



COMPANIES OFFICE

A guide to
**Company
Names**



What we do

The Registrar of Companies is responsible for the approval and reservation of incorporated company names.

A New Zealand company or an overseas company intending to carry on business in New Zealand cannot be registered under a name unless that name has been approved and reserved by the Registrar.*

How do I protect my business name?

This resource is intended to provide some guidelines about company names.

Many businesses operate using a trade name without incorporating as a company and want some protection for that name. If you operate under this business structure, please visit the Intellectual Property Office of New Zealand at www.iponz.govt.nz.

The registration of a company under a particular name only provides minimal name protection. If you want to ensure that this company name or the name the company trades under is protected from use by others, you should consider registering the company name or the trading name as a trade mark. A trade mark registration enables the holder of the trade mark to take action against someone using an identical or similar name in relation to the same or a similar industry.

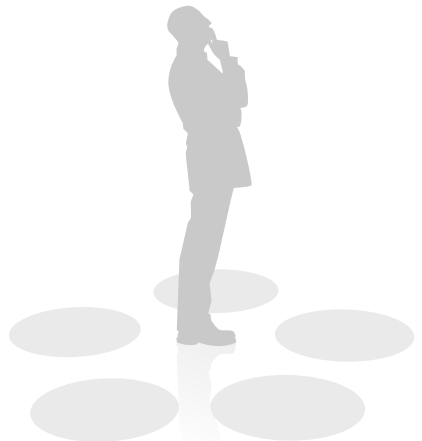
It is recommended that you search the trade marks database to ensure that the use of the company name will not infringe a registered trade mark. An Internet search on your proposed company name as well as a search of the Companies Office register is also recommended as this will help to

ensure that your company name is not already in use by an existing business.

For further information about protecting company names or searching the trade marks database, please visit www.iponz.govt.nz. If you are not sure of how best to protect your company name, please seek legal advice.

The Fair Trading Act 1986 may also provide some name protection for businesses.

We have a range of information on our website about companies, including instructions for using our online services. Start at the Learn About section of our website.



*Sections 20 and 333(1) of the Companies Act 1993.

How to reserve a name

You can reserve a name online with the Companies Office. The process is fast, simple, and inexpensive.

Before you apply for a name, we recommend that you conduct a free register search of the Companies Register at www.companies.govt.nz to ensure that an identical or almost identical name does not already exist on the register. This is a good time to check the Trademark register at www.iponz.govt.nz to ensure the name you would like to use is not a registered trademark.

You can now use macrons in Māori names as long as the names are consistent with the New Zealand National Geographic Board protocols.

Visit <http://www.linz.govt.nz/placenames/about-geographic-board/nzgb-standards/index.aspx> for more information.

Make your application online

Whether you are applying for a name to form a company, or to change the name of an existing company, the process is the same.

From the home page logon using your igovt username and password. Select the Reserve a Name option from the Do It Now menu and enter the following information:

- » Proposed name; and
- » Type of entity (for example New Zealand or overseas company).

If you need to provide information about your name reservation request you can include details in the Comments field or attach a supporting document.

Select *Payment* to submit your application and pay the Name Reservation fee.

Processing an application

The name that you request is checked against the Companies Register to see that it does not contravene any of the restrictions on certain names.

If a name is acceptable, the Companies Office will send an email confirming that the name has been reserved. If your choice of name is unavailable, we will inform you of the reason for this.

Online applications lodged during business hours are processed immediately.

Applications submitted outside business hours are placed in a priority queue and processed early the next working day.

After the name has been reserved

A reserved name is valid for 20 working days – check the expiry date in the name reservation letter we email you for the date you must complete the incorporation of the company by.

If the name reservation expires before you use it, you will need to apply again and pay another fee. Once a name reservation expires, the name becomes available and may be reserved by another person.

Names that cannot be reserved

Under the Companies Act 1993, any name may be reserved unless it comes within any one of three categories of names that must not be reserved. These categories are:

- » a name, the use of which would contravene an enactment
- » a name that is identical or almost identical to:
 - another company name, or
 - a company name previously reserved by the Registrar and still available for registration
- » a name that, in the opinion of the Registrar, is offensive.

Contravention of an enactment

Company names that include words or phrases protected by the Flags, Emblems and Name Protection Act 1981 or by any other enactment will not be approved.

These include names having royal, national, international, commercial or other significance. The schedules to the Flags, Emblems and Name Protection Act 1981 are amended from time to time as words and names are added or deleted.

The Registrar does not consider whether a name could breach any other enactments (for example, the Fair Trading Act 1986 or the Trade Marks Act 2002). Before forwarding your application to the Companies Office, you should consider the possibility of the name infringing a registered or pending trade mark. A trade mark search is recommended.

Conduct a search at the Intellectual Property Office of New Zealand via their website www.iponz.govt.nz.

The Fair Trading Act contains a general prohibition against misleading and deceptive conduct. This could include carrying on business under a name that is misleading or deceptive. The Court, not the Registrar, determines the question of whether a name is misleading or deceptive.



Identical or almost identical

Certain words and phrases may be disregarded when determining whether names are identical or almost identical.

The definite article ("the") when it is the first word in a name.

The following words appearing at the end of a name:

"company"

"and company"

"Company Limited"

"Limited"

"Tapui (Limited)"

"Unlimited"

The following abbreviations whenever they appear in a name:

"&" for "and"

"no" for "number"

"co" or "coy" for "company"

"N.Z." or "NZ" for "New Zealand"

"Bros" for "Brothers"

The typeface and case (upper or lower) of letters, accents, spaces between letters and punctuation marks.

The use of plurals.

"Identical" can therefore have the ordinary meaning of the same in every respect or it can mean a name in which the number and order of key words is the same as those in another name.

"Almost identical" is more difficult to define but the Registrar's policy is that it means a name in which the key words and/or the order in which they appear make that name virtually indistinguishable from another. Each case will be considered in light of its own individual circumstances.

In general, a year marker (for example, "(1995)") is sufficient to distinguish one name from another. For the purposes of determining whether two names are almost identical, a year marker is no different from any other word that distinguishes the names.

For example, "Clothing Company Limited" and "Clothing Company (1995) Limited" are not almost identical.

Meaning of "offensive"

The question of whether a name is offensive is entirely within the Registrar's discretion.

In exercising that discretion, the Registrar may determine that a name is offensive if it is:

- » of an obscene nature, or
- » contrary to public policy, or
- » likely to offend any particular section of the community or any particular religion.

For further information visit www.companies.govt.nz

Our website contains a range of resources about companies and information to help you use the Companies Office services.

You can also use our “Help & Support” menu to ask us a question online.

Alternatively, call us during business hours 8.30am–5pm weekdays on freephone 0508 COMPANIES (0508 266 726) or call us from overseas on +64 3 962 2602.

Keep up to date with news and developments for the Companies Office and subscribe to the Business Update, our regular newsletter at <http://news.business.govt.nz>.

For links to other useful business information visit www.business.govt.nz

The business portal offers you simple and convenient access to Government information you need to start, manage and grow your business.

Alternatively, you can call biz info during business hours 8.30am–5pm weekdays on freephone 0800 424 946.



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