



Circular No 4 @ July 2017

Sensitive Words and Expressions

This circular aims to give you an idea of the criteria that is used in approving the use of sensitive words in the name of a company or business name.

- **What are sensitive words and expressions?**

Sensitive words and expressions are those, which, when used in a company (or a business) name, need approval before the company name can be registered or the business name can be used.

This circular gives broad guidance on the criteria your company or business will need to meet if you wish to use any of the words and expressions which require approval under Section 27(3) of the Companies Act or under the Companies Names Regulations 1988.

- **Words and Expressions**

Guidance in this circular is given in fairly broad terms because it is not always possible to give definitive criteria. The final decision in each case rests with the Minister and Companies House and the criteria can change in the light of experience and differing circumstances.

- **Names with letters or abbreviations of letters**

For any names that include singular letters or which contain any form of abbreviation within the name, Companies House will always require a signed letter in writing from the applicant explaining clearly what the abbreviation stands for or what the particular letters in the name stand for.

- **Words which imply National or International Pre-Eminence**

British or Britain - the criteria for use of this word in your company or business name can vary depending on the way the word is used. Normally Companies House would expect the company or business to be British owned. You would need to show that the company or business is pre-eminent in its field, preferably by providing supporting evidence from an independent source such as a Government Department or a trade association.

If the word "British" is qualified by words that do not describe an activity or product, for example by using a "made-up" word, evidence of pre-eminence is not necessarily essential. You would however be expected to show that your company, or business, is substantial in relation to its activity or product and that it is eminent in its own field;

National - the criteria for use of this word is similar to that for "British".

Gibraltar or Great Britain - if you wish to use either of these expressions as a prefix, or if you wish to use "Great Britain" or "Gibraltar" then the criteria are the same as that for "British".

International - if this word is used as a **prefix** to your company or business name you would need to show that the major part of its activities is in trading overseas. If you wish to use it as a **suffix**, approval will usually be given if you can show that its main activities are exports or that it operates in more than one country overseas. Approval is usually given to companies wishing to use this word when the company is incorporated with a minimum share capital of at least £5,000 and is involved in a trade that is international in character such as travel or transport, provided that the name is not misleading or likely to give rise to a justified complaint.

European, Europe, EURO, European Union or EU – an activity letter will always be required explaining the activity of companies wishing to use these words or abbreviations in its name. Names that include these words may be approved provided that they do not imply a connection with any of the official bodies of the European Union, and provided that the name is not misleading or likely to give rise to a justified complaint.

- **Words Which Imply Government or Public Authority Patronage or Sponsorship**

Authority, board or council - if the name you have chosen implies that your company or business has government or public authority patronage or sponsorship, you will be asked to provide evidence of a genuine connection to support your application - for example a letter of support, and consent to use the word, from the relevant authority.

- **Words Which Imply Business Pre-Eminence**

Association, Federation or Society - if you wish to use one of these words, your company would normally be expected to be limited by guarantee. Each member should have one vote under the constitution, and normally any profits should be used to further the objects of the organisation rather than be paid out to the members as dividends. If you want to use one of these words in an unincorporated business name you should seek the advice of Companies House.

Institute or Institution - approval for use of this word is normally given only to those organisations that are carrying out research at the highest standing. You will need to show that the company or business does not conflict with other existing organisations and that it has appropriate regulations or examination standards. You will need evidence of support from other representative and independent bodies.

▪ **Words which imply specific objects or functions**

Insurance words - need the consent of the Financial Services Commission (“FSC”). These include, but are not limited to ‘**Insurance**’ or ‘**Assurance**’ and any derivative or cognate expression thereof, including ‘**Reinsurance**’.

Life - will require consent of the FSC if it is to be used for an entity carrying out any insurance activity.

Patent or Patentee - a name including either of these words will only be approved if it does not contravene the Patents Act.

Chamber of Commerce, and/or Trade and/or Industry etc. - if you wish to use a name that includes one of these expressions Companies House will seek the advice of the Chamber of Commerce before considering whether approval should be given.

Co-operative - companies wanting to use this word must be limited by guarantee with control in the hands of the members and with a non-profit distribution clause in the company’s articles.

Group - if use of this word implies that there are a number of companies under one ownership, then you will need to provide evidence of association with one or more Gibraltar or overseas companies and give details of the other companies inside that group. If, however, the name clearly shows that the company or business is to promote the interests of a group of individuals then the name will normally be approved.

Holding(s) - companies wishing to use this word must be a holding company and must confirm this in writing upon incorporation and also confirm that when the first annual return is submitted it will specify the activity of the company as one of the following standard industrial classification codes:

- 64200 Holding Non-trading Company
- 64201 Activities of agricultural holding companies
- 64202 Activities of production holding companies
- 64203 Activities of construction holding companies
- 64204 Activities of distribution holding companies
- 64205 Activities of financial services holding companies
- 64206 Holding of a Private Residence / Real Estate
- 64207 Holding of a Yacht / Vessel
- 64208 Holding of Personal Assets
- 64209 Activities of other holding companies n.e.c.

Please click on the following link to download a [specimen letter](#).

If a company initially incorporates as a holding company and then ceases to conduct any of the holding activities specified above it will be required to remove the word ‘holding(s)’ from its name so as not to mislead the public as to the general nature of its business. It would also have to select a different classification code when filing its next annual return to reflect this change.

Post Office, Giro, Police, Customs, Immigration, Friendly Society or Industrial Provident Society - names including any of these expressions will normally be refused unless there are special circumstances.

Bureau - will require consent of the FSC if it is to be used for an entity carrying out any licensable activity.

Register or registered - each application for use of either of these words will be treated on its merits. As a general guide, if names that include these words are linked with a professional qualification, Companies House will seek advice from the appropriate body. The name as a whole must not imply a connection with the Gibraltar Government or a local authority.

Trade Union - names including this expression will normally be refused unless they conform to legislation relating to Trade Unions.

Charter or Chartered - names that include these words will be refused if they falsely give the impression that the company has a Royal Charter. If either of these words is used to qualify a profession, Companies House will seek the advice of the appropriate governing body before considering whether to approve the name. The name will be approved if it refers to Yacht Charter.

Benevolent - names that include this word will normally be refused if they imply that the company has charitable status, unless the company is limited by guarantee and has a non-profit distribution clause in the articles of association. If you want to use one of these words in the name of an unincorporated business you should seek the advice of Companies House.

Foundation – will be granted if the name is used for a Foundation established under the Private Foundations Act 2017. Furthermore the use of this word may also be considered for companies limited by guarantee dependent on the activity that the company will be engaging in.

▪ **Professions**

For the words **accountant, architect, lawyer** or any other word which details a specific function or specific professional services that the individual or business will offering to the public, evidence of the proof of qualification will be required by Companies House.

▪ **Words which imply a connection to educational services**

For entities seeking to be registered with any of the following words, an activity letter detailing what services the company or business will be offering will be required and consent from the Department of Education will be sought for the use of the name before approval is granted:

Academy	College	Federation	School
Authority	Council	Institute*	University
Club	Education	Institution*	

Approval for use of these words is normally given only to those organisations that are carrying out research at the highest standing. It must be shown that the company or business does not conflict with other existing organisations and that it has appropriate regulations or examination standards.

*Evidence of support from other representative and independent bodies is needed for the use of names containing the words **Institute** and **Institution**.

▪ **Words which imply a connection to the Gaming Industry**

Names containing any of the following words will be referred to the Gambling Division:

Bet	Gambling	Lottery
Casino	Game	Play
Entertainment	Gaming	Raffle

Furthermore any names not containing any of the above captioned words but which might imply a connection to the gaming industry will also be referred to the Gambling Division.

▪ **Words which imply a connection to medical services**

For applicants wishing to use any of the following words which indicate that the business or company will be offering medical services to the public, they will need to provide Companies House with evidence of their registration with the Gibraltar Medical Registration Board:

Abortion	Drug	Ophthalmic	Pregnancy
Apothecary	Druggist	Optician	Radiographer
Chemist	Health Centre	Optometrist	Red cross
Chemistry	Health Visitor	Orthopaedics	Remedial
Chiropodist	Laboratory	Orthoptist	Surgeon
Contact Lens	Laryngology	Otology	Technician
Dental	Medical	Pharmaceutical	Therapist
Dental Surgeon	Midwife	Pharmaceutics	Urology
Dentist	Midwifery	Pharmacist	Veterinary
Dentistry	Nurse	Pharmacy	
Dietician	Nursing	Physiotherapist	
District Nurse	Nursing Home	Practitioner	

Furthermore, apart from pharmaceutical companies, any other medical establishment will also need to provide a letter explaining that they will not be dealing in the retail of “medicinal

products” as defined by Section 60 of the Medical and Health Act 1997. The letter should contain words to the following effect:

“WE HEREBY CONFIRM THAT THIS COMPANY WILL NOT BE INVOLVED IN THE RETAIL OF MEDICINAL PRODUCTS AS DEFINED BY SECTION 60 OF THE MEDICAL AND HEALTH ACT 1997”

However pharmaceutical companies that will be involved in such trade will not provide the above-stated letter but will need to provide evidence of their registration as pharmacists from the Medical Registration Board.

▪ **Words which have to be referred to the Chief Minister for his approval**

For the use of any of the following words, an activity letter stating clearly and in detail what the intended activity of the entity will be will need to accompany the application for incorporation. Furthermore the use of any of these words will require the consent of the Minister before approval is granted:

Charity	England	Irish	Royalty
Charitable	English	King	Scotland
Chartered	Gibraltar	Knight	Scottish
Crown	Gibraltarian	Municipal	Union
Deposit	Her Majesty	Prince	United Kingdom
Duchess	His Majesty	Princess	Wales
Duke	Imperial	Queen	Welsh
Empire	Ireland	Royal	Windsor

Furthermore names will also be referred to the Minister for his approval if in the opinion of the Registrar the name suggests the patronage of Her Majesty or of any member of the Royal Family, or a connection with Her Majesty’s Government or the Government of Gibraltar or any department of either of those Governments.

Names will also be referred to the Minister for approval if in the Registrar’s opinion the name suggests a connection with any municipality or other local authority or with any society or body incorporated by Royal Charter.

- **Some of the names that have to be referred to the Financial Services Commission**

The use of the following words, or their foreign equivalent, usually requires the consent of the Gibraltar Financial Services Commission.

If the activity of the company is such that it would require a licence under the Financial Services (Investment and Fiduciary Services) Act, consent from the Financial Services Commission would need to be sought as part of the application.

If the activity of the company does not require a licence under the Financial Services (Investment and Fiduciary Services) Act, you will be required to write to Companies House explaining the proposed activity of the company and explicitly confirm that the company will not engage in any activity that requires licence under the Financial Services (Investment and Fiduciary Services) Act.

Any application with words in the name other than in the English language will need to be accompanied by a letter confirming the translation of the same into English.

This applies to the following words listed below:

Asset(s)	Distributed Ledger Technology	Investor(s)	QROPS
Bank	DLT	Investment(s)	Regtech
Blockchain	E-money	Investment Trust	Savings
Brokers	Electronic Money	Life	Securities
Bureau	Exchange	Loan	Secretaries
Cash	Fiduciary	Money	Spread(s)
Capital	Fiduciaries	Money Market	Stock Exchange
Coin	Finance	Mortgage	Swaps
Any words which include 'Coin'	Financial	Nominee(s)	Token
Commodities	Fintech	Options	Trust
Credit	Foreign Exchange	Pension(s)	Trustees
Any words which include 'Crypto'	Futures	Portfolio Management	Unit Trust
Derivatives	Fund	Pre-Paid	Wealth
Director(s)	FX	QNUPS	

The list of words and criteria explained in this circular is by no means exhaustive and further guidance may be needed in the use of some words.

When applying for the use of a sensitive word the information set out below should be supplied. This information will help in having the name approved or rejected quickly:

1. The amount of capital with which it is proposed to register the company, if appropriate;
2. The probable amount of paid-up capital of the company within six months of incorporation, if appropriate;
3. The main objects of the company;
4. Particulars of any existing business to be acquired and details of any related companies in which the sensitive word is already in use;
5. The area in which it is to operate;
6. The names, nationalities and status of :-
 - (a) the promoters,
 - (b) the directors.

▪ **Guidance only**

This Circular is intended for general guidance only. Companies House Gibraltar does not assume legal responsibility for the accuracy of any particular statement. In the case of a specific problem, we recommend that you seek professional advice.

▪ **Registry**

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