

Choosing and Using a Co-op Society Name

In-depth guide



What's in a name?

A co-operative's name is the unique identifier of its brand and identity. This short guide sets out the requirements for choosing and displaying a name for co-operatives that have opted to incorporate under the Co-operative and Community Benefit Societies Act 2014¹.

What are the considerations for choosing a co-operative's name?

A society's name should reflect its character and it should generally include a reference to:

- The nature of its business
- Its membership base (if a co-operative society) or the people or community it is set up to benefit (if a community benefit society)
- The geographical area in which it operates

When considering an application for registration the Financial Conduct Authority² (FCA) has a duty under the Act to ensure that it does not register a name which it deems to be undesirable³. This is a very broad duty but in practice it will check that the name is not misleading or offensive.

It is a good idea to check the FCA Mutuals Register, the register of charities, trademarks, domain names registry and use Companies House WebCheck service to ensure that it is not the same as or too similar to an existing organisation.

The FCA will also refuse to register a name if:

- It is the same or too similar to another society's/existing company's/charity's name
- Regional, national or international pre-eminence is implied but evidence cannot be provided of the connection
- Royal, public authority or government patronage is implied but none exists
- The name is offensive or would constitute a criminal offence
- The name is in another language and its meaning is not made clear on application

1 Co-operatives registered under the Companies Act 2006 should consult our 'Choosing and Using a Co-operative Company Name guidance'

2 The FCA is the registrar of co-operative and community benefit societies

3 The FCA may give permission for a society to omit the word 'limited' from its name if it is satisfied that the society's objectives are wholly charitable or benevolent

Other important points to consider are:

- The society name must (unless the FCA has provided permission) end with the word 'Limited' alternatively it may use the word 'cyfyngedig' if the proposed name is in Welsh and its registered office is situated in Wales
- It is no longer permissible for a community benefit society to be registered with the term 'co-operative' in its name
- A check on the FCA change of name guidance setting out the requirements for the use of certain terms in society names should be made to ensure that the name or words used within it are permissible. Commonly requested terms where permission for use in a society name is required from the FCA are:
 - ... British, Welsh, Scottish and other words which imply national or international pre-eminence
 - ... Authority, Council, Board and other words which imply business pre-eminence or representative or authoritative status
 - ... Charity, Foundation, Group, Trust which imply specific objects or functions

How do you change a society's name?

The society must pass a resolution at a general meeting to change its name. The type of resolution and notice requirements in order to pass a resolution to change the name should either be set out in the society's rules or, if not specified, the type of resolution and notice period required to amend the rules should be relied on.

When choosing a new name the society should take into account the same requirements as if choosing a name for the first time. Once the resolution is passed, the society must complete a change of name form and file it either by posting it to, or sending a scanned copy to the FCA via email. There is no filing fee for registering a change of name.

A society does not need to notify the FCA of business names or any name changes. However, if the business name includes a sensitive word that requires FCA approval under financial services regulation (e.g. bank) then it must seek that approval.

What are the requirements for displaying a society's name?

Every society must ensure that its registered name appears in a conspicuous position and in legible characters on the outside of its registered office and every other place the society carries on business.

The name must also be displayed on the society's:

- Notices, advertisements and other official publications
- Business correspondence
- Bills of exchange, promissory notes, endorsements, cheques and orders for

- money or goods, purporting to be signed by or on behalf of the society
- Other business documentation
- Websites^{4 5}

If there is a requirement in the society's governing document to have a seal, the society's registered name must be engraved on it in legible characters.

The law governing co-operative and community benefit societies was consolidated in 2014 to create the Co-operative and Community Benefit Societies Act 2014. This has resulted in a change to how societies registered under that Act (and the previous Industrial and Provident Societies Act) refer to their corporate status in society documents.

Note for societies originally registered under the Industrial and Provident Societies Act 1965

If a society was registered under the previous Industrial and Provident Societies Act 1965 then the correct reference to use when referring to its corporate status is: *[name of society] registered in England and Wales (or Scotland) under the Co-operative and Community Benefit Societies Act 2014, registered no. [R (or RS)]*

Note for societies registered as a co-operative under the Co-operative and Community Benefit Societies Act 2014

[name of society] registered in England and Wales (or Scotland) as a co-operative society under the Co-operative and Community Benefit Societies Act 2014, registered no. []

Note for societies registered as a community benefit society under the Co-operative and Community Benefit Societies Act 2014

[name of society] registered in England and Wales (or Scotland) as a community benefit society under the Co-operative and Community Benefit Societies Act 2014, registered no. []

Can a society adopt a trading name?

For a variety of reasons, a co-operative may choose to adopt a 'trading name' or 'business name' that is different to its registered name. When doing so, the same considerations given to choosing a society name should be given to choosing a trading name. When displaying a trading name, the society's registered name should be shown alongside it. Societies must also comply with the requirements in part four

⁴ References to a society's website includes any section of another person's website that relates to the society if the society placed the section on the other person's website or it was placed there with the society's authorisation.

⁵ If the society is also a charity, the fact that it is a charity must also be stated

of the Companies Act covering business names.

Any trading name must not be misleading (e.g. by the inclusion of the word 'limited' in the name) or mislead the public (e.g. by the nature of the society's activities it is likely to harm the public). In the case of the latter, an existing corporate body (another company or society) with the same or a similar name to a trading name may bring a 'passing off' action (even if adopted unintentionally) and may sue the society for damages and/or get an injunction to prevent the use of the name.

The strength of a case will depend on how well known the corporate body bringing the action is, whether the corporate body and society are carrying out the same activities, and whether the corporate body or society was using the name first.

An example of how a co-operative society registered under the Co-operative and Community Benefit Societies Act 2014 should display its corporate information is shown below:

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Further guidance on the rules of society names can be found at: www.fca.org.uk/static/documents/fg15-12.pdf.

Essential reading

For more in-depth guides visit www.uk.coop/guides



While every effort has been made to compile the information in this guide from the most authoritative and up-to-date sources, Co-operatives UK can accept no liability for any loss made as a result of any error or omission. If you are in any doubt as to the currency of this guide, please contact advice@uk.coop. Published February 2015.

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