

COMPANIES ACT 2006

EXPLANATORY NOTES

TERRITORIAL EXTENT AND DEVOLUTION

Chapter 1: General Requirements

Section 53: Prohibited names

145. This section replaces section 26(1)(d) and (e) of the 1985 Act. It retains the existing prohibition of companies registering names that cannot be used without commission of an offence and of those that are offensive.

Section 54: Names suggesting connection with government or public authority

146. This section replaces section 26(2)(a) of the 1985 Act. It prevents a name being registered without the Secretary of State's approval if it suggests a connection with Her Majesty's Government, a local authority or – which represents a change from the 1985 Act – any part of the Scottish administration, or Her Majesty's Government in Northern Ireland. A new power allows similar protection to be extended to other public authorities.

Section 55: Other sensitive words or expressions

147. This section replaces sections 26(2)(b), 29(1)(a) and 29(6) of the 1985 Act.
148. *Subsection (1)* requires prior approval for the adoption of a name that includes words or expressions specified in regulations. *Subsection (2)* provides for the procedure to be used for making the regulations. The words and expressions protected by the current Regulations (the [Company and Business Names Regulations 1981, SI 1981/1685](#)) include British, English, Scottish and Welsh; chamber of commerce, charity, Her Majesty, midwife, police, and university.

Section 56: Duty to seek comment of government department or other specified body

149. This section replaces section 29(1)(b) and (2) and (3) of the 1985 Act. It provides power for the Secretary of State to specify whose view must be sought when seeking approval for a name. For example, under the present Regulations, the approval of the General Dental Council is required for the use of either “dental” or “dentistry”. Regulations under the new power would be able to replicate this. They could also require the approval of, say, the House Authorities for names suggesting a connection with Parliament.
150. When a request is made under section 56 in connection with the registration or the change of name of a company, the registrar must be sent a statement that a request has been made, and a copy of the response (see *subsections (3) and (4)*). But the registrar must not make the response available for public inspections (see section 1087(1)(a)).

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

Section 57: Permitted characters etc

151. This section is a new provision. It provides power for regulations to specify what letters, symbols, etc may be used in a company's registered name; the regulations may also specify a permitted format for a name (for example, to prevent the use of superscript or subscript).