

Title: Company Names

The information below provides a guide to the basics of selecting acceptable company names in the Companies Act (Cap 50). It should be read with the relevant legislation. Always seek legal advice if you are unsure of any matters.

1. OVERVIEW

1.1. The first step to incorporate a local company is to reserve a name with the Registrar. One can apply to reserve a name electronically through Bizfile¹. This write-up provides some information on what names can be reserved.

2. UNACCEPTABLE NAMES

2.1. The Registrar will *reject* a proposed name which is:

- (a) undesirable;
- (b) identical to another company, limited liability partnership, corporation or business name; or
- (c) of a kind the Minister has directed the Registrar not to accept².

(a) Undesirable Names

2.2. These include obscene or religious names.

(b) Identical Names

2.3. The Companies (Identical Names) Rules *disregards* the following³ when determining if 2 names are identical:

¹ at www.bizfile.gov.sg

² Section 27(1) Companies Act – “Except with the consent of the Minister, a company shall not be registered by a name that in the opinion of the Registrar —

(a) is undesirable;

(b) is identical to that of any other company, limited liability partnership or corporation, or to a business name; or

(c) (*Deleted by Act 12 of 2002*)

(d) is a name of a kind that the Minister has directed the Registrar not to accept for registration.”

³ Rule 2(a).

- (a) “The”, where it is the first word of the name;
- (b) the suffixes “Private”, “Pte”, “Sendirian”, “Sdn”, “Limited”, “Ltd”, “Berhad”, “Bhd”, “Limited Liability Partnership, “LLP”;
- (c) the following words and expressions where they appear at the end of the name unless the corporations are related to each other within section 6⁴:
 - “company”, “and company”, “corporation”, “Incorporated”, “Asia”, “Asia Pacific”, “International”, “Singapore”, “South Asia”, “South East Asia” and “Worldwide”;
- (d) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression in (c) above unless the corporations are related to each other within section 6;
- (e) the plural version of the name; and
- (f) type and case of letters, spacing between letters and punctuation marks.

In addition, the Rules treat the symbol “&” and the word “and” as the same⁵. For example, Registrar will reject names in the right column as they are deemed identical to the corresponding names in the left column⁶:

| S/No | Incumbent Name | New Name |
|-------------|----------------------------|--|
| 1. | Flying Dutchman Pte. Ltd. | <u>The</u> Flying Dutchman Pte. Ltd. |
| 2. | Siegfried Pte. Ltd. | Siegfried <u>LLP</u> |
| 3. | Parsifal Pte. Ltd. | Parsifal <u>Asia Pacific</u> Pte. Ltd. |
| 4. | Das Rhinegold Pte. Ltd. | Das Rhinegold <u>International</u> Pte. Ltd. |
| 5. | Tristan & Isolde Pte. Ltd. | Tristan <u>and</u> Isolde Pte. Ltd. |

⁴ Section 6 – “Where a corporation —

(a) is the holding company of another corporation;
 (b) is a subsidiary of another corporation; or
 (c) is a subsidiary of the holding company of another corporation,
 that first-mentioned corporation and that other corporation shall for the purposes of this Act be deemed to be related to each other.”

⁵ Rule 2(b).

⁶ Registrar will allow s/nos. 3 and 4 if the new company is related to the incumbent company within section 6.

(c) Gazetted Names

2.4. Currently, only the word “Temasek” is gazetted.

3. NAME COMPLAINTS

3.1. A person (“Complainant”) can ask the Registrar to direct a company (“Target”) to change the Target’s name. The Complainant must rely on one of the following grounds:

- (a) Target’s name falls under paragraph 2 above;
- (b) Target’s name so nearly resembles Complainant’s name such that the Target is likely to be mistaken for the Complainant⁷; or
- (c) Target’s name is one the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332)⁸.

3.2. For (b), the Complainant must apply to the Registrar within 12 months from the date the Target was incorporated⁹. In deciding whether to direct the Target to change its name, the Registrar will consider *non-exhaustive* factors such as:

- (a) How closely the 2 names resemble each other. For example, the Registrar is more likely to direct a name change if more words are identical in both names.

⁷ In *GMP Recruitment Services (S) Pte. Ltd. v The Registrar of Companies* (Originating Summons 1179 of 2008), the High Court considered the Companies Act provision about a complaint of similar names. It held that likelihood of the Target being mistaken as part of the Complainant’s *group* of companies *did not fall within the scope of the provision*.

⁸ Section 27(2) – “Notwithstanding anything in this section and section 28 (other than section 28 (4)), where the Registrar is satisfied that the company has been registered (whether through inadvertence or otherwise and whether before, on or after 30th January 2006) by a name —

- (a) which is referred to in subsection (1);
- (b) which so nearly resembles the name of another company or corporation or a business name as to be likely to be mistaken for it; or
- (c) the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332),

the Registrar may direct the first-mentioned company to change its name, and the company shall comply with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow, unless the direction is annulled by the Minister.”

⁹ Section 27(2A) – “Any person may apply, in writing, to the Registrar to give a direction to a company under subsection (2) on a ground referred to in that subsection; but the Registrar shall not consider any application to give a direction to a company on the ground referred to in subsection (2) (b) unless the Registrar receives the application within 12 months from the date of incorporation of the company.”

(b) Whether the Complainant and Target are in the same business activities.

(c) Whether the Complainant has produced evidence of actual instances of confusion.

(d) Is the Complainant in fact using the application to enforce its intellectual property rights. If so, the Registrar will usually **not** direct the Target to change its name.

(e) Whether the Complainant is a business entity registered with ACRA. If it is not, there is *less* chance the Registrar will direct a name change.