters should be of high standing in the field.
  - **enterprise trust** - these companies must have a non-profit distribution clause in the memorandum of association and they must be able to provide evidence of support from, for example, local authorities, businesses or banks.
  - **family trust** - such companies must be non-profit distributing and the objects must reflect the nature of the trust. Names of family trusts will usually be approved if the name as a whole identifies the company as a family trust.
  - **financial trust or investment trust** - if you wish to use these expressions, you will need to provide a written assurance that substantial paid-up share capital or other funds will be achieved within a reasonable period after incorporation.

- **pensions** or **staff trust** - the names of such companies must include the name of the parent company, and the objects of the company must include the operation of pension funds.
- **unit trust** - if you wish to use this as part of your company name, you should seek the advice of [Companies House in Cardiff](#) or if the company is to be registered in Scotland, [Companies House in Edinburgh](#) or via our website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).

## Chapter 4

### Exemption from using the word 'limited' in a company name

#### 1. Which companies use 'limited' in their name

Private Limited companies must normally include the word 'limited' or its abbreviation 'ltd' or the Welsh equivalents 'cyfyngedig' or 'cyf' as part of their company name. However, under Section 30 of the Companies Act 1985, some company names do not need to include the word 'limited' if they satisfy the conditions explained in [question 2](#) below.

**Please note:** a company cannot use the word 'cyfyngedig' or 'cyf' unless its registered office is situated in Wales.

#### 2. What kind of company can be exempt from using 'limited' in its name?

To be exempt, a company must:

- be a [private company limited by guarantee](#);
- the objects of the company must be the promotion of commerce, art, science, education, religion, charity or any profession;
- the [memorandum](#) or [articles of association](#) must say that any profits, or other income, are to be spent in promoting the company's objects; and
- the company must not pay dividends to members.

If the company is wound up, it must transfer all the assets to another body which has similar objects, or which promotes a charity. If it satisfies these conditions, a company which takes advantage of such an exemption will also be exempt from the requirements of the Companies Act 1985 to publish its name and to send lists of members to the Registrar.

A company which was a private company limited by shares on 25 February 1982 may also be exempt if it did not include 'limited' in its name because it had a licence under section 19 of the Companies Act 1948 and complies with the requirements set out above.

### **3. If my company qualifies, how do I claim the exemption?**

When your company is being formed, you must make a statutory declaration on [Form 30\(5\)\(a\)](#) and send it to the Registrar with your [incorporation documents](#). More information is available in our '[Company Formation](#)' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### **4. What if a company that already exists wants to claim the exemption?**

You must pass a special resolution to change its name, by omitting 'limited'. You must send the resolution to Companies House with a statutory declaration on [Form 30\(5\)\(c\)](#). [Forms 30\(5\)\(a\)](#) and [30\(5\)\(c\)](#) are available free of charge from Companies House, Cardiff and Edinburgh.

If we grant you permission to omit 'limited', you must not amend the memorandum and articles in such a way that they no longer satisfy the conditions for exemption.

### **5. How much will it cost?**

Apart from the standard incorporation or change of name fee, there is no additional fee for applying to omit the word limited from a company name. The certificate issued will show the new name without the word limited or its permitted or Welsh equivalent.

## **Chapter 5**

### **Direction to change a company name**

#### **1. What is a 'direction'?**

A direction is a legal document issued by the Secretary of State requiring a company to change its name. Companies House issues directions on behalf of the Secretary of State. A direction will be issued if we uphold an objection made on grounds of a name being 'too like' an existing company name. Any company directed to change its name must pass a special resolution and register the change at Companies House within 12 weeks of the date of the direction.

The Secretary of State can also issue a direction for other reasons, for example if a name is identical to an existing company name or if misleading information was supplied when a sensitive name was approved.

#### **2. Who can direct a company to change its name?**

The Secretary of State has statutory powers to direct a company to change its name in certain circumstances. On behalf of the Secretary of State, Companies House is responsible for reviewing objections to company names on grounds of one company name being 'too like' an existing company name.

### 3. How do I object to a name?

If you wish to object to a name, for example because its similarity to your company name may lead to confusion between companies, you must write to:

<b>For companies incorporated in England &amp; Wales:</b>	<b>For companies incorporated in Scotland:</b>
The Secretary of State New Companies Section Companies House Crown Way Cardiff CF14 3UZ or DX33050 Cardiff 1	The Secretary of State New Companies Section Companies House 37 Castle Terrace Edinburgh EH1 2EB or DX ED235 Edinburgh 1 or LP – 4 Edinburgh 2

### 4. What does 'too like' mean?

When considering whether one company name is 'too like' an existing company name Companies House, on behalf of the Secretary of State, is only concerned with the visible appearance or sound of the two names. We do not take into account external factors such as geographic location, trading activities, share ownership or whether a company is dormant. In addition we take no account of a name or part of a name that is a registered trade mark.

Normally, if the names differ by only a few characters or minor differences they are likely to be 'too like', for example, H & S Consultants Limited and H & S Consulting Limited. Most examples of too like names also suggest a certain level of confusion but this is not the basis for directing a company to change its name.

If the names differ by one or more words, especially longer descriptive words they are unlikely to be 'too like'. For example, an existing company, H & S Consultants Limited might justifiably complain that the registration of H & S Consultants (Cardiff) Limited is a cause of confusion. This might well be the case but the names are not 'too like' under the Companies Act and the Secretary of State would be unlikely to issue a direction in these circumstances. However, this does not prevent a company from taking legal action for passing off but this is outside the Companies Acts. If you are uncertain please contact Companies House.

Examples where a direction would be issued include:

- If they differ in the use of symbols such as "@", "\*", or "+";

- If the names differ by short words, particularly when these words are of a generic nature such as "GB", "UK", or ".com";
- If the names differ by certain slightly longer words, such as “exports” or “services”, when they have substantial or very distinctive elements in common.

## **5. What if the name suggests a connection with a company already on the index?**

The Secretary of State can only consider the visible appearance or sound of the names. He cannot consider whether there is evidence of 'implied association' and the possibility of confusion because people might think the company is associated with or a member of an existing group through ownership.

We can only consider “too like” objections to the full registered name of a company. We cannot consider objections in respect of companies who adopt business or trading names. In addition the legislation does not apply to unincorporated businesses such as partnerships or sole proprietors. Objections about a name or part of a name for which rights to a logo, trade mark, service mark, copyright, patent or any other proprietary rights exist are also excluded.

## **6. How are objections dealt with?**

The Secretary of State's powers are discretionary and we consider each case on its merits, although the rules governing ‘too like’ names are well established. If following an objection, the Secretary of State intends to direct a company to change its name Companies House will write to the company to explain the nature of the objection and the limited scope for appeal. If we reject the company’s appeal we will issue a direction requiring the company to change its name within 12 weeks. If we accept the appeal we will confirm this in writing.

## **7. When may the Secretary of State issue a direction?**

The Secretary of State may direct a company to change its name:

- within 12 months of its date of registration if it is the same as or, in the opinion of the Secretary of State, 'too like' a name appearing (or which should have appeared) on the index at the time of its registration;
- within five years of its date of registration, where the Secretary of State has reason to think that it has provided misleading information for the purposes of registration, or has given undertakings or assurances for that purpose that have not been fulfilled; or
- at any time if the name gives so misleading an indication of the nature of the company's activities as to be likely to cause harm to the public. The company

must comply with this direction within six weeks unless they make an application to the Court to set it aside.

## **8. Can Companies House reject a 'too like' name before the company is registered?**

No. You can only make objections on grounds of 'too like' after Companies House has registered the company. We can only reject identical or 'same as' names before registration.

To avoid the possibility of a 'too like' objection, we advise customers to make a search of the Index of Company Names before they apply to form a company or change the name of an existing company. Searching the Index of Company Names could also avoid:

- confusion with other companies with a poor filing or trading record;
- a 'passing off' action in civil law; or
- action for trade mark infringement.

## **9. Opportunistic Registration**

From 1 October 2008 the Companies Act 2006 introduces new provisions allowing any person or company to object to a company name for "opportunistic registration" if the company's name is:

- the same as a name associated with the complainant in which he has goodwill; or
- so similar that its use in the United Kingdom would likely to mislead by suggesting a connection between the company and the complainant.

**Please note:** Companies House cannot deal with any complaints about opportunistic registration. Objections and enquiries should be directed to the "The Company Names Tribunal" (also known as "the Adjudicator"), which will be operated and administered by the UK Intellectual Property Office. Further guidance and advice, and copies of the forms to be used, will be accessible from the IPO website from 1 September 2008. Please go to [www.ipo.gov.uk/cna](http://www.ipo.gov.uk/cna) for further information.

## Chapter 6

### Controls and restrictions on names used by other types of companies and overseas companies.

#### 1. What controls apply to Overseas companies?

Similar rules that govern the use of names registered in Great Britain apply to the names of overseas companies and their branches registered under Part XXIII of the Companies Act 1985. Companies House will register the overseas name but if it is the 'same as' an existing name on the register the company will have to register an alternative name for use in Great Britain. This will also apply if someone makes an objection after registration on grounds that the name is 'too like' an existing company name.

Further Information about the registration of overseas companies is available in our '[Overseas Companies](http://www.companieshouse.gov.uk)' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).

#### 2. What controls apply to Open-ended investment companies, European economic interest groupings and limited partnerships?

These companies appear on the [Company Names Index](#) and they are subject to the same rules on the use of names as those applying to other company types referred to in this guidance, including 'too like' and 'same as' names - see [Chapter 1](#).

#### 3. What controls apply to Business names?

A company may choose to carry on business under a name that is not the same as its registered name. The rules about 'too like' and 'same as' names apply only to registered companies. However, all the words and expressions that require the approval of the Secretary of State before they can be used in a registered name also apply to business names including business names used by companies in the course of business. Please see [chapter 3](#). More information about business names is available in our '[Business Names](http://www.companieshouse.gov.uk)' guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### 4. Could a choice of name be affected by the trade marks index? Could the trade marks index or the Consumer Credit Act affect a choice of name?

The Registrar does not consult the Trade Marks Register when considering an application for a company name. This is why we advise customers to make appropriate checks of the Trade Marks Register before applying to register a company name. You may wish to consider consulting a solicitor before using a name. You may also wish to consider checking local phone books and any relevant trade journals or magazines to see if any other business is already using that name.

If you have any intention to trade goods or services, you would be well advised to ensure your company name does not conflict with a registered trademark.

It does not have to be identical with a trade mark to cause possible conflict. Problems can arise if a name is judged to be confusingly similar.

For further advice, including how to search the Trade Marks Register, contact the Trade Marks Registry of the UK Intellectual Property Office by visiting their website at [www.ipo.gov.uk](http://www.ipo.gov.uk), by telephone on 08459 500 505 or by email to [enquiries@ipo.gov.uk](mailto:enquiries@ipo.gov.uk)

Registration of your company name does not imply any acceptance of the same name for the purpose of the Consumer Credit Act 1974. If you need a licence under that Act in order to carry on business, then you should consult the licensing branch of the Office of Fair Trading to find out whether your chosen name is acceptable for the purposes of the Act. The address is:

Office of Fair Trading  
3rd Floor  
Craven House  
40 Uxbridge Road  
Ealing  
London W5 2BS  
Tel: 020 7211 8000

## **Chapter 7**

### **Disclosure of company name and specified other information**

A company must disclose its name (as it appears in its memorandum of association) in certain places and on its communications. A company must also give other specified information in all its business letters, order forms and websites.

#### **1. Where and how must I disclose my company name?**

A company must display its registered name:

- at its registered office and at its inspection place (any other place where it keeps its company records). The name must be in characters that can be read with the naked eye. However, from 1 October 2008 a company will be exempt from this requirement if it has at all times since its incorporation been dormant i.e. it has “no significant accounting transactions” during a financial year or entries in the company's accounting records. Further information can be found in our [‘Dormant Companies’](#) guidance
- at any other place at which it carries on business. However, from 1 October 2008 a company will be exempted from this requirement if the location in particular is used primarily for living accommodation. For example, if that location was the director's home.

- continuously, however, from 1 October 2008 where the office, place or location is shared by six or more companies, each company is only required to display its registered name for at least fifteen continuous seconds at least once in every three minutes.
- in all its business correspondence and documentation (in hard copy, electronic or any other form) including bills of exchange, bills of parcels and websites.

From 1 October 2008 the company's name as used to comply with these disclosure requirements need not be exactly the same as the registered name. The permitted differences are the case of the letters, the use of punctuation, accents, etc and formatting. However, the differences must not result in there being a risk of confusion.

The personal civil liability of officers in default will not be applicable from 1 October 2008. If an officer of a company or a person on its behalf signs or authorises to be signed on behalf of the company any bill of exchange, promissory note, endorsement, or cheque in which the company's name is not mentioned he will not be personally liable. He will not be liable either to the holder of that document for the amount of it.

## **2. What other specified information must I disclose and where?**

A company must also include its registered number, its place of registration, and its registered office address in business letters, order forms and websites.

## **3. What company's information can I request in writing?**

From 1 October 2008 a person may request in writing other information of the company it deals with in the course of business including; the address of its registered office, any inspection place and the type of company records kept at that office or place. The company must send a written response to that person within five working days of the receipt of that request.

For a full account of these requirements please refer to [The Companies \(Trading Disclosure\) Regulations 2008 \(Statutory Instrument 2008/495\)](#).

## **Chapter 8 Further information**

### **1. Where can I go for help?**

For more information about any aspect of company names including those requiring the approval of the Secretary of State, you should:

- visit our website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

- contact us by telephone on 0303 123 4500 ; or
- write to Companies House at the following offices.

<b>For companies registered in</b>	<b>For companies registered in</b>
<b>England &amp; Wales:</b>	<b>Scotland:</b>
The Secretary of State New Companies Section Companies House Crown Way Cardiff CF14 3UZ	The Secretary of State New Companies Section Companies House 37 Castle Terrace Edinburgh EH1 2EB
or	or
DX33050 Cardiff 1	DX ED235 Edinburgh 1
	or
	LP – 4 Edinburgh 2

You can also get advice about the use of particular words and expressions from the relevant bodies whose names and addresses are listed in [Appendices A-C](#).

## 2. How do I send information to the Registrar?

The safest and most secure way to send statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) .

You may deliver documents to the Registrar by hand (personally or by courier), including outside office hours, bank holidays and weekends to our offices in Cardiff, London and Edinburgh.

You may also send documents by post, by the Document Exchange service (DX), or by Legal Post (LP) in Scotland. If you send documents, please address them to:

<b>For companies registered in</b>	<b>For companies registered in</b>
<b>England &amp; Wales:</b>	<b>Scotland:</b>
The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ	The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB
or	or
DX33050 Cardiff 1	DX ED235 Edinburgh 1
	or
	LP – 4 Edinburgh 2

Companies House will only acknowledge receipt of documents if you provide a stamped addressed envelope. If you are sending documents by post, courier or Document Exchange Service (DX) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

**Please note:** an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

**Please note:** Companies House does not accept accounts or any other statutory documents by fax.

### 3. Can I file documents in other languages?

Generally documents sent to the Registrar must be filed in English. However, documents relating to Welsh companies may be drawn up and delivered in Welsh.

Companies may deliver the following documents in other languages if the document is accompanied by a certified translation into English:

- Resolutions and agreements affecting a company's constitution;
- Contracts allotting shares for a consideration other than cash ;
- For companies included in accounts of larger EEA or non-EEA groups, the group accounts and parent undertaking annual report ; and
- Charge instruments (or copy charge instruments).

Companies may also file voluntary certified translations of any document subject to the Directive disclosure requirements. This includes:

- Constitutional documents such as the memorandum and articles of association;
- Directors appointments, changes in particulars or resignations;
- Accounts, reports and annual returns;
- Notification of any change in a company's registered office;
- Winding up documents;
- Share capital documents (public companies only);
- Documents relating to mergers and divisions (public companies only); and
- Documents relating to overseas companies.

The voluntary translation must relate to a document delivered to the registrar on or after 1 January 2007. Voluntary translations can only be filed in an official language of the European Union and must be accompanied by Form 1106.

#### **4. Where do I obtain forms and guidance?**

Statutory forms and guidance are available free of charge from Companies House. The quickest way to get them is from our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or by telephone on 0303 123 4500.

Forms can also be obtained from company law stationers, accountants, solicitors and company formation agents - addresses can be found in business directories.

## APPENDIX A

You will need the approval of the Secretary of State for Business, Enterprise & Regulatory Reform before you use any of the following words or expressions (or their plural or possessive forms) in your chosen company name.

(a) Words which imply national or international pre-eminence:

British	Great Britain	National	Wales
England	International	Scotland	Welsh
English	Ireland	Scottish	
European	Irish	United Kingdom	

(b) Words which imply business pre-eminence or representative or authoritative status:

Association	Board	Federation	Institution
Authority	Council	Institute	Society
Government	HSC (Health and Social Care)	HPSS (Health and Personal Social Services)	

(c) Words which imply specific objects or functions:

Assurance	Friendly society	Post office	Trade union
Assuror	Fund	Reassurance	Trust
Benevolent	Group	Re-assuror	
Charter	Holding	Register	
Chartered	Industrial & provident society	Registered	
Chemist	Insurance	Re-insurance	
Chemistry	Insurer	Re-insurer	
Co-operative	Patent	Sheffield	
Foundation	Patentee	Stock exchange	

## APPENDIX B

The following words or expressions require the approval of the Secretary of State. If you want to use any of them in your company name you will need to write to the relevant body to obtain their written support to use the name. A copy of the supporting letter should be sent with your application to form a company or to change its name.

<b>Word or Expression</b>	<b>Relevant Body for companies registered in England and Wales</b>	<b>Relevant Body for companies registered in Scotland</b>
Charity Charitable	Head of Status Charity Commission Woodfield House Tangier Taunton TA1 4BL	For recognition as a Scottish charity HM Revenue & Customs (HMRC FICO (Scotland) Trinity Park House South Trinity Road Edinburgh EH5 3SD
Contact Lens	The Registrar General Optical Council 41 Harley Street London W1N 2DJ	As for England and Wales
Dental, Dentistry	The Registrar General Dental Council 37 Wimpole Street London W1M 8DQ	As for England and Wales
District Nurse, Health Visitor,  Midwife, Midwifery, Nurse, Nursing	The Registrar & Chief Executive United Kingdom Central Council for Nursing, Midwifery and Health Visiting 23 Portland Place London W1N 3AF	As for England and Wales
Health Centre	Office of the Solicitor  Department of Health & Social Security	As for England and Wales

	48 Carey Street London WC2A 2LS	
Health Service	Penny Turner Head of Branding Department of Health Room 230B Skipton House 80 London Road London SE1 6LH	As for England and Wales
NHS National Health Service	Mike Pattrick Office of the Solicitor Dept of Health, Room 518, New Court 48, Carey Street London WC2A 2LS Tel 0207 412 1225 Email:Mike.Pattrick@dwp.gsi.gov.uk	As for England, Wales and Scotland
Police	Pauline Laybourne Briefing and Honours Team CRCSG Change and Support Unit 3rd Floor A Fry Building 2 Marsham Street London SW1P 4DF	The Scottish Ministers Police Division St Andrews House Regent Road Edinburgh EH1 3DG
Polytechnic	Department of Education and Science FHE 1B Sanctuary Buildings Great Smith Street Westminster London SW1P 3BT	As for England and Wales
Pregnancy, Termination, Abortion	Department of Health Area 423 Wellington House 133-135 Waterloo Road London SE1 8UG	As for England and Wales
Royal, Royale, Royalty, King,  Queen, Prince,	<i>(If based in England)</i> Linda Henshaw Ministry of Justice Constitutional Settlement Division	Douglas Boyd Protocol Unit St Andrew's House Regent Road

Princess, Windsor, Duke, His/Her Majesty	<p><b>Change of address wef 20/10/2008</b></p> <p>7C-018 (Post Point 7.42) 102 Petty France</p> <p>London SW1H 9AJ</p> <p><i>(If based in Wales)</i> The National Assembly for Wales Crown Buildings Cathays Park Cardiff CF10 3NQ</p>	Edinburgh EH1 3DG
Special School	<p>Clinton Roche Department for Education and Skills Caxton House 6-12 Tothill Street London SW1H 9NA Tel: 0870 0012345</p>	As for England and Wales
University	<p>Privy Council Office 2 Carlton Gardens London SW1Y 5AA</p>	As for England and Wales

## APPENDIX C

Certain words or expressions are covered by other legislation and their use in company names might be a criminal offence. These are listed below. If you want to use any of these words or expressions in your company name, then you should contact the relevant regulatory authority or ask us for advice before proceeding. We may seek independent advice from the relevant body.

Word Or Expression	Relevant Legislation	Relevant Body
Anzac	Section 1 Anzac Act 1916	Seek advice from Companies House
Architect	Section 20 Architects Registration Act 1997	Architects Registration Board 73 Hallam Street London W1N 6EE
Building Society	Building Society Act 1986	Seek advice from Building Societies Commission Victoria House 30-40 Kingsway London WC2B 6ES
Chamber(s) of Business, Chamber(s) of Commerce,  Chamber(s) of Commerce and Industry, Chamber(s) of Commerce, Training and Enterprise, Chamber(s) of Enterprise, Chamber(s) of Industry Chamber(s) of Trade, Chamber(s) of Trade and Industry, Chamber(s) of Training, Chamber(s) of Training and Enterprise <i>or the Welsh translations of these words</i>	Company and Business Names (Chamber of Commerce etc.) Act 1999	Guidance is available from Companies House
Chiropodist, Dietician, Medical Laboratory,	Professions Supplementary to	Mrs Joan Arnott Department of Health

Technician, Occupational Therapist, Orthoptist, Physiotherapist, Radiographer, Remedial Gymnast	Medicine Act 1960 if preceded by Registered, State or Registered	HRD HRB Room 2N35A Quarry House Quarry Hill Leeds LS2 7JE
Chiropractor	Chiropractors Act 1994	The Chief Executive General Chiropractic Council 44 Wicklow Street, London WC1X 9HL
Credit Union	Credit Union Act 1979	The Public Records Section Financial Services Authority 25 The North Colonnade Canary Wharf London E14 5HS
Dentist, Dental Surgeon, Dental Practitioner,	Dental Act 1984	The Registrar General Dental Council 37 Wimpole Street London W1M 8DQ
Druggist, Pharmaceutical, Pharmacist, Pharmacy	Section 78 Medicines Act 1968	The Director of Legal Services The Royal Pharmaceutical Society of Great Britain 1 Lambeth High Street London SE1 7JN  <b>(for Scottish Registered Companies)</b> The Pharmaceutical Society 36 York Place Edinburgh EH13HU
Institute of Laryngology, Institute of Otology, Institute of Urology, Institute of Orthopaedics,	University College London Act 1988	Seek advice of University College London Gower Street London WC1E 6BT
Patent Office, Patent Agent	Copyright, Designs and Patents Act	IPPD (Intellectual Property Policy Directorate)

	1988	Room 3B38, Concept House UK Intellectual Property Office, Cardiff Road, Newport, NP10 8QQ
<p>Olympiad, Olympiads, Olympian, Olympians, Olympic, Olympics, Paralympic, Paralympics, Paralympiad, Paralympiads, Paralympian, Paralympians,</p> <p><i>translation of these or words so similar to these protected words</i></p>	<p>Olympic Symbol etc. (Protection) Act 1995 (as amended)* Use of such words may infringe the rights of the British Olympic Association/British Paralympic Association.</p> <p><i>*Also protects the Olympic symbols of five interlocking rings; the Olympic motto "Citius Altius Fortius" ("Faster, Higher, Stronger"); the Paralympic symbol of three "agitos"; the Paralympic motto "Spirit in Motion"; and anything so similar to them.</i></p> <p>Following London's successful bid to host the 2012 Olympic Games, the London Olympic Games and Paralympic Games Act 2006 has been introduced. This provides further rights for the protection of Olympic words, symbols and marks relating to the Games. In addition to the protected words outlined in this guidance, the registration of a company name which includes specific words implying association with the London 2012 Games may infringe the rights of The London Organising Committee of the Olympic Games Limited (LOCOG) under this Act.</p> <p>For further information, please visit <a href="http://www.london2012.com/about/our-brand/index.php">www.london2012.com/about/our-brand/index.php</a></p>	<p>The London Organising Committee of the Olympic Games Limited (LOCOG) 23 rd Floor 1 Churchill Place Canary Wharf London E14 5LN</p>

Optician, Ophthalmic Optician, Dispensing Optician, Enrolled Optician, Registered Optician, Optometrist	Opticians Act 1989	The Registrar General Optical Council 41 Harley Street London W1N 2DJ
Red Cross, Geneva Cross, Red Crescent, Red Lion and Sun	Geneva Convention Act 1957	Seek advice of Companies House
Solicitor (Scotland)	S.31, Solicitors (Scotland) Act 1980	The Law Society of Scotland 26 Drumsheugh Gardens Edinburgh EH3 7YR
Veterinary Surgeon, Veterinary, Vet	Sections 19/20 Veterinary Surgeons Act 1966	The Registrar Royal College of Veterinary Surgeons 62-64 Horseferry Rd London SW1P 2AF

## **How to contact us**

Contact Centre: 0303 123 4500\*  
Mini-com: 029 2038 1245  
[enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

\*For training and quality purposes  
your call may be monitored

### **Cardiff:**

Companies House  
Crown Way, Cardiff CF14 3UZ  
Fax: 029 2038 0900

### **Edinburgh:**

Companies House  
37 Castle Terrace, Edinburgh EH1 2EB  
Fax: 0131 535 5820

### **London:**

Companies House  
21 Bloomsbury Street, London WC1B 3XD  
Fax: 029 2038 0900