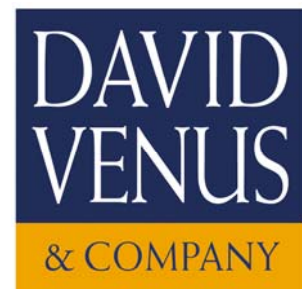


## David Venus & Company Practice Note

### Companies' Names - Sensitive Words & Expressions

If you are proposing to form a new company or to change the name of an existing company, you need to be aware of changes to the rules governing companies' names, in particular to the list of words and expressions considered 'sensitive'.



The new rules concerning companies' names came into effect on 1 October 2009 and are to be found in the Company, Limited Liability Partnership and Business Names (Sensitive Words and Expressions) Regulations 2009 (2009 SI 2615) and the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (2009 SI 1085) as amended by the Company, Limited Liability Partnership and Business Names (Miscellaneous Provisions) (Amendment) Regulations 2009 (2009 SI 2404) (together referred to as the '2009 Regulations').

As well as checking the 2009 Regulations to ensure the company name requirements are met, it would be advisable to consult the guide produced by Companies House, "Incorporation and Names, GP1 – June 2010", which may be downloaded from <http://www.companieshouse.gov.uk/>. Chapters 2 and 3 and Appendices A and B provide guidance on selecting a name and what evidence is required or prior approval needed from the relevant body or authority in order to use a sensitive word or expression.

Companies House's website also now has a useful name availability search facility, which will advise if a name is considered the 'same as' one already registered. However, this facility will not advise whether a proposed name is 'sensitive'.

Whilst there is nothing new about certain words and expressions being considered sensitive or the need to provide evidence to Companies House or obtain prior approval from the relevant body or authority before the chosen name can be registered, the list of words and expressions considered to be sensitive is now far more extensive and some of the requirements to be met in order to use a

particular word have also changed.

For example whilst the word 'Wales' has always been sensitive there is now the additional requirement, that, unless the word is a person's surname, the company's registered office must be situated in Wales. In addition, a company that was permitted to omit the word 'Limited' from its name will not be able to change its name and continue to omit the word 'Limited', unless it is a charity or meets the requirements under Regulation 3 of the Company and Business Names (Miscellaneous Provisions) Regulations 2009.

Further examples of additions to the list are words that denote a regulatory function, such as 'Commission', 'Licensing', 'Standards', 'Oversight', 'Discipline' and 'Disciplinary', where evidence will be required to show that the company has that function, including the support of those who will be subject to the governance and independent support of a representative body or government. Other additions to the list are words that denote a financial services function, such as 'Mutual', 'Underwriting' or 'Underwrite', where the prior approval of the FSA is required. This list of examples is for illustration and is not exhaustive.

Finally, when registering a name change at Companies House, it is now a requirement to submit the relevant prescribed form(s) NM01 to NM06 in addition to the name change resolution and appropriate fee.

For further information, please contact James Kindell on 01372 465330

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