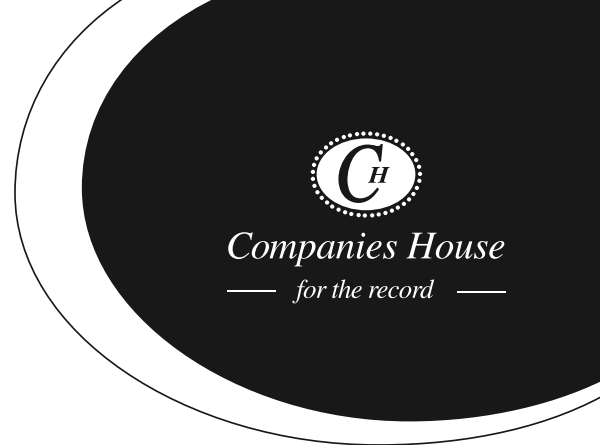
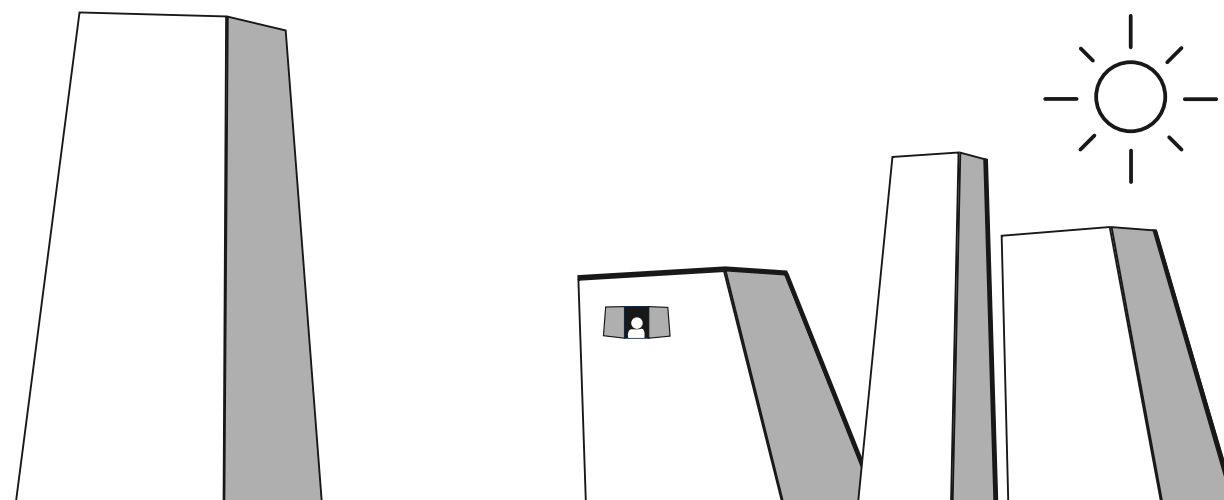


Companies Act 2006



incorporation and names

GP1 - October 2009



BIS

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This guidance is available in alternative formats which include Braille, large print and audio tape. For further details on alternative formats please see our website, email our enquiries section or telephone our contact centre on 0303 1234 500.

Is this guidance for you?

This guide will be relevant to you if :

- you want to incorporate a company
- you want to check which names are acceptable for a company

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Introduction

This guide applies to companies to be registered in the United Kingdom i.e. England, Wales, Scotland and Northern Ireland. It explains what you need to do to incorporate a limited company, choose a company name and helps you understand the registration process. It also provides important information about the requirements that different types of limited companies must meet when they incorporate under the Companies Act 2006. As well as private companies limited by shares, the guide also highlights some of the specific requirements for public limited companies and private companies limited by guarantee.

Overview – Quick guide on how to incorporate a limited company

This overview is a brief guide to the simplest incorporation i.e. private company limited by shares with straightforward articles and a non contentious name. More detailed information about incorporation and related activities appear in subsequent chapters.

A business cannot operate as a limited company until it has been incorporated as a company at Companies House. Incorporation is the process by which a new business or an existing sole trader or partnership becomes a limited company.

Setting up a company brings many obligations. It may be worthwhile taking advice from a solicitor or accountant as to whether an incorporated company is the best way for you to run your business. You can also find useful practical advice for business start up on the business link website.

The documents and forms you must file

To incorporate your company you will need to send the following documents to Companies House:

- Application to register a company (Form IN01);
- Memorandum of Association;
- Articles of Association (unless you decide that the model articles relevant to your company should apply in their entirety (see chapter 1, questions 3 and 7).

You can file the application electronically or you can send a paper application. The standard fees are £15 if sent electronically and £20 for paper filing. The vast majority of incorporation applications are filed electronically. Further information about how you can incorporate your company electronically or on paper is explained in chapter 1, question 14.

The type of company you wish to register

The vast majority of companies, especially small and medium size companies are private companies limited by shares. Other company types include public limited companies and private companies limited by guarantee.

The company's officers

The company's officers are the directors and, if you decide to appoint one or are required to do so, the company secretary. Private companies must appoint at least one director but do not need to appoint a secretary. A company may be an officer of another company but at least one director must be an individual.

Public companies must appoint a minimum of two directors and a secretary. One of the directors must be an individual.

The Companies Act places specific filing and other obligations on the directors and further information can be found in chapters 5 and 6.

The company's registered office

All companies must have a registered office, which must be a physical location in the United Kingdom. The Application to register a company (Form IN01) includes a section requiring you to choose whether the registered office will be in England & Wales, Wales, Scotland or Northern Ireland and another section to state the address of the company's registered office on incorporation. It can be your business address, the address of your accountant or any other address you choose. However, it must be an address at which you will be able to deal with all official letters and notices you receive. Further information about the registered office is explained in chapter 1, question 10.

The company's name

Before you incorporate your company you will need to choose a name. The name you choose must not be identical or the 'same as' another name appearing on the index of company names, even if you are already using the name as a sole trader or partnership. Further information on 'same as' names is included in chapter 2, question 2. You can check if your preferred name is available by searching the index of company names on our website. We also suggest that you check the Trade Marks Register of the UK Intellectual Property Office to ensure your proposed name does not infringe an existing trade mark.

The characters and punctuation that can be used in a company's name are specified in regulations. While accents may not be included in a company's registered name, this does not prevent their being included in the company's stationery.

You will only have to seek prior approval for a company's name if it includes a specified word or expression or it implies a connection with Her Majesty's Government or a devolved administration or a local authority or a specified official body. Further information is included in chapter 2.

The certificate of incorporation

If your application satisfies all the examination checks we will incorporate the company and register the company's details on our database. Its name will form part of our index of company names. We will give your company a unique company number, which will stay the same throughout the life of the company. We will also issue a certificate of incorporation showing the company name and number. These documents, in common with other company filings, will be available for the public to search.

The company's disclosure and inspection requirements

All companies have to comply with trading and disclosure requirements. For example, you must ensure the company's full name (including, as appropriate, "limited" or "ltd" or "plc" etc) appears on all its correspondence and business documentation. In addition, the company number, place of registration and registered office address must appear on its business letters and order forms (including those sent by email) and on its websites. You must also have a sign with the company's full name at its registered office and, generally, at all its premises.

You must also maintain and make certain documents available for public inspection such as registers of members and directors, records of resolutions and instruments creating charges.

This information must be kept at the company's registered office or any inspection place it uses. Any person can write to the company to request details of its registered office, any inspection place and the type of company records which are kept at that office or place. The company must issue a written reply within 5 working days of the receipt of that request.

Further information about disclosure requirements can be found in chapter 4. We advise you to read this chapter because it is an offence to fail to comply with some of the disclosure and inspection requirements. Certain disclosure requirements also apply to business names. Further information is included in chapter 10.

The new company going forward

You can find more detailed information about filing obligations and other subjects such as holding meetings, passing resolutions, share capital and mortgages in our 'Life of a Company – Part 2 - Event Driven Filings ' guide.

Chapter 1

Incorporating a company

A registered company is a legal entity with a separate identity from those who own or operate it. Most companies are limited liability companies which mean the liability of the members is limited by shares or by guarantee. Some companies are unlimited companies which means the members have unlimited liability.

1. Who can form a company?

One or more persons can form a company for any lawful purpose by subscribing their name(s) to the memorandum of association and complying with the legal requirements for incorporation. In law, 'person' includes individuals, companies and other corporations. Those persons who subscribe their names to the memorandum of association are known as "subscribers".

2. Is there more than one type of company?

There are four main types of company:

Private company limited by shares: This type of company has a share capital and the liability of each member is limited to the amount, if any, unpaid on their shares. A private company cannot offer its shares for sale to the general public.

Private company limited by guarantee: This type of company does not have a share capital and its members are guarantors rather than shareholders. A company is limited by guarantee if the members liability is limited to such amount as the members undertake to contribute to the assets of the company in the event of its being wound up.

Private unlimited company: This type of company may or may not have a share capital but there is no limit to the members' liability. Because the members' liability is unlimited, the company has to disclose less information than other types of company.

Public limited company: This type of company has a share capital and limits the liability of each member to the amount unpaid on their shares. A public limited company may offer its shares for sale to the general public and may also be quoted on the stock exchange. Further information about public companies is explained in chapter 6.

Community Interest companies (CICs) can be incorporated as private or public companies. Further information about CICs can be found in chapter 7. Private companies also include Right to Manage Companies and Commonhold Associations. And further information about these companies can be found in chapter 8.

3. How do I form a company?

You can incorporate your company yourself, or you can use a company formation agent, accountant or solicitor. To incorporate a company the following documents must be sent to Companies House:

- Application to register a company (Form IN01) and the fee (see question 14);
- Memorandum of Association (see question 6);
- Articles of Association (except where you adopt model articles in their entirety (see question 7));
- Additional information if your application includes a prescribed or sensitive word or expression (see chapter 3).

You may not be able to have the company name that you want if your proposed name is the 'same as' another name appearing on the index of company names. Further information about 'same as' names is included in chapter 2, question 2).

You can check the index by using our free 'WebCheck' search service on our website. Further information about company names is included in chapter 2 and we advise you to read this chapter before deciding the name of your proposed company.

Once you have chosen your proposed company name, you can send your incorporation documents to Companies House electronically or on paper. Further information on how to send your application electronically can be found in question 14. If you file paper documents you should send them to Companies House in:

- Cardiff, if the registered office is to be situated in England and Wales or Wales;
- Edinburgh, if the registered office is to be situated in Scotland;
- Belfast, if the registered office is to be situated in Northern Ireland.

Our 'Same Day' incorporation service, which is available in Cardiff, Edinburgh and Belfast, allows you to register the company on the day we receive the documents, provided they are delivered to our offices before 3pm (Monday-Friday). This service costs £50. We cannot give the same guarantee for posted applications although, in most cases, we will register the application on the day of receipt.

When filing 'Same-Day' applications by post, courier or by hand please ensure you mark the envelope 'Same-Day Incorporation'.

You can also use our electronic filing for a same day incorporation, the fee for this is £30.

If your incorporation documents are correct and your proposed company name is

acceptable, we will register the incorporation documents and issue a certificate that the company is incorporated. If your company is registered by electronic filing the certificate will also be issued electronically.

4. Can I reserve the name once I have checked that it is available?

You cannot reserve a name. We cannot guarantee to process applications in strict order of the time or date of their receipt and in general we process applications sent by electronic software filing more quickly than paper applications. To avoid the possibility of rejection and to help us process your application as quickly as possible please check the various documents carefully before sending them to Companies House.

5. What is the 'Application to register a company (Form IN01)'?

When you apply to incorporate your proposed company you will need to complete this application form. The main features of the form are that it:

- asks for the proposed name of the company;
- asks for the part of the United Kingdom where the company will have its registered office (this cannot be subsequently changed);
- asks for general details about the proposed company, including a statement of proposed officers, the director(s), and the secretary if it has one, whether it is a public or private company and its intended registered office address;
- asks for a statement of capital and initial shareholdings or a statement of guarantee;
- includes an application for a private company limited by guarantee to seek exemption from the requirement to use "limited" or "cyfyngedig" in the company name (this will not be relevant to most applications for incorporation) (see chapter 2).
- includes a section requiring you to confirm you have requested and attached a copy of a statement of support from a government department or other body if your application includes a proposed company name which contains a prescribed or sensitive word (see chapter 3)

6. What is the memorandum of association?

The memorandum of association of a company incorporated under the Companies Act 2006 is a short, authenticated or signed statement of the intention of those forming the company (the subscribers), to be incorporated. The document will include the subscribers' names and that they agree to become members of the company.

Once the company has been incorporated, the memorandum will no longer affect the

ongoing operation of the company. There is no means to amend the memorandum once registered. It will become, to a large extent, a historical document. The prescribed form of the new memorandum is in the 'The Companies (Registration) Regulations 2008 (SI No. 2008/3014)'.

7. What are articles of association?

A company can adopt its own bespoke articles or it can adopt model articles prescribed by the Secretary of State. Model articles are available for private companies limited by shares, private companies limited by guarantee and public companies.

You can see the different types of Model Articles in schedules 1-3 of 'The Companies (Model Articles) Regulations 2008 (SI No. 3229)'. Further information about model articles is also included in FAQ's on the Companies House website and also on the BERR website under 'FAQ's Companies Act 2006, Articles of Association'.

When you complete the 'Application to register a company (Form IN01)' you will need to indicate if the proposed company is adopting:

- model articles in their entirety (copy of the articles not required);
- model articles with amendments (copy of the amended articles as amended must be sent with the IN01 but need not include the text of provisions of model articles that are adopted without amendment); or
- bespoke articles (copy of the articles must be sent with the IN01).

If you do not indicate which articles you are adopting, we will automatically apply the model articles appropriate to your company type.

What happens if I change my articles after incorporation?

Once your company is incorporated, you must notify Companies House every time your company makes changes to its articles. You and your company may commit an offence if you do not do so. A copy of the special resolution making the change must be delivered to Companies House within 15 days of being passed. You must also deliver a copy of the articles as amended to Companies House within 15 days.

If you decide to amend the company's articles so as to adopt model articles in their entirety, there is no need to send a copy of the model articles. If model articles form part of the articles as amended, the amended articles do not need to set out the entire model articles but do need to show how they have been

adopted or amended. We may send you a notice if we are aware that you have failed to send us a copy of the company's amended articles. The company may be liable to a £200 civil penalty if it fails to comply with that notice.

8. What are entrenched or restricted articles?

Your company can choose to adopt articles which include provisions that are entrenched, meaning that the company can only repeal or amend these provisions if certain conditions are met. For example, a rule which could only be changed with the support of a higher majority of shareholders than would be required to pass a special resolution.

If on formation your company's articles include entrenched provisions they are restricted and you must complete the appropriate section of the 'Application to register a company (Form IN01)'. The articles themselves must make it clear what conditions need to be satisfied in order to change the entrenched provisions in question.

9. Where can I find copies of the relevant form of memoranda or articles of association for my proposed company?

Companies House cannot supply bespoke memoranda or articles but you can purchase them from a company law stationer or company formation agent. As stated in questions 6 and 7 you can also view the required format of the memorandum in 'The Companies (Registration) Regulations 2008 (SI No. 3014)' and model articles are included in 'The Companies (Model Articles) Regulations 2008 (SI No. 3229)'.

10. What is the registered office?

By law every company must have a registered office. The registered office must be a real address, i.e. a physical location where it is possible for the company to accept service of documents. However the registered office need not be a place where the company carries on its day-to-day business. For example, some companies use their accountant's address as their registered office. However, the directors are responsible for ensuring their registered office is effective in terms of dealing with all notices, letters and reminders sent by Companies House or other organisations, businesses or individuals. For example, you could receive a legal demand from a creditor and you will need to respond promptly to avoid further action.

If any person you deal with in the course of your business requests in writing the address of your registered office, or the location where they can inspect your company records, or details of the records that you keep at your registered office, you must respond within five working days.

If, after registration, you decide to change your registered office address, you must file a 'Change of registered office address' (Form AD01). The new address must be in the same part of the United Kingdom as the previous address. The change of

registered office is not effective until we register the form, which can be filed electronically as well as on paper.

Please note, that if your company is registered in England and Wales, its registered office must always be in England and Wales. If your company is registered in Scotland its registered office must be in Scotland and if it registered in Northern Ireland, the registered office must always be in Northern Ireland. If you are a Welsh company and your registered office is designated to be in Wales it must always be in Wales.

11. What happens to the company incorporation documents sent to Companies House?

All company incorporation documents are subject to certain checks including those necessary to ensure proposed officers are not on the 'Disqualified Directors Register' maintained by Companies House.

If the documents satisfy all the appropriate examination and name checks, we will incorporate the company, issue a certificate of incorporation and place the documents on the public record for public inspection. Please note the incorporation does not take effect until Companies House has issued the certificate of incorporation. You should bear this in mind before obtaining company stationery or creating bank accounts.

12. What is the certificate of incorporation?

The certificate is conclusive evidence that the requirements of the Companies Act 2006 as to registration have been complied with and that the company is duly registered under this Act. The certificate will state:

- the name and registered number of the company;
- the date of its incorporation;
- whether it is a limited or unlimited company, and if it is limited whether it is limited by shares or limited by guarantee;
- whether it is a private or a public company; and
- whether the company's registered office is situated in England and Wales, Wales, Scotland or in Northern Ireland.

The certificate must be signed by the registrar or authenticated by the registrar's official seal.

13. Can Companies House help me to form my company?

Companies House can provide you with guidance on the forms required to incorporate a company, on your choice of company name and also provide general advice on matters such as filing requirements. However, we cannot advise you about the content of your company's articles, or whether a company is the best vehicle for

your business. If you are unsure about any aspect of forming a company, you should consider seeking professional advice from a solicitor, accountant or company formation agent.

14. How much does Companies House charge to form a company?

There are two ways to incorporate a company and the fee will vary depending on which method you use.

Software Filing. The standard fee is £15 and the ‘Same-Day’ service is £30 (for applications received by 3pm Monday to Friday). Incorporations can only be filed electronically through suitably enabled software but many incorporation agents and software providers have developed their systems to the point where they are able to offer customers a web-based electronic service (this is chargeable). This means that occasional as well as regular customers can apply for incorporation.

Many of the businesses shown on our list of software suppliers provide web-based services and depending on the volume of filings you anticipate making, it may be more practical for you to use their services. You can find more information about software filing and a list of providers from our website. Electronic applications are processed faster than those filed on paper.

Paper filing. Our standard registration fee is £20 and the ‘Same-Day’ service is £50 (for applications received by 3pm Monday to Friday). We aim to process standard documents within 5 days of receipt. Cheques should be made payable to Companies House. When filing ‘Same Day’ applications by post, courier or by hand please ensure that you clearly mark the envelope “Same-Day Incorporation”. Paper filings, which must be sent to the appropriate office, take longer to process than those filed electronically.

Chapter 2 Choosing a Company name

Before choosing a name you should check the Trade Marks Register of the UK Intellectual Property Office at www.ipo.gov.uk to ensure that the proposed name is not identical or similar to an existing trade mark. The address and contact information can be found on this website. You can also contact the Institute of Trade Mark Attorneys via their website at www.itma.org.uk/intro/index.htm. The registration of a company name does not mean the name or part of a name might not infringe other laws such as trade mark law.

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

If your company is:

- a **private limited company** - its name must end in “limited” or, if its registered office is in Wales, in “cyfyngedig “ or in the permitted alternatives, ie “ltd” or “cyf”.

There is an exception to this rule: a private company limited by guarantee can apply for an exemption if:

- the objects of the 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;
- 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 each member to contribute to the assets of the company if it is wound up during the time that he is a member or within 1 year of him ceasing to be a member
- a **private unlimited company** - its name may end in "unlimited" but it is not required to do so;
- a **public limited company** - its name must end in "public limited company" or, if its registered office is in Wales, in "cwmni cyfyngedig cyhoeddus " or in the permitted alternatives, ie "plc" or "ccc" with or without full stops.

There are a number of controls and restrictions which apply to the main part of your company's name. These are set out in 'The Company and Business Names (Miscellaneous Provisions) Regulations 2009' (SI 2009/1085). Further information on restricted and sensitive names is included in chapter 3. Companies House administers these controls on behalf of the Secretary of State and we will not register a company in a name if:

- its use would constitute an offence or it is offensive;
- the name suggests a connection with Her Majesty's Government or a devolved administration or a local authority or certain specified public authorities;
- it includes a sensitive word or expression unless certain tests are satisfied and you provide a statement of support by the appropriate government department or other official body (see chapter 3).
- it includes characters, signs, symbols and punctuation which are not permitted. A list of permitted characters, signs, symbols and punctuation is included in 'The Company and Business Names (Miscellaneous Provisions) Regulations 2009' (SI2009/1085);
- it is identical to another name appearing on the index of company names or differs from another name in a trivial way, i.e. is effectively the "same as" an existing name. (A name that is effectively the "same as" another's may still be permitted if the two companies will be part of the same group and if the existing

company agrees to the other taking the proposed name). Further information about 'same as' names is provided in question 2.

- it does not end with the appropriate designator (or permitted abbreviation) for the company type (e.g. "limited" or "ltd"; "public limited company" or "plc"; "unlimited");
- if any of the designators "limited", "ltd", "unlimited", "cyfyngedig", "cyf", "anghyfyngedig" is used but:
 - one or more characters have been omitted;
 - one or more characters, symbols signs or punctuation has been added; or
 - any one or more of these characters have been replaced with one or more other characters, symbols, signs or punctuation
- if, in the case of a company limited by guarantee exempt from using "limited", the name concludes with "unlimited" or "anghyfyngedig" or one of the words or expressions (or permitted abbreviation) set out in (a) to (f) below in such a way as to mislead the public as to the legal form of the company if included in the registered name of the company. I
- if, in the case of an unlimited company, the name concludes with "limited" or "cyfyngedig" or one of the words or expressions (or permitted abbreviations) set out in (a) to (f) below in such a way as to mislead the public as to the legal form of the company if included in the registered name of the company.
- If the name includes in any part of the name any of the expressions or abbreviations in (g) to (u) below.

(a) public limited company or (with or without full stops) plc.

(b) cwmni cyfyngedig cyhoeddus or (with or without full stops) ccc.

(c) community interest company or (with or without full stops) cic.

(d) cwmni buddiant cymunedol and abbreviation cbc.

(e) community interest public limited company or (with or without full stops) community interest plc.

(f) cwmni buddiant cymunedol cyhoeddus cyfyngedig or (with or without full stops) cwmni buddiant ccc.

(l) investment company with variable capital.

(m) cwmni buddsoddi a chyfalaf newidiol.

(n) limited partnership.

(o) partneriaeth cyfyngedig.

(p) limited liability partnership or (with or without full stops) llp.

(q) partneriaeth atebolrwydd cyfyngedig or (with or without full stops) pac.

(r) open ended investment company.

- | | |
|--|--|
| (g) right to enfranchisement or RTE. | (s) cwmni buddsoddiant penagored. |
| (h) Hawl I Ryddfreniad. | (t) charitable incorporated organisation or cio. |
| (i) right to manage or RTM. | (u) sefydliad elusennol corfforedig or SEC. |
| (j) Cwmni RTM cyfyngedig. | |
| (k) european economic interest grouping. | |

In addition the name of a commonhold association registered under the Companies Act 2006 must end with 'commonhold association', in accordance with the requirements of The Commonhold Regulations 2004' (Statutory Instrument 2004/1829),

2. What does 'same as' mean?

A name is the 'same as' another name appearing on the index of company names if it is either identical to an existing name or would be deemed to be essentially the same because the name differs only by minor elements which the law requires us to disregard when comparing the two names. For example, we would disregard plurals or certain types of punctuation marks when comparing names.

Examples of what we will disregard or ignore when comparing names are:

- any of the designated name endings (including permitted abbreviations with or without full stops or their welsh equivalents) set out in question 1 above, for example, "limited", "unlimited", "public limited company" or "community interest company";
- words and expressions such as "biz", "co", "co uk", "co.uk", "com", "company", "UK", "United Kingdom", "Wales", "Cymru", "net", "GB", "Great Britain", "org.uk", "services", "international" (but see question 3 of this chapter for circumstances when these will not be ignored) ;
- a blank space between or after a word, expression, character, sign or symbol;
- punctuation including a full stop, comma, colon, semi colon, hyphen, apostrophe, bracket, exclamation mark, question mark;
- permitted characters "*", "=", "#", "%" and "+" if they are used as one of the first three characters in a name;
- "s" at the end of a name;
- "the" and "www" at the beginning of a name;

- any but the first 60 characters in a name.

In addition, we will treat certain words and expressions as if they were the same, eg “and” and “&”, “plus” and “+”, “1” and “one”, “6” and “six”, “€” and “euro”, “\$” and “dollar”, “%” and “percent”, “@” and “at”,

The ‘same as’ rules are included in ‘The Company and Business Names (Miscellaneous Provisions) Regulations 2009 (SI2009/1085) which we strongly advise you to read before you apply to incorporate your chosen name.

Please note, the “same as” rules do not prevent someone else trading under a name that is the same as a company’s registered name in all respects excepting only the designator (eg “Ltd”).

3. Are there any exceptions to the ‘same as’ rules?

Yes. Where 2 companies are in the same group, they may have names that differ only by certain specified words and expressions (such as “biz”, “co”, “co.uk”, “com”, “company”, “UK”, “United Kingdom”, “Wales”, “Cymru”, “net”, “GB”, “Great Britain”, “org.uk”, “services”, “international”). This is permitted only if the member of the group whose name is already on the Registrar’s Index of company names gives its consent to the other company adopting the name that differs from its own in this way. The application for the proposed name must include:

- a copy of a statement in which the existing company consents to the other company adopting the proposed name and confirms it will be part of the same group

4. Can you give some examples of ‘same as’ names?

If 'Hands Limited' is already registered we would reject the following applications:

- Hand-S Limited or Ltd;
- H and S Public Limited Company (or PLC);
- H & S Services Limited (or Ltd);
- @H & S Limited (or Ltd);
- Hands: Limited (or Ltd);
- # H & S Limited (or Ltd);

Similarly, if 'Catering Limited' is already a registered company we would reject the following applications unless the application is for a company in the same group as “Catering Limited” and Catering Limited has given its consent:

- Catering UK Limited (or Ltd);
- Catering.co.uk Limited (or Ltd);

- Catering International Limited (or Ltd)
- Catering Company (Services) Limited (or Ltd);

5. Which names need approval?

You will need the Secretary of State's prior approval if your chosen name:

- suggests a connection with Her Majesty's Government or a devolved administration or a local authority or a specified public authority (see chapter 3 and Appendices A & B);
- a sensitive word or expression (see chapter 3 and Appendices A & B)

In the case of any name that requires approval because of the connection it suggests and also in the case of a name that includes certain sensitive words or expressions, you must request the specified Government department or body to indicate whether (and if so why) it has any objection to the proposed name. The 'Application to register a company (Form IN01)' includes a section requiring you to confirm you have sought the comments of the appropriate body. You must also deliver a copy of any response received and other supporting information with your application. Companies House will then consider whether to approve the name on behalf of the Secretary of State.

Chapter 3 Sensitive words and expressions

1. What are sensitive words and expressions?

These are words and expressions which, when included in a company name, may imply business pre-eminence, a particular status or a specific function. For this reason, you must seek approval of the Secretary of State before the proposed company can be incorporated (or requesting a change to a company's name). The aim is to ensure that the inclusion of the word is justified so that its use in the name does not mislead the public. Companies House administers the approval process on behalf of the Secretary of State.

2. Is there a list of sensitive words?

If you choose a name that includes any of the words listed in Appendix A, you will need to provide supporting information with the

'Application to register a company' (Form IN01) which will allow the Secretary of State to consider whether or not to approve the name. Further information is included in question 3.

If you choose a name that includes any of the words in Appendix B, you will need to write to the 'relevant body' to ask whether they have any objection to the proposed name and deliver a copy of the response with to your application. Further information is included in question 3.

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 in your company name, you should contact the relevant regulatory authority or ask us for advice.

If you are uncertain about the use of a specific word in a name you can contact us on 0303 1234 500.

3. What types of words and expressions are sensitive?

The following words imply national or international pre-eminence:

- **British:** 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 the sense of pre-eminence reduces if the overall name does not describe a product, but you would still have to show that your company is substantial in its field even if this was not described in 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 as the prefix to a name, the requirements are similar to those for 'British'. If you intend to use, for example, 'of England' in the name this could also imply pre-eminence in the field.

If you intend to use one of these words in the middle of a name or as the last word in a name this 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, the requirements are similar to those for

'British'. Using the initials 'GB' or 'UK' in your company name does not 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 must normally be limited by guarantee. Each member should have one vote and the constitution should contain a non-profit distribution clause. This provides that the company must use any profits to further the objects of the company and not pay them to the members as dividends.
- **Authority, Board or Council:** If you want to use any of these words, you should contact Companies House Cardiff, Edinburgh, or Belfast depending on where the company is to be incorporated.
- **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:** We will only grant approval for the use of this word in a name if we are satisfied it does not give the impression that the company is connected with Her Majesty's Government, any part of the Scottish or Welsh administrations, or any overseas government. We will take the whole company name into consideration and judge it on its own merits.
- **HSC or HPSS: These stand for Health and Social Care and Health and Personal Social Services.** We 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 you use the words to qualify a profession, we will seek the advice of the appropriate governing body before considering whether to give approval.
- **Charity or Charitable:** To use these words the company must provide a letter of non-objection from the 'Charity Commission' or 'The Office of the Scottish Charity Regulator (OSCR)'. If the company is not intended to be a charity, you must send 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 to the Charity Commission or the OSCR.
- **Chemist or Chemistry:** If you want to use these words, you should ask for advice from Companies House in Cardiff, Edinburgh or Belfast as appropriate.
- **Co-operative:** If you wish to use this word, your company's 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, Edinburgh or Belfast as appropriate.
- **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 need further advice you should contact Companies House in Cardiff, Edinburgh or Belfast as appropriate.
- **Group:** If use of this word implies several companies under one corporate ownership, 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 1159 (2) of the Companies Act 2006.
- **Patent or Patentee:** We will only approve a name including either word if it does not infringe 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 relate to a professional qualification. We will not register the name if it unjustifiably implies a connection with Her Majesty's 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 Articles 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 Her Majesty's 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 Articles 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 Articles 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.

Chapter 4

Objections to Company names

1. Could I have to change my company name after incorporation?

In general, a company can keep its registered name for ever. However a company can be required to change its name:

- within 12 months of the adoption of the name, if the Secretary of State upholds an objection that a newly-adopted name is “too like” an already existing name or if the name was incorrectly registered because it is the ‘same as’ an existing company name. Any objection must be made in writing within 12 months of the date of the registration of the name. If such an objection is upheld, then the company must change its name as directed and deliver the required documents within 12 weeks of the date of the direction. Further information on ‘too like’ names is provided in question 3;
- within 5 years of the company’s adoption of the name, if misleading information has been given for the purposes of registration by a particular name for example for the approval of a sensitive name;
- within 5 years of the company’s adoption of the name, if an undertaking or assurance given at the time of registration, for example support for a sensitive name has not been fulfilled;
- at any time, if the Company Names Adjudicator upholds an objection that the name is the same as one in which the objector has goodwill or is so similar to such a name that its use in the UK would be likely to suggest a connection between the company and the objector. Such an objection will be upheld if the objector shows that the main purpose in registering the name was to obtain money or other consideration from him or to prevent his registering the name.

(It may also be upheld if none of certain other matters have happened or apply).

- at any time, if the name gives so misleading an indication of the nature of its activities that it is likely to cause harm to the public;
- at any time, if a company is no longer entitled to the exemption allowing it to omit “limited” or any of the permitted alternatives in its name.

2. What does 'too like' mean?

Any company that registers a name which is very similar ('too like') to an existing company name could be directed to change its name. When considering whether one company name is 'too like' an existing company name Companies House only considers 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.

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 be the case but the names are not 'too like' under the Companies Act and we would be unlikely to issue a direction in these circumstances.

However, we would issue a direction if the names have substantial or very distinctive elements in common and differ only by the inclusion of meaning starved words such as “services” or “trading”.

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:

For companies incorporated in England & Wales:	For companies incorporated in Scotland:	For companies incorporated in Northern Ireland:
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The Secretary of State New Companies Companies House Crown Way Cardiff CF14 3UZ or DX33050 Cardiff 1	The Secretary of State New Companies Companies House 4th Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF or DX ED235 Edinburgh 1 or LP – 4 Edinburgh 2	The Secretary of State Companies House 1st Floor Waterfront Plaza 8 Laganbank Road Belfast BT1 3BS
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You should write to the appropriate registrar depending on where the company name you are objecting to was registered.

4. How are 'too like' objections dealt with?

We must receive objections within 12 months of a company's incorporation (or change of name). If following an objection, we intend to direct a company to change its name we will write to the company to explain the nature of the objection and the limited scope for appeal. We will also inform the complainant of the action taken. If we reject the company's appeal we will issue a direction requiring it to change its name within 12 weeks and also inform the complainant. If we accept the company's appeal we will confirm this in writing to all parties.

5. Can Companies House reject a 'too like' name when a company files its Application to register a company?

No. You can only make objections on grounds of 'too like' after Companies House has registered the company. We can only reject 'same as' names before registration. Not all potentially 'too like' names result in an objection.

To avoid the possibility of a 'too like' objection, we advise applicants 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. Having a 'too like' name could also result in:

- confusion with other companies, which may have a poor filing or trading record;
- a 'passing off' action under civil law; or
- action for trade mark infringement.

We do not consult the Trade Marks Register when considering an application for a company name. Consequently, if there is a trade mark registration which is identical or similar to the company name you have chosen and you are in the same type of business you may face legal action for a trade mark infringement. For further advice, including how to search the trade marks register, contact the UK Intellectual Property.

6. Objection on grounds of Opportunistic Registration

Any individual or company can apply to the Company Names Tribunal for a company to be directed to change its name if they can show that the name was chosen with the principal intention of seeking money from him or preventing him registering the name where it is one in which he has previously acquired reputation or goodwill.

The Company Names Tribunal (also known as the 'Company Names Adjudicator') is responsible for handling complaints about opportunistic registration. Further information, including application forms and contact information is available on their website.

Please note, Companies House cannot deal with any complaints about opportunistic registration.

Chapter 5 Directors and secretaries

More detailed information about directors' responsibilities and filing obligations and the role of company secretaries can be found in our 'Life of a Company Part 2 – Event Driven Filings' guide. Further information about accounts and annual returns can be found in our 'Life of a Company Part 1 – Annual Requirements' guide.

1. What is the minimum number of officers a company requires?

Private companies: The Companies Act 2006 requires a private company to have at least one director. A company's articles of association may impose a higher minimum requirement for the number of directors. At least one director must be an individual. A private company does not need to have a secretary if a company's articles of association provide for it to have a secretary, it must have a secretary unless it changes the articles to remove the requirement.

Public companies: a public company must have at least two directors and a secretary. At least one director must be an individual. The secretary of a public company must be qualified (see question 3).

2. Can anyone be a company director?

It is up to the members to appoint the people they believe will run the company well on their behalf. The only restrictions that prevent anyone becoming a director are:

- they must not have been disqualified from acting as a company director (unless the court has given them permission to act for a particular company);
- they must not be an undischarged bankrupt (unless they have been given permission by the court to act for a particular company);

- they must not be under the age of 16;

In addition, at least one director must be an individual. Companies who only had corporate directors on or before 6 November 2006 have until 1 October 2010 to appoint such a director.

3. What filing responsibilities apply to directors?

Directors must prepare and file documents required under the Companies Act 2006, including the annual accounts and annual returns. Failure to file these documents could result in directors being prosecuted and fined up to £5,000 for each offence and the company could also be struck off the register. In addition, the company will be liable to a civil penalty if its accounts are delivered late. Further information about late filing penalties can be found in our 'Late Filing Penalties' guide.

4. Does a company secretary need any qualifications?

Not in the case of a private company. A secretary of a public company must have one or more of the qualifications described in chapter 6.

Chapter 6 Public Companies

1. What are the requirements a public company must meet?

A public company must meet the following requirements:

- it must have at least two directors (who may also be members of the company);
- it must have at least one director who is an individual;
- all individual directors must be aged 16 or over;
- it must have at least one secretary;
- the secretary must be qualified in one or more of the following ways:
 - (a) he has held the office of secretary of a public company for at least three of the five years before their appointment; or
 - (b) he is a barrister, advocate or solicitor called or admitted in any part of the United Kingdom; or
 - (c) he is a person who, by virtue of his or her previous experience or membership of another body, appears to the directors to be capable of discharging the functions of secretary; or

(d) he is a member of any of the following bodies:

- the Institute of Chartered Accountants in England and Wales;
- the Institute of Chartered Accountants of Scotland;
- the Institute of Chartered Accountants in Ireland;
- the Institute of Chartered Secretaries and Administrators;
- the Association of Chartered Certified Accountants;
- the Chartered Institute of Management; or
- the Chartered Institute of Public Finance and Accountancy.

2. When can a public company start business?

A company incorporated as a public limited company cannot conduct business or exercise borrowing powers unless it has obtained a trading certificate from Companies House, confirming that it has the minimum allotted share capital. You will need to deliver the 'Application for a trading certificate for a public company' (Form SH50). It is an offence to trade without a trading certificate and the directors are liable, on conviction, to a fine.

Different rules apply if you intend to re-register from a private company limited by shares or a private unlimited company to a public company. Further information on share capital and trading certificates is explained in our 'Life of a Company – Part 2 Event Driven Filings' guide'.

Please note the name of a public company must end with 'Public Limited Company', or 'PLC' or, if it is a company whose registered office is stated as being in Wales, 'Cwmni Cyfyngedig Cyhoeddus' or 'CCC'

Chapter 7

Community Interest Companies

1. What is a Community Interest Company (CIC)?

Community Interest Companies are a type of limited company designed for people who want to conduct a business or other activity for community benefit and not purely for the benefit of the members of the company. The CIC Regulator must approve applications to form a CIC and has a continuing monitoring and enforcement role. A company cannot become a CIC if it is, or intends to be, a political party or a political campaigning organisation (or a subsidiary of either). In addition, a CIC cannot be a charity.

You can download all the relevant application forms from the CIC website. The CIC website includes comprehensive information about the benefits of forming a CIC, the tests required for approval to become a CIC and details of all the documents you may have to file including sample CIC memoranda and articles of association.

Further information can also be found in 'The Companies (Audit, Investigations and Community Enterprise) Act 2004' and 'The Community Interest Companies Regulations 2005' (SI 2005/1788).

You may choose any name provided it complies with the rules on company names referred to in this guidance. 'The Companies (Audit, Investigations and Community Enterprise) Act 2004' also includes requirements relating to the name of a community interest company. S.33 of this act specifies that:

- the name of a community interest company which is not a public company must end with 'community interest company' or 'c.i.c', or the Welsh equivalents, 'cwmni buddiant cymunedol cyhoeddus cyfyngedig' or 'c.b.c.' if the company's registered office is situated in Wales;
- the name of a community interest company which is a public company must end with 'community interest public limited company', or 'community interest p.l.c.' or the Welsh equivalents 'cwmni buddiant cymunedol cyhoeddus cyfyngedig', or 'cwmni buddiant cymunedol c.c.c.' if the company's registered office is situated in Wales.

Please note you can only make an application to form a CIC on paper and there is no "Same Day" service available.

2. What are the fees to register a Community Interest Company?

Companies House collects fees on behalf of the Regulator of Community Interest Companies. The fees shown are combined CIC and Companies House fees:

- to register a community interest company - £35
- to register a community interest public company - £35
- to convert an existing company to a CIC - £25
- to convert an existing PLC to a community interest public company - £25
- to convert an existing CIC to community interest public company - £20
- to convert and re-register an existing company to a community interest public company - £35
- to convert a charitable company to a CIC - £25
- to convert an unincorporated charity or charitable trust, to a CIC please visit the CIC website at www.cicregulator.gov.uk;
- to convert a CIC to a charitable company - £10;

- to change an Industrial and Provident Society to a CIC - £35;
- to change the name of a community interest company - £10.

Chapter 8

Right to Manage (RTM) companies and Commonhold Associations.

1. What are RTM companies?

RTM companies were introduced under the Commonhold and Leasehold Reform Act 2002. This means that leaseholders can transfer the landlord's management functions relating to, for example, repairs and maintenance, to a Right to Manage company registered by them.

The company must be limited by guarantee and its memorandum and articles must comply with regulations relating to those documents.

To incorporate an RTM you need to complete the 'Application to register a company for registration (Form IN01)'. You may choose any name available so long as it ends with 'Right to Manage' or "RTM" Company Limited' or the Welsh equivalent and it complies with the rules on company names explained in this guidance.

Please note, RTM companies do not exist in Scotland or Northern Ireland.

2. What are Commonhold Associations?

Commonhold Associations were introduced under the Commonhold and Leasehold Reform Act 2002. Commonhold is a form of land ownership available in England and Wales. The company must be limited by guarantee and its memorandum and articles must comply with 'The Commonhold Regulations 2004' (Statutory Instrument 2004/1829).

Commonhold:

- is an alternative to long leasehold ownership of flats and other interdependent properties;
- combines freehold ownership of a single property (a unit) in a larger development with membership of a limited company that owns and manages the common parts of the development, for example a block of flats where each flat is a unit and all the other parts, such as the hallway are commonhold.

To incorporate a Commonhold Association you need to complete the 'Application to register a company (Form IN01)'. You may choose any name available as long as it ends with 'commonhold association limited' or the Welsh equivalents and complies with the rules on company names explained in this guidance. More information is available at www.dca.gov.uk/legist/commonhold/commguid.pdf.

Please note, Commonhold Associations do not exist in Scotland or Northern Ireland.

Chapter 9

Disclosure of company name and specified other information

1. What does disclosure mean?

The Companies Act requires a company to display its name at its registered office, other places of business and on all business communications. It must also include its registration details in its letters (including those sent electronically), order forms and websites. These requirements are included in 'The Companies (Trading Disclosures) Regulations (Statutory Instrument 2008/495) and The Companies (Trading Disclosures) (Amendment) Regulations 2008 (SI No. 218)

2. Where must I display my company name?

Every company, unless it has at all times been dormant since incorporation, must display a sign with its registered name at:

- its registered office;
- any inspection place;
- at any location at which it carries on business (unless it is primarily used for living accommodation).

It must also include its registered name in all business communications (hard copy and electronic).

3. How must I display the sign with my company name?

You must display a sign with your company name:

- in characters that can be read with the naked eye;
- in such a way that visitors to that office, place or location may easily see it;
- so that it can be seen at any time, i.e. not only during business hours;
- continuously, but if the location is shared by six or more companies, each such company is only required to display its registered name for at least fifteen continuous seconds at least once in every three minutes.

4. How must I display the company name in communications?

You must include your company's registered name in all forms of business correspondence and documentation, whether in hard copy or electronic, including:

- business letters, notices and other official publications;
- business emails;
- bills of exchange, promissory notes, endorsements and order forms;
- cheques purporting to be signed by or on behalf of the company;
- orders for money, goods or services purporting to be signed by or on behalf of the company;
- bills of parcels, invoices and other demands for payment, receipts and letters of credit.

5. Must I display my company name on my website?

Yes. Every company must disclose its registered name on its websites. You do not need to include the company name on every page but it must be displayed so it can be easily read.

6. What additional information must I disclose?

On all its business letters, order forms and websites a company must display:

- the part of the United Kingdom in which the company is registered (i.e. England and Wales, or Wales, or Scotland, or Northern Ireland);
- the company's registered number;
- the address of the company's registered office;
- if a company is exempt from the requirement to use "limited" in its name, the fact that it is a limited company;
- if the company is a community interest company which is not a public company, the fact that it is a limited company;
- if it is an investment company as defined by section 833 of the Companies Act 2006, the fact that it is this type of company;
- if it is a company which has chosen to display its share capital, it must display the amount of paid up share capital.

7. What information must the company provide?

If anyone with whom the company deals in the course of business makes a written request for:

- the address of its registered office;
- the address of any place of inspection;
- the type of company records kept at the registered office or inspection place.

The company must send provide the information, in writing, within five working days.

8. Do I have to display directors' names?

A company does not have to state the directors' names on its business letters unless it chooses to do so. However, if it does decide to include the names then it must state the names of all its directors. In other words, a company cannot be selective about which directors' names it shows - it must show all of them or none of them.

9. Are there special rules for charitable companies?

Section 68 of the Charities Act 1993 provides that a charitable company whose name does not include the word 'charity' or 'charitable' must state that it is a charity on company documents, including business letters, notices, invoices, bills of exchange, promissory notes and on any conveyances it executes. The relevant legislation in Scotland is the Charities and Trustee Investment (Scotland) Act 2005.

10. Do the rules apply to overseas companies?

Yes. Please see our 'Overseas Companies' guide.

11. What if the company is being wound up?

If a company is being wound up or is in administration or receivership or a moratorium is in force in respect of its debts, every invoice, order for goods, business letter or order form (in hard copy, electronic or any other form) must contain a statement that the company is being wound up.

1. What is a Business Name?

A “business name” is any name under which someone carries on business other than their own. In the case of a company or limited liability partnership, it means a name that is not its registered name; in the case of a sole trader, it means a name other than his surname with or without his forenames or initials; in the case of a partnership, it means a name other than the partners’ names.

We do not register business names, but there are rules to prevent the use of names that could seriously mislead the public. The relevant regulations are:

- The Company and Business Names (Miscellaneous) Regulations 2009 (SI2009/1095).
- The Company and Business Names (Sensitive Words and Expressions) Regulations 2009.

There are also rules about the information that must be disclosed on stationery and signs at business premises that apply to sole traders and partnerships using business names. These are in sections 1200-1208 of the Companies Act 2006.

2. To whom do the business names provisions of the Companies Act 2006 apply?

The business names provisions apply to:

- an individual who trades under a name which is not his or her surname. It makes no difference whether the individual’s first names or initials are added. So the Act would apply to Mr JQZ Singh if he traded as Singh Antiques but not if he traded as Singh or JQZ Singh;
- a partnership which uses a specific business name and does not trade under the names of all the partners;
- a company or limited liability partnership which trades under a name which is not its corporate name, for example, ‘J Smith Limited’ trading as ‘Fish Antiques’.

3. Can I choose any name for my business?

There are some controls and restrictions which apply to your choice of business name. You must get the Secretary of State’s approval before using a business name that:

- suggests a connection with Her Majesty’s Government or any devolved administration, or any local authority or any specified public authority; or
- includes a sensitive word or expression (see chapter 3 and Appendices A & B)

If you use such a name without prior approval, you will be committing an offence and may be subject to a fine.

In addition, you must not use a business name if:

- its use would constitute a criminal offence (Appendix C is a list of words and expressions whose inappropriate use could be a criminal offence);
- it includes words and abbreviations that denote a particular type of business if the business is not of that type. These words and abbreviations include 'limited', "unlimited", "public limited company", "Community Interest Company", "Limited Partnership", their Welsh equivalents and their abbreviations with or without full stops.
- the name suggests a connection with Her Majesty's Government or any part of the Scottish administration;
- the name suggests a connection with any local authority or any specified public authority;
- it includes a sensitive or expression included in chapter 3 and Appendices A & B without the approval of the Secretary of State.

If your business name is identical or similar to a registered trade mark you may be infringing it if your business deals in identical or similar goods and services to the owner of the registered trade mark and your use of the name creates a likely to confuse the public. Further information about trade marks is included in chapter 2.

4. Do I need to display my business name?

No. But if you use a business name, you must display a sign with:

- your and, if relevant, your partners' names; and
- an address in the UK for each person at which service of any document relating to the business will be effective.

in any premises where the business is carried on and where customers, suppliers have business access. This rule applies if the business name were to include your surname or your partners' surnames together with other words, for example 'Smith Photographic'.

5. What name must I include in stationery?

If you use a business name, you must include:

- your and, if relevant, your partners' names; and
- an address in the UK for each person at which service of any document relating to the business will be effective.

This information must be included in legible characters in all your:

- business letters;
- written orders for goods or services to be supplied to the business;
- business emails;
- invoices and receipts issued in the course of the business;
- written demands for payment of debts arising in the course of the business.

Chapter 11

Quality of documents

1. What happens to the documents I send to Companies House?

We scan the documents and forms you deliver to us to produce an electronic image. We then store the original, paper documents and use the electronic image as the working document.

When a customer searches the company record, they see the electronic image reproduced on-line. So it is important not only that the original is legible, but that it can also produce a clear copy.

When you file a document electronically, we automatically create an electronic image from the data you have provided us with.

This chapter sets out some guidelines to follow when preparing a document for filing at Companies House.

2. How should I set out documents?

Documents filed electronically

Documents filed electronically must comply with the specifications set out by the registrar in his rules on electronic filing. The formats for software filing are contained in the rules published on the website, and our website contains all the formats you will need to file via that method.

Paper documents

Generally, every paper document sent to Companies House must state in a prominent position the registered name and number of the company. There are a few exceptions to this rule, which are set out in the published registrar's rules.

Paper documents should be on A4 size, plain white paper with a matt finish. The text should be black, clear, legible, and of uniform density. Letters and numbers must be clear and legible so that we can make an acceptable copy of the document. The following guidelines may help:

When you fill in a form please:

- use black ink or black type;
- use bold lettering (some elegant thin typefaces and pens give poor quality copies);
- don't send a carbon copy;
- don't use a dot matrix printer; and
- remember - photocopies can result in a grey shade that will not scan well.

When you complete other documents, please remember:

- the points already made relating to completing forms;
- to use A4 size paper with a good margin;
- to supply them in portrait format (that is with the shorter edge across the top); and
- to include the company number and name.

3. Where can I find out more about this?

For further guidance on print requirements please see our website or telephone 0303 1234 500

**Chapter 12
Further Information**

1. How do I deliver information to Companies House?

For full details of all the ways of delivering documents to Companies House, electronically or on paper, please refer to the registrar's rules which appear on our website .

The safest and most secure way to deliver statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website.

If you are delivering documents by post, courier, Document Exchange Service (DX)

or Legal Post (in Scotland) 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 any statutory documents by fax, PDF or by email.

2. Do I have to pay to file documents at Companies House?

You do not have to pay a fee for many of the documents that you have to send to Companies House, **but some do require a fee and we will not accept them for registration without it.** For full details you should refer to our website.

3. Can I file documents in other languages?

As a general rule the law requires that you deliver documents to Companies House in English, however there are exceptions which are detailed below. Companies can deliver the following documents in languages other than English if the document is accompanied by a certified translation into English:

- Resolutions and agreements affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act;
- accounts of larger EEA (European Economic Area) groups, the group accounts and parent undertaking's annual report;
- accounts of larger non-EEA groups, the group accounts and, where appropriate, the consolidated annual report;
- a charge instrument or copy charge instrument;
- valuation report required to be delivered to the registrar under section 94(2)(d) of the Act;
- articles of association; Memorandum of association; and
- court orders.

In addition companies may also file voluntary certified translations of any document subject to the First Company Law Directive disclosure requirements. These are:

- Constitutional documents such as the memorandum and articles of association;

- Directors appointments, changes in particulars or terminations; 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 Companies House 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 VT01, which will link the translation to the original document.

There are different exceptions for Welsh companies (those complying with section 88 of the Act) who are entitled to draw up and deliver certain documents in Welsh without the need of an accompanying certified translation in English. A full list of the excepted documents can be found in our guidance entitled 'Conducting business in Welsh (GP05)' available on our website.

4. Where do I get forms and guides?

This is one in a series of Companies House publications which provides a simple guide to the Companies Act.

All statutory forms and guides are available, free of charge from Companies House. The quickest way to get them is on our website or by telephoning 0303 1234 500.

You can also obtain forms from company law stationers, accountants, solicitors and company formation agents.

Appendix A - Prescribed words that require the approval of the Secretary of State.

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 company or business 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
Assurer	Fund	Reassurance	Trust
Benevolent	Group	Re-assurer	
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 -Sensitive words that require the approval of the Secretary of State.

The following words or expressions require the approval of the Secretary of State. If you want to use any of them in your company or business 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 you application to form a company (or change its name) or in the case of a business name to obtain written approval to use the name.

Word or Expression	Relevant Body for companies registered in England and Wales	Relevant Body for companies registered in Scotland	Relevant Body for companies registered in Northern Ireland
Charity Charitable	Charities Branch, HM Revenue & Customs St Johns House Morton Roy, Bootle L69 4EJ	Office of the Scottish Charity Regulator (OSCR) 2nd Floor, Quadrant House 9 Riverside Drive Dundee DD1 4NY	As for England and Wales
Contact Lens	The Registrar General Optical Council 41 Harley Street London W1N 2DJ	As for England and Wales	As for England and Wales
Dental Dentistry	The Registrar General Dental Council 37 Wimpole Street London W1M 8DQ	As for England and Wales	As for England and Wales
District Nurse Health Visitor Midwife Midwifery Nurse Nursing	The Registrar & Chief Executive United Kingdom Central Council for Nursing, Midwifery & Health Visiting 23 Portland Place London W1N 3AF	As for England and Wales	As for England and Wales
Health Centre	Office of the Solicitor Department of Health & Social Security 48 Carey Street London WC2A 2LS	As for England and Wales	As for England and Wales
Health Service	Head of Branding Department of Health Room 230B Skipton House 80 London Road	As for England and Wales	As for England and Wales

	London SE1 6LH		
NHS National Health Service	Office of the Solicitor Dept of Health Room 518, New Court 48,Carey Street London WC2A 2LS	As for England, Wales and Scotland	As for England and Wales
Police	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	As for England and Wales
Polytechnic	Department of Education & Science FHE 1B Sanctuary Buildings Great Smith Street Westminster London SW1P 3BT	As for England and Wales	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	As for England and Wales
Royal, Royale Royalty King Queen Prince Princess Windsor Duke His/Her Majesty	<i>(If based in England)</i> Linda Henshaw Ministry of Justice Constitutional Settlement Division 6th Floor - Point 6B Selbourne House 54 Victoria Street London SW1E 6QW <i>(If based in Wales)</i> The National Assembly for Wales Crown Buildings Cathays Park	Douglas Boyd Protocol Unit St Andrew's House Regent Road Edinburgh EH1 3DG	As for England and Wales

	Cardiff CF10 3NQ		
Special School	Department for Education and Skills Caxton House 6-12 Tothill Street London SW1H 9NA	As for England and Wales	As for England and Wales
University	Privy Council Office 2 Carlton Gardens London SW1Y 5AA	As for England and Wales	As for England and Wales

Appendix C - Words and expressions covered by other legislation.

Certain words or expressions are covered by other legislation and their use in company or business 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
Art Therapist, Art Psychotherapist, Drama therapist, Music Therapist / Chiropodist, Podiatrist / Clinical Scientist / Dietician Part / Biomedical Scientist / Occupational Therapist / Orthoptist / Paramedic / Physiotherapist, Physical Therapist / Prosthetist, Orthotist / Diagnostic Radiographer, Therapeutic Radiographer / Speech and Language Therapist, Speech Therapist / Operating Department Practitioner	s.39 Health Professions Order and Schedule 1 of Health Professions (Parts of and Entries in the Register) Order of Council 2003	
Building Society	Building Society Act 1986	Financial Services Authority 25 North Colonnade Canary Wharf London E14 5HS
Chiropodist, Dietician Medical Laboratory Technician Occupational Therapist Orthoptist Physiotherapist	Professions Supplementary to Medicine Act 1960 if preceded by Registered, State or Registered	Department of Health HRD HRB Rm 2N35A Quarry House Quarry Hill Leeds

Radiographer, Remedial Gymnast		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 Pharmaceutist 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 (for Scottish Registered Companies) 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	University College London Gower Street London WC1E 6BT
Olympiad Olympiads Olympian Olympians Olympic Olympics Paralympic Paralympics Paralympiad Paralympiads	Olympic Symbol etc. (Protection) Act 1995 (as amended)* Use of such words may infringe the rights of the British Olympic Association/British Paralympic Association. <i>*Also protects the Olympic</i>	The London Organising Committee of the Olympic Games Limited (LOCOG) 23 rd Floor 1 Churchill Place Canary Wharf London E14 5LN

Paralympian Paralympians <i>translation of these or words so similar to these protected words</i>	<i>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>2012 London Olympic Games 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 www.london2012.com/about/our_brand/index.php</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
Patent Attorney Patent Agent	Copyright, Designs and Patents Act 1988	IPPD (Intellectual Property Policy Directorate) Room 3B38 Concept House UK Intellectual Property Office Cardiff Road, Newport NP10 8QQ
Patent Office	s.112, the Patents Act 1977	
physician, doctor of medicine, licentiate in medicine and surgery, bachelor of medicine, surgeon, general practitioner or apothecary	Section 49 Medical Act 1983	
Red Cross, Geneva Cross Red Crescent Red Lion and Sun	Geneva Convention Act 1957	Seek advice of Companies House
registered pharmacist	Pharmacists and	

	Pharmacy Technicians Order 2007	
registered trade mark agent	s.84, the Trade Marks Act 1994	
solicitor	s20&21 Solicitors Act 1974	
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

Version 2.0 (10/09)

contact centre: **0303 1234 500**

(For training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

enquiries@companieshouse.gov.uk

www.companieshouse.gov.uk

- Cardiff:** Companies House
Crown Way, Cardiff CF14 3UZ
Fax: 029 2038 0900
- Edinburgh:** Companies House
4th Floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, EH3 9FF
Fax: 0131 535 5820
- London:** Companies House
21 Bloomsbury Street, London, WC1B 3XD
Fax: 029 2038 0900
- Belfast:** Companies House,
1st Floor, Waterfront Plaza,
8 Laganbank Road, Belfast, BT1 3BS.
Fax: 028 9090 5291

For the most up to date version of this booklet please visit our website at:

www.companieshouse.gov.uk



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