

COMPANY NAME AND CHANGE OF COMPANY NAME

INFORMATION LEAFLET NO.8 / APRIL 2019

1. Introduction

A company may, by special resolution and with the approval of the Registrar of Companies signified in writing, change its name.

All forms (and associated filing fees) and information leaflets referred to in this publication are available at www.cro.ie.

Please read this information leaflet carefully before submitting an application to change a company name.

2. Choice of Company Name

There are restrictions on your choice of company name. The CRO may have to refuse a name if:

- it is identical to or too similar to a name already appearing on the register of companies
- it is offensive
- it would suggest state sponsorship

The following guidelines will assist you in assessing the acceptability or otherwise of company names:

- It is generally recommended that company names include extra words so as to create a sufficient distinction between names. Certain words and their abbreviations together with accents and punctuation marks are not sufficient to distinguish between company names. Examples of such words include the definite article and the words “company”, “co”, “corporation”, “and”, “&”, “service”, “services”, “limited”, etc. Place names are not considered to be a sufficient distinction between company names, e.g. Ireland, Dublin, West, etc.
- Similar descriptive elements, e.g. press/printing, staff/employment agency, or the inclusion of only a general or weak qualification such as “holding”, “group”, “system”, “services”, “international”, etc. may not be regarded as a sufficient distinction between company names.
- Particular care should be taken with names considered to have a distinctive element i.e. names consisting primarily of made-up words or non-dictionary words. The inclusion of qualifying words may not be sufficient to create a distinction between company names.
- Names which are phonetically and/or visually similar will be refused. This includes names where there is a slight variation in the spelling and the variation does not make a significant difference between the names.
- A number on its own will not be accepted as a sufficient distinguishing mark, unless the company concerned is part of the same group.
- The use of a year in numerals to differentiate between two companies of otherwise the same name is prohibited.

The following restrictions also apply to company names:

- Names containing certain words cannot be used unless approved by relevant bodies. For example, the words “bank”, “banc”, “banking”, “banker” may only be used with the permission of the Central Bank of Ireland. This also applies to names such as “hollybank”, “sweetbank”, “canal bank”, “bancorp”, etc. and the surname “Banks”, notwithstanding the fact that the company being incorporated may not intend to carry on banking business.
- The word “society”, “co-op” or “co-operative” cannot be used unless permission has been sought from and granted by the Registrar of Friendly Societies.
- The words “University” and “Institute of Technology” or “Regional Technical College” cannot be used unless permission has been sought from and granted by the Department of Education.
- In the case of the word “Charity”, further information may be sought by the CRO to support the

application.

- If a name includes words which imply specific functions, e.g. “holding”, “group”, etc., further information may be required by the CRO to support the application.
- The use of the word “standard” is prohibited.
- The use of the word “Credit Union” is prohibited under the Credit Union Act 1997.
- Only the name of a Societas Europaea can be preceded or followed by the abbreviation SE. Use of the term ‘SE’ at the beginning or end of the name designates that it is a European Company.
- The word “architect” either alone or in combination with any other words or letters, or name, title or description implying that the person is so registered, cannot be used unless a Notice of Determination has been issued by the Royal Institute of the Architects of Ireland (RIAI). This does not apply to the names “landscape architect”, “naval architect”, “architectural technician”, “architectural technologist”, and “interior design architect” and similar terms.
- Company types:
Only companies which are particular company types may have the following words in their name:-

Limited (ltd) - Teoranta (teo)

Public Limited Company (plc) - Cuideachta Phoiblí Theoranta (cpt)

Designated Activity Company (dac) - Cuideachta Ghníomhaíochta Ainmnithe (cga)

Company Limited by Guarantee (clg) - Cuideachta faoi Theorainn Ráthaíochta (ctr)

Unlimited company (uc) - Cuideachta Neamhtheoranta (cn).

- Please note that there may be a requirement for some management companies to include Owners’ Management Company in the company name. S. 14(3) of the Multi-Unit Developments Act 2011 provides that “the words “Owners’ Management Company” shall be included in the name of every owners management company to which this section applies”. This section applies to owners management companies of multi-unit developments in respect of which no contract for the sale of a residential unit has been entered prior to the enactment of this act or of a mixed use multi-unit development subject to section 2. Section 14 was commenced on 24th January 2011.

3. Where do I check my proposed company name?

Applicants are advised to check that the name proposed is not similar to one already registered by checking the register of companies, which you can do free of charge at www.cro.ie/search

We do not check proposed names against names on the business names register or the trade mark register. Applicants are, therefore, advised to check those registers to ensure the proposed company name does not conflict with a business name or trade mark since any person claiming to have a right to that name could take a passing off action to defend his/her interest.

You can search the business names register at www.cro.ie/search and the trade mark register at:

The Intellectual Property Office of Ireland, Government Buildings, Hebron Road, Kilkenny	
Tel:	056 772 0111/Local 1890 220 223
Fax:	056 772 0100/Local 1890 220 120
E-mail:	ipinfo@ipoi.gov.ie
Website:	www.ipoi.gov.ie

4. How do I register a change of company name?

When making an application to change the name of a company, you must submit the following:

- Form G1Q (change of name by special resolution)
- amended copy of the constitution (see 5. below)
- filing fee

Before submitting your application, you must ensure the company is up to date with filing its annual returns; the application will not be approved if the company is out of date with its annual returns.

Also, if the company is on a strike off list or CRO prosecution list as a result of its non-filing of returns, the Registrar of Companies will not grant approval for the change of name until the relevant enforcement process has been completed and the outstanding returns have been filed.

5. How should I present the amended constitution?

- All documentation received in the CRO is scanned onto the computer system to facilitate faster access to documents. All documents submitted must, therefore, be of an acceptable standard. The text of the constitution must be black, easily legible and presented on A4 white paper which is suitable for scanning i.e. no staples, whitening fluid, etc. Photocopies showing black lines, faint text, pages where the text runs off the end of the page are not acceptable.
- The new name of the company, inclusive of the appropriate suffix, must appear on the front of the new constitution.
- The Companies Act cited in the first page of the constitution must be 2014.
- Each company type has its own constitution set out in the Schedules to the Companies Act 2014.
- The share capital information in the constitution must show the latest share capital details. If these details differ from the relevant documentation filed by the company, it must ensure the change is formally notified to us on the relevant forms.
- The original subscribers' page need not be completed. Photocopies of subscribers' details from the most current relevant documentation will be acceptable.

6. What do I receive from the CRO following registration?

On registration, we will issue a certificate of incorporation/change of name. The company may not use the new name until this certificate has been issued. The incorporation/change of name is effective from the date on the certificate.

7. Exemption from use of the Company Type in Name of Company

Designated Activity Companies/Companies Limited by Guarantee

Under the Companies Act 2014, the phrase "Designated Activity Company" or "Company Limited by Guarantee" may be dropped from the company's name where the company is a Designated Activity Company or a Company Limited by Guarantee and the constitution of the company states that the objects will be the promotion of commerce, art, science, education, religion or charity. In addition, the company's constitution must state that

- (a) the profits of the company (if any) or other income are required to be applied to the promotion of the objects;
- (b) payment of dividends/distributions to its members is prohibited;
- (c) all assets which would otherwise be available to its members are required to be transferred on its winding up to another company whose objects are the promotion of commerce, art, science, religion or charity.

Such companies file a **form G5** together with the application to incorporate/change of name. Companies which are converting to DAC status must submit the form G5 together with their application to convert to the new company type where they wish to be exempted.

It should be noted, however, that a company which is exempted from the obligation to use the words as part of its name, is still obliged to show on its letters and order forms the fact that it is such a company.

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