

Registration Function  
under the Co-  
operative and  
Community Benefit  
Societies Act 2014  
Guide

## Registration Function under the Co-operative and Community Benefit Societies Act 2014 Guide

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# Chapter -1

## Executive summary

## -1.1 Executive summary

### Executive summary

- 1.1.1** **G** This guidance explains our policy and our approach to our role as a registering authority for societies under the Co-operative and Community Benefit Societies Act 2014. It also explains the legal obligations and relevant legal processes for societies.
- 1.1.2** **G** We want this guidance to help societies and their advisers by making our approach clear and transparent. We hope it will answer many of your questions about our approach to our registration function.
- 1.1.3** **G** As the registering authority for societies, the FCA and our predecessors published a series of information notes to help societies. All this guidance is now brought together in this document, which is also the result of extensive consultation with stakeholders.
- 1.1.4** **G** This is 'general guidance'. This means that it explains our policy and suggests some ways to comply with it. It also clearly explains the current rights and responsibilities of societies under the Act. It is aimed at a wide audience, including society officers and members. It is not a substitute for legal advice.
- 1.1.5** **G** ■ RFCCBS 1 and ■ 2 provide an introduction and explain our role as the registering authority under the Co-operative and Community Benefit Societies Act 2014. The FCA's role as registering authority is different and separate from our role as a financial services regulator. Companies House is the registering authority for companies and we are the registering authority for societies.
- 1.1.6** **G** ■ RFCCBS 3 sets out the registration requirements for societies. A society which plans to carry on an industry, business or trade can register under the Act either as a co-operative society or a community benefit society. Registration gives a business its own corporate identity and limited liability status.
- 1.1.7** **G** When a society applies to us to register, we will look at the information in its application form and check its proposed rules. The Act sets out the minimum content for these rules and we give this information in ■ RFCCBS 3.4 of this guidance.

- 1.1.8** **G** In **■ RFCCBS 4** and **■ 5** respectively, we explain our approach to defining a bona fide co-operative society and a community benefit society. These terms are not defined by the Act.
- 1.1.9** **G** **■ RFCCBS 6** gives information on capital. All societies are limited by shares. Most societies issue shares in the form of withdrawable share capital. These shares are issued at risk and cannot increase in value and may go down in value. There is a legal limit on the total of withdrawable shares which an individual member who is not another society may hold in a single society.
- 1.1.10** **G** Withdrawable shares which are non-transferable shares are not 'controlled investments' or 'specified investments' under the Financial Services and Markets Act 2000. The issue of non-transferable shares by a society registered under the Act is not therefore subject to either our financial promotions or conduct of business rules.
- 1.1.11** **G** Members generally acquire shares in a society in order to capitalise a co-operative business or to further the aims of a community benefit society. The terms and conditions and the rewards linked to the holding of shares, such as the rate of interest (where this is payable), can be an indicator of compliance with the conditions for registration. **■ RFCCBS 6.1.21** onwards provide examples of indicators of compliance and non-compliance with these conditions.
- 1.1.12** **G** **■ RFCCBS 7** explains that the Act requires societies to keep proper books of account. These are:
- (1) a revenue account dealing with the affairs of the society as a whole; or
  - (2) separate revenue accounts dealing with different businesses of the society, if it has different businesses.
- 1.1.13** **G** Along with any balance sheet, these accounts must give a true and fair view of the society's income and expenditure and of its affairs at the date of the balance sheet. Societies must send us their annual return and accounts within 7 months of the end of the society's financial year.
- 1.1.14** **G** In **■ RFCCBS 8** we summarise a society's obligations and the processes a society must follow under the Act, including the obligations to continue to meet the conditions for its registration, to register any alteration of its rules with us before implementing it, and to maintain and submit accounts and an annual return.
- 1.1.15** **G** Directors of societies must always act prudently and legally in accordance with the society's rules and in its interests. The Company Directors Disqualification Act 1986 applies to the directors of societies. **■ RFCCBS 8.1.10** onwards provides further details.

- 1.1.16** **G** This guidance also gives information about areas including changing your society's name, recording any charges, and changing the date of the society's financial year end.
- 1.1.17** **G** Societies can be brand new businesses or created by converting from another kind of corporate body. In turn, societies themselves can also convert into another kind of corporate body, such as a company. We explain the procedures for conversions in the section, starting at **RFCCBS 3.6**.
- 1.1.18** **G** A number of different factors can mean we have to remove a society from the register. These can include a transfer of engagements to, or amalgamation with, another society or company, conversion to a company, administration, winding up, and dissolution. We give more information on these processes from **RFCCBS 8.8** onwards.
- 1.1.19** **G** **RFCCBS 9** gives details of the powers we can use if we have concerns that a society is not complying with its obligations under the Act. We can:
- (1) require the society to give us information and documents;
  - (2) require the society to get its accounts audited by a qualified auditor;
  - (3) appoint an inspector;
  - (4) suspend or cancel a society's registration; and
  - (5) prosecute for certain events.
- 1.1.20** **G** **RFCCBS 10** explains our role if societies have disputes and the rights of a society's members.





## -1.2 Overview

- 1.2.1** **G** We are the registering authority under the Co-operative and Community Benefit Societies Act 2014. Our role as registering authority is different and separate from our role as a financial services regulator. Companies House is the registering authority for companies and we are the registering authority for societies.
- 1.2.2** **G** This document is general guidance. General guidance sets out one way, but not the only way, of meeting legal requirements. This document is not legal advice and societies should seek their own legal advice.
- 1.2.3** **G** Words such as 'generally', 'usually' and 'ordinarily' are used deliberately. We know that there may be circumstances when a society is justified in departing from the approaches we describe in this guidance. If a society follows a different approach then it should be clear about why it is doing so and, if appropriate, get legal advice beforehand.
- 1.2.4** **G** Where we are explaining our policy view on something we use words such as 'in our view'.
- 1.2.5** **G** If we use words like 'must' and 'shall' we are discussing legal requirements which societies must meet. These requirements on societies come either from the Co-operative and Community Benefit Societies Act 2014, or from us using powers the Act has given us.
- 1.2.6** **G** This guidance does not include details of the specific sections within the Co-operative and Community Benefit Societies Act 2014 unless we quote it directly. We also include references to other society legislation if it is relevant. We do not provide guidance on any issues that are outside our role as registering authority. So, for example, we do not give advice on charity or insolvency law.
- 1.2.7** **G** This guidance applies to all societies registered (or deemed to be registered) under the Co-operative and Community Benefit Societies Act 2014. On 1 August 2014 the Co-operative and Community Benefit Societies Act 2014 consolidated and replaced previous Industrial and Provident Societies Acts, including the Industrial and Provident Societies Act 1965. So industrial and provident societies registered, or treated as registered, under the Industrial and Provident Societies Act 1965 are now deemed as registered under the

Co-operative and Community Benefit Societies Act 2014. This guidance applies to all of those societies.



**-1.3 Glossary**

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Term	Definition
Board (or 'Board of Directors')	The 'committee of management' as per s14 of the Co-operative and Community Benefit Societies Act 2014. This being the main governing body with ultimate responsibility for the society
Committee	The committee of management, otherwise known as the 'Board of Directors'
Exempt charity	A charity which is a community benefit society and which is therefore currently exempt from registration with the Charity Commission
FCA	Financial Conduct Authority
FSMA	Financial Services and Markets Act 2000
OSCR	Office of the Scottish Charity Regulator
Pre-commencement society	A society registered (or deemed registered) before 1 August 2014, previously referred to as an industrial and provident society
Registered society	All societies registered (or deemed registered) under the Co-operative and Community Benefit Societies Act 2014 including pre-commencement societies
Regulated housing association	In England and Wales, a 'registered provider' regulated by the Homes and Communities Agency; in Scotland, a 'registered social landlord' regulated by the Scottish Housing Regulator; in Wales, a 'registered social landlord' regulated by the Welsh Ministers
SCIO	Scottish charitable incorporated organisation
Society	All societies registered (or deemed registered) under the Co-operative and Community Benefit Societies Act 2014 including pre-commencement societies

Term	Definition
Statutory Asset Lock	The asset lock under The Community Benefit Societies (Restriction on Use of Assets) Regulations 2006
The Act	Co-operative and Community Benefit Societies Act 2014

# Chapter 1

## Introduction

## 1.1 Overview

- 1.1** **I** This chapter gives an introduction to this guidance.
- 1.1.1** **G** The Financial Conduct Authority (FCA) is the registering authority for 'registered societies' under the Co-operative and Community Benefit Societies Act 2014 (the Act). Registered societies are:
- (1) co-operative societies;
  - (2) community benefit societies;
  - (3) pre-commencement societies (societies previously known as 'industrial and provident societies'). In this document we refer to all registered societies simply as 'societies'.
- 1.1.2** **G** This guidance explains:
- (1) how we approach our role as registering authority;
  - (2) our policy;
  - (3) certain processes under the Act;
  - (4) how we apply society law in our role as registering authority.
- 1.1.3** **G** This guidance may help people:
- (1) setting up a society;
  - (2) on the board of a society;
  - (3) advising a society.
- 1.1.4** **G** Members of societies may also find this guidance useful.

# Chapter 2

## Our Role

## 2.1 What we do

- 2.1** **I** This chapter gives information about our role as the registering authority for societies under the Act, including what we can and cannot do and our role in keeping public records.
- 2.1.1** **G** We are the registering authority for societies. This role is different and separate from our role as a regulator of financial services. We do not regulate these societies. Societies are regulated by the Act. Our role relates to a society's compliance with the Act. We do not regulate the business, financial stability or conduct of societies. Our role involves:
- (1) assessing applications from new societies for registration;
  - (2) assessing and registering rule amendments, resolutions and other documents;
  - (3) checking that societies are complying with the Act;
  - (4) taking action against societies that do not comply with the Act;
  - (5) deregistering societies;
  - (6) keeping a public register of societies.
- 2.1.2** **G** We must maintain arrangements that are designed to enable us to determine whether a society is complying with the Act. These arrangements may change over time, but currently include requiring societies to tell us how they are complying with the Act when they submit annual returns and rule amendments.
- [Note: see 1 Schedule 1, paragraph 5, The Financial Services Act 2012 (Mutual Societies) Order 2013]
- 2.1.3** **G** When a society applies to us for registration we assess whether it meets one of the conditions for registration. If a society applies to register as a co-operative society then the condition it must meet is that it is a bona fide co-operative society. If a society applies to register as a community benefit society then the condition it must meet is that it is conducting its business for the benefit of the community. We look at these conditions in more detail in ■ RFCCBS 3 and 4.





## 2.2 What we do not do

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- 2.2.1** **G** We do not give advice on how to set up or run a society.
- 2.2.2** **G** We do not give feedback on a society's governance arrangements. We are only interested in whether it is meeting the legal requirements for registration.
- 2.2.3** **G** We are barred from getting involved in disputes between members and their society.

## 2.3 Public records service

### 2.3.1

- G** People can search our register (available at <https://mutuals.fsa.gov.uk/> ) of societies, and buy copies of documents such as new registration applications, certificates, and rules.

## Chapter 3

# Society registration

## 3.1 Effect of registration

- 3.1** **G** This chapter covers the effect of registration, registration requirements, details of the application process and our approach to society names.
- 3.1.1** **G** The main benefits of registering as a society under the Act include:
- (1) Corporate body status
    - (a) The society is a legal person. It can act, hold property, sue and be sued in its own name.
    - (b) It has 'perpetual succession'. This means a society continues to exist even if its membership changes, unless it stops being registered.
  - (2) Limited liability
    - (a) Members are only personally liable for the share capital they hold in the society and the amount of any share capital they have not yet paid for.
    - (b) Anyone can check that the society is a registered society under the Act and see any other information we receive from the society under the Act by searching the public register we keep.
    - (c) Members are not liable for any debts, contracts and other liabilities the society has taken on.
    - (d) The officers of the society can be prosecuted if they breach their duties under the Act.
  - (3) Other effects of registration
    - (a) The rules of a society are binding between the society and its members.
    - (b) The society's board can make, change or end contracts on behalf of the society.
    - (c) The society can recover debts that members owe it in court.
    - (d) If a member owes the society any money then the society can set the value of a member's shares against their debt.

## 3.2 Summary of requirements

- 3.2.1** **G** The Act states that we can register a society as follows:
- 'A society for carrying on any industry, business or trade (including dealings of any kind with land) may be registered under this Act as—
- (a) a co-operative society, or
  - (b) a community benefit society.'
- [Note: see s2, the act]
- 3.2.2** **G** We explain our approach to defining co-operative societies and community benefit societies in ■ RFCCBS 3 and 4 respectively.
- 3.2.3** **G** The requirement to carry on an 'industry, business or trade' generally means that a society that exists primarily to hold shares in other organisations (other than in its own subsidiary) and does not carry out any activity of its own is unlikely to be able to be registered.
- 3.2.4** **G** Every society must also:
- (1) have at least three members unless it consists of two registered societies;
  - (2) have a proposed name that is not undesirable (see ■ RFCCBS 3.8);
  - (3) have its registered office in Great Britain or the Channel Islands;
  - (4) have rules that include the required provisions and which are not contrary to the Act (see ■ RFCCBS 3.4).
- 3.2.5** **G** Please see below for further details on names and rules.

## 3.3 Process

### Application

- 3.3.1** **G** To register a society, an applicant can email this application form along with one electronic copy of the signed rules to [mutual.societies@fca.org.uk](mailto:mutual.societies@fca.org.uk). Paper copies can also be submitted. When submitting paper copies, applicants need to include two signed copies of the rules.
- [**Note:** <https://www.fca.org.uk/your-fca/documents/forms/registering-a-new-industrial-and-provident-society-forms>]

### Model Rules

- 3.3.2** **G** Societies can use model rules rather than having to draft their own. Some organisations, called 'sponsoring bodies', have already produced their own model rules and will sponsor applications. A list of sponsoring bodies can be found here.
- [**Note:** <https://www.fsa.org.uk/firms/model-rules-sponsoring-bodies>]

- 3.3.3** **G** Generally speaking, it will take us less time to assess an application using model rules because we have already determined that the rules in general are not contrary to the legislation. This reduces the cost of registration because our assessment can focus on the applicant's specific business in the context of the model rules.

### Costs

- 3.3.4** **G** Applicants need to pay a fee before we can assess their application. This fee is reduced if applicants use a set of rules we have already approved as a model. We charge more for registration depending on the number of amendments that are made to a model set of rules.
- [**Note:** <https://www.handbook.fca.org.uk/handbook/FEES/App/1/3.html>]
- 3.3.5** **G** We charge more for multiple changes because it takes us more time to assess the rules. However, we do not view simply filling in a gap in a model and choosing from a series of options in a model as a change. By change we mean when the words within a single rule are changed. So multiple changes within a single rule will count as one change. We also do not count deletions or cosmetic alterations – such as renumbering – as changes.
- 3.3.6** **G** Once registered a society must pay a fee to us in each year following its year of registration. This fee is called the periodic fee. It covers all

communications with us, including any applications to change rules and to submit annual returns.

**Timing**

**3.3.7** **G** We aim to assess at least 90% of complete applications within 15 working days. If an application form is incomplete, e.g. missing signatures, this will inevitably cause delays as we will need to send it back to the applicant.

**3.3.8** **G** If you have a specific deadline to meet, please ensure you submit your complete application in good time.

**Confirmation**

**3.3.9** **G** When a society is registered, it will appear on the Mutuels Public Register. We also send a certificate bearing our seal and confirming registration to the society. This sealed certificate is conclusive proof of registration.

[Note: <http://mutuals.fsa.gov.uk>]

## 3.4 Rules of the Society

### 3.4.1

**G** A society must have rules which include:

- (1) the society's name;
- (2) the objects of the society;
- (3) the place of the society's registered office to which all communications and notices to the society may be addressed;
- (4) the terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act;
- (5) the method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules;
- (6) the appointment and removal of a Committee of Management (by whatever name, e.g. a 'board') and of managers or other officers, and their respective powers and remuneration;
- (7) the maximum amount of interest in the shares of the society which may be held by any member otherwise than by virtue of Section 24 of the Act;
- (8) whether the society may contract loans or receive monies on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount;
- (9) whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration;
- (10) whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society;
- (11) provision for the audit of accounts in accordance with Part 7 of the Act;
- (12) whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees;



- (13) the way in which the society’s profits are to be applied;
- (14) if the society is to have a common seal, provision for its custody and use;
- (15) whether any part of the society’s funds may be invested, and if so by what authority and in what way.

**3.4.2** **G** Societies can include additional rules providing those rules are not contrary to the Act.

**Objects**

**3.4.3** **G** Societies must have an ‘objects’ rule. The ‘objects’ describe and identify the purpose for which the society has been set up. Objects rules can be broad, but not so vague that they are meaningless in practice. For example, an object for a community benefit society of ‘to benefit the community’ is insufficient.

**Entrenchment/fundamental rules**

**3.4.4** **G** Societies can decide that specific rules are ‘fundamental’ – requiring a higher threshold for change. They can also seek to entrench rules to try and prevent those rules from amendment in the future. There is however no legislative mechanism to give effect to the entrenchment of rules.

**3.4.5** **G** A society can still deem certain clauses to be fundamental, or put in higher thresholds for rule amendments to particular clauses, as long as such amendments are not contrary to the legislation. For instance, any attempts at entrenchment cannot change statutory thresholds (see ■ RFCCBS 3.4.15 onwards for further details).

**3.4.6** **G** Before we register a rule amendment, we will check if that clause is fundamental or subject to a higher voting threshold and seek to give it that effect.

**3.4.7** **G** We are limited in our ability to do this. The courts have decided that even fundamental clauses can be changed under certain circumstances, e.g. if all members unanimously approve the rule amendment.

**Changes to statutory thresholds**

**3.4.8** **G** The Act gives societies the ability to:

- (1) transfer engagements to another society or a company;
- (2) convert to a company;
- (2) amalgamate with other societies or companies.

**3.4.9** **G** For each of these processes, the legislation states the voting thresholds which have to be met.

**3.4.10** **G** A society’s rules cannot change these statutory thresholds. If, for example, the legislation says a society may do X if X% of members vote in favour, then the rules of a society cannot change these requirements. So a society cannot set out in its rules ‘absolute minimums’ on numbers of members voting, or introduce additional voting thresholds.

**3.4.11** **G** Similarly, if the legislation says a society can do something if certain criteria are met, then no rule can alter this.

**Statutory asset locks**

**3.4.12** **G** Statutory asset locks put a legal restriction on how a society can use its assets. These asset locks are only available to community benefit societies other than regulated housing associations or charities. This is because regulated housing associations and charities already have separate statutory asset locks.

**3.4.13** **G** If a society has a statutory asset lock, it cannot use or deal with its assets unless it is for the benefit of the community or for one of the purposes given in ■ RFCCBS 3.4.15 below.

**3.4.14** **G** Co-operative societies can put a non-statutory asset lock in their rules, but it does not have the same effect as a statutory asset lock.

**3.4.15** **G** If a community benefit society wants to put in place a statutory asset lock, their rules must include the following wording:

[Note: Regulation 2, Schedule 1, The Community Benefit Societies (Restriction on Use of Assets) Regulations 2006]

Restriction on use	
Pursuant to regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003:	
(1)	All of the society’s assets are subject to a restriction on their use.
(2)	The society must not use or deal with its assets except—
(a)	where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;
(b)	to pay a member of the society the value of his withdrawable share capital or interest on such capital;
(c)	to make a payment pursuant to sections 36 (payments in respect of persons lacking capacity), 37 (nomination by members of entitlement to property in society on member’s death), 40 (death of a member: distribution of property not exceeding £5,000) of the

Restriction on use	
	Co-operative and Community Benefit Societies Act 2014;
(d)	to make a payment in accordance with the rules of the society to trustees of the property of bankrupt members or, in Scotland, members whose estate has been sequestrated;
(e)	where the society is to be dissolved or wound up, to pay its creditors; or
(f)	to transfer its assets to one or more of the following—
	(i) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
	(ii) a community interest company;
	(iii) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
	(iv) a charity (including a community benefit society that is a charity); or
	(v) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.
(3)	Any expression used in this rule which is defined for the purposes of regulations made under section 1 of the 2003 Act shall have the meaning given by those regulations.

## 3.4.16

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Societies can include this wording in their rules at the time the society is registered, or the wording can be added at any point in the society's lifetime by special resolution. However once included, the wording cannot be removed. The asset lock will apply for the rest of the society's life.

[Note: Clause 4, *ibid.*]

## 3.5 Conversion from a friendly society

- 3.5.1** **G** Societies registered under the Friendly Societies Act 1974 as working men's clubs, benevolent societies and specially authorised societies can convert to become co-operative societies or community benefit societies. Societies registered under the Friendly Societies Act 1974 as friendly societies cannot convert.  
[Note: s84A Friendly Societies Act 1974]
- 3.5.2** **G** The effect of conversion is that the society becomes either a co-operative society or a community benefit society under the Act and so an incorporated legal entity. Its registration under the Friendly Societies Act 1974 is cancelled.
- 3.5.3** **G** When a society is registered under the Act, all the property held immediately before that registration by any person in trust for the society or its branches becomes the property of the new society.
- 3.5.4** **G** The new society continues to be entitled to all rights, and is subject to all liabilities, of the society previously registered under the Friendly Societies Act 1974.
- 3.5.5** **G** Within 90 days of the society being registered, the trustees must deliver the society's property and documents relating to the affairs of the society to the society's registered office.
- 3.5.6** **G** **Conversion application process**  
The proposal to register under the Act must be voted on by members of the society in the same manner and by the same procedure as would be applied for rule changes.
- 3.5.7** **G** A new registration form must be completed to convert a society under the Act. The applicant should choose the 'converting from a friendly society' option.  
[Note: <http://www.fca.org.uk/your-fca/documents/forms/registering-a-new-industrial-and-provident-society-forms>]
- 3.5.8** **G** The secretary and three members must sign two copies of the rules for the new society, and include them with the application.

## 3.5.9

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The society must decide whether to apply to be a co-operative society or a community benefit society. ■ RFCCBS 4 and 5 of this document will help the society decide whether to apply to be a co-operative society or a community benefit society. As general guidance:

- (1) **Working men's clubs** which benefit members, require membership to make use of facilities, or which would distribute money to members on dissolution, could register as co-operative societies.
- (2) **Benevolent societies** that do not require people to be members in order to get benefits, and which do not distribute money to members on dissolution, may be able to register as community benefit societies. However, benevolent societies which only provide benefits to members are more likely to meet the criteria for registering as a co-operative society.
- (3) **Specially authorised societies** are generally more likely to already meet the criteria for registering a co-operative society.

## 3.5.10

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There is no fee for converting to a society because the society is already paying a periodic fee to us (see ■ RFCCBS 3.3.6 for more information).

## 3.6 Conversion from a company

- 3.6.1** **G** A company can convert to become a society. Converting from a community interest company is dealt with separately below.
- 3.6.2** **G** The company must pass a special resolution. The resolution should:
- (1) be accompanied by a copy of the rules the society will have;
  - (2) appoint three members of the company to sign the rules;
  - (3) decide if those signatories are authorised to accept any proposals from us to alter the rules or if only a general meeting of the company can accept them;
  - (4) deal with the position of members who hold shares in the company of a nominal value that exceeds that statutory limit on shareholding in a society. Where the nominal value of the company shares held by any member is in excess of the statutory maximum shareholding in a society, the resolution can provide for the conversions of the excess shares into transferable loan stock in the society. The interest rate and repayment terms should be set by the resolution.
- 3.6.3** **G** If we are satisfied with the resolution and rules, we will issue an acknowledgement of registration and a certificate confirming the rules have been registered.
- 3.6.4** **G** We will send a copy of the resolution and our registration certificate to Companies House. When Companies House has registered this resolution and certificate, the conversion will formally take effect.
- 3.6.5** **G** At this point, the company's registration as a company becomes void and Companies House will cancel it.

## 3.7 Conversion from a community interest company

- 3.7.1** **G** A community interest company can convert into a community benefit society with a restriction on the use of assets (statutory asset lock).
- 3.7.2** **G** The community interest company needs to pass a special resolution. The resolution should:
- (1) be accompanied by a copy of the rules the society will have;
  - (2) appoint members of the company to sign the rules;
  - (3) decide if those signatories are authorised to accept any proposals from us to alter the rules, or if only a general meeting of the company can accept them;
  - (4) deal with the position of members who hold shares in the company of a nominal value that exceeds that statutory limit on shareholding in a society. Where the nominal value of the company shares held by any member is in excess of the statutory maximum shareholding in a society, the resolution can provide for the conversion of the excess shares into transferable loan stock in the society. The interest rate and repayment terms should be set by the resolution.
- 3.7.3** **G** The company must send a copy of the resolution and rules to Companies House.
- 3.7.4** **G** Companies House will then forward each of the documents to the Office of the Regulator of Community Interest Companies (CIC Regulator).
- 3.7.5** **G** The CIC Regulator must then decide if the company can cease being a community interest company, and give the company notice of that decision.
- 3.7.6** **G** The company then needs to send us a copy of the new rules and resolution together with a copy of the CIC Regulator's decision.
- 3.7.7** **G** When we have registered the society, we will issue an acknowledgement of registration and a certificate confirming that the rules in the resolution have been registered.

**3.7.8****G**

We will then send a copy of the resolution, our acknowledgment and certificate of registration and a copy of the CIC Regulator's decision to Companies House.

**3.7.9****G**

The conversion takes effect when Companies House registers the resolution and certificate of registration. At this point, the company's registration under the Companies Act 2006 becomes void and Companies House will cancel it.



## 3.8 Names

- 3.8.1** **G** The Act provides that a society can register with any name unless we believe that name is 'undesirable'.
- 3.8.2** **G** We generally consider a name to be undesirable if:
- (1) it is the same as that used by another legal entity, charity, or society, unless:
    - (a) the proposed society is intended to be part of the same group as an existing 'same as' entity and that entity consents to the society using the proposed name;
    - (b) the application to register includes a letter from the existing entity confirming that it consents to the registration of the proposed name and that it will form part of the same group;
  - (2) it is too similar to that used by another legal entity, charity or society. A name may be too similar if: the difference is only a few characters, signs, symbols or punctuation, or if it looks and sounds the same;
  - (3) its use would constitute an offence or is offensive;
  - (4) it is misleading;
  - (5) it gives an incorrect impression of its legal form, for instance, if the name contains the word 'company';
  - (6) it is likely to wrongly give the impression that the society is connected with the government or any other public or local authority;
  - (7) it includes a word requiring permission as at [RFCCBS App 1](#) of this guidance and does not have this permission;
  - (8) it includes the name, brand or trademark of another organisation without their permission.
- 3.8.3** **G** We will generally also consider a name undesirable if it includes a word or expression in [RFCCBS App 1](#), unless the relevant body has confirmed in writing that it does not object to its use.
- 3.8.4** **G** If a society's name includes an acronym then we will ask for the expanded version of that acronym and will assess that expanded version against the

indicators set out above (with the exception of the indicators looking at availability).

- 3.8.5** **G** Where a name includes words in a foreign language we expect to receive a translation of those words. We will assess that translated version against the indicators set out above (with the exception of the indicators looking at availability).

#### **‘Limited’**

- 3.8.6** **G** The last word in the name of every society must be ‘limited’ (or ‘cyfyngedig’ if its registered office is in Wales) unless we are satisfied that the society’s objects are wholly charitable or benevolent.

- 3.8.7** **G** If we approve the removal of ‘limited’ and later believe that the society (whether in consequence of a rule change or otherwise) is not being conducted wholly for charitable or benevolent objects then we can direct the society to add the word ‘limited’ to its name.

#### **Business or ‘trading’ names**

- 3.8.8** **G** A society, like other legal entities, can use a business name that is different from its registered name. Our role under the Act is limited to the registered name of a society, i.e. – the name given in the society’s rules. We have no role in relation to business names unless we are listed as the public authority with responsibility for approving the use of a sensitive word e.g. ‘bank’, in which case approval must be obtained. For further information on sensitive business names please refer to our website.

[**Note:** <https://www.the-fca.org.uk/sensitive-names>]

- 3.8.9** **G** Legal requirements on business names set out in Part 41 of the Companies Act 2006 apply to ‘any person carrying on business in the United Kingdom’, and so apply to societies. For example, societies must get permission to use a sensitive word within their business name, and cannot trade under a name containing an inappropriate indication of legal form (e.g. ‘limited’). For further information please refer to the information on business names on the Companies House<sup>14</sup> website.

[**Note:** <https://www.gov.uk/government/publications/incorporation-and-names>]

- 3.8.10** **G** Even if a society trades under a different business name, its registered name must still appear in full outside its premises and in business documents such as letters, invoices, receipts, websites etc. Further details on the requirements for displaying registered names is at **RFCCBS 8.1.2 to 8.1.4** of this guidance.

## Chapter 4

# Defining a co-operative society

## 4.1 Our approach

- 4.1 **G** This chapter explains our approach to applying the test set out in the Act for registration of a society as a bona fide co-operative society. We give further guidance on subsidiaries at the end of this chapter.
- 4.1.1 **G** The Act provides that we can only register a society as a co-operative society where, amongst other things, it is shown to our satisfaction that it is a 'bona fide co-operative society'.
- 4.1.2 **G** The phrase 'bona fide co-operative society' is not defined in the Act, though section 2(3) of the Act states that:

"co-operative society" does not include a society that carries on, or intends to carry on, business with the object of making profits mainly for the payment of interest, dividends or bonuses on money invested or deposited with, or lent to, the society or any other person.
- 4.1.3 **G** We explain below how we apply section 2(3) and the factors we consider when deciding if a society is a bona fide co-operative society.



## 4.2 Existing mainly to pay profits

- 4.2.1** **G** Section 2(3) does not stop co-operative societies from paying interest or dividends on money invested, deposited with, or lent to the society or any other person. However, if these activities are the main purpose or ‘object’ of the society’s actual or intended business, then it does not meet the definition of a co-operative society and we cannot register it.
- 4.2.2** **G** Compliance with the conditions for registration is an ongoing requirement for registered societies and we are under a duty to maintain arrangements designed to enable us to determine whether a society is complying with the Act. The submission of an application for the registration of a society is the first point at which we must be satisfied that the society falls within the definition of a co-operative society, taking into account section 2(3). Our assessment is based on reading the proposed rules and the information provided in the application form.
- 4.2.3** **G** There may also be other times where we need to assess if the co-operative society meets the definition, taking into account section 2(3). These include, for example, when a co-operative society applies to register a change to its rules, or publishes information suggesting its main object is to make profits to pay interest on shares. In these cases, we will assess all the information available to us in determining whether a co-operative society is capable of registration (or whether its registration should be suspended or cancelled) by virtue of section 2(3).
- 4.2.4** **G** If a co-operative society is already trading, then we may analyse the society’s accounts to help us decide if the co-operative society exists mainly for the payment of interest, dividends or bonuses on money invested or deposited with, or lent to the society. This analysis could involve looking at:
- (1) the amounts of surplus distributed to members in proportion to their participation in the co-operative;
  - (2) the level of interest or bonuses paid on money invested, or deposited with, or lent to the society, against:
    - (a) amounts distributed to members as dividends in proportion to their participation in the co-operative;
    - (b) the levels of interest, dividends or bonuses paid by comparable, investor-owned businesses;
  - (3) the nature of the relationship between members and the society, including whether it is an association of persons united mainly for the

purpose of meeting their common economic, social and cultural needs and aspirations by, for instance, accessing goods, services or employment, or if it is actually an association of capital with the main purpose of generating financial returns.

**4.2.5**

**G** We decide if a co-operative society falls within section 2(3) on a case by case basis, and would usually have discussions with the society to decide this.



### 4.3 Defining 'bona fide co-operative society'

**4.3.1** G The condition for registration of a co-operative society is that the society is a bona fide co-operative society. The Act sets out in s2(3) (see above) what is not included as a 'bona fide co-operative society', but does not go on to say what is included as a bona fide co-operative society. We generally consider something to be a bona fide co-operative society where it is an autonomous association of persons united voluntarily to meet their common economic, social and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

**4.3.2** G We think this description sufficiently sets out the minimum features of a bona fide co-operative society. It is also used by the International Labour Organisation (ILO) in Recommendation 193, and in the International Co-operative Alliance (ICA) Statement of Co-operative Identity.

[**Note:** [http://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO::P12100\\_ILI\\_code:R193](http://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO::P12100_ILI_code:R193) and <https://www.ica.coop/en/whats-co-op/co-operative-identity-values-principles>]

**4.3.3** G Reflecting the ICA Statement of Co-operative Identity, we consider it an indicator that the condition for registration is met where the society puts the values below into practice through the principles quoted below.

**Values**

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

**Principles**

The co-operative principles are guidelines by which co-operatives put their values into practice.

**1. Voluntary and open membership**

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

**2. Democratic member control**

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one

member, one vote) and co-operatives at other levels are also organised in a democratic manner.

**3. Member economic participation**

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

**4. Autonomy and independence**

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

**5. Education, training and information**

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

**6. Co-operation among co-operatives**

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

**7. Concern for community**

Co-operatives work for the sustainable development of their communities through policies approved by their members.

- 4.3.4 G There is a limit to the extent we can verify and validate the presence of the indicators set out above. We generally expect to be able to verify and validate whether principles 1 to 4 (quoted above) have been met through the rules and governance arrangements of a co-operative society, along with the society's statements of intent about how it will operate.
- 4.3.5 G We do not necessarily expect to be able to verify or validate principles 5 to 7 as indicators that the condition for registration is met; however evidence of compliance with those principles would be treated as a positive indicator.
- 4.3.6 G In applying the guidance above we take into account the diverse nature of co-operative enterprise, in particular through considering the guidance in light of the associative characteristics of the co-operative society. For instance, we know that the relationship between members (as co-owners and users of the co-operative) and their co-operative is different in a consumer co-operative from a worker co-operative or a producer co-operative. Likewise the relationship between members and their society may differ between primary co-operatives (where members are individuals), secondary co-operatives (where members are primary co-operatives), and tertiary co-operatives (where members are secondary co-operatives). Similarly



a co-operative made up of a single group of stakeholders will have different relationships from a co-operative with multiple stakeholder groups as members.

**4.3.7**

**G** This guidance is not exhaustive. We recognise the flexibility in the principles which are themselves intended as guidelines. There may well be other indicators that a society is a bona fide co-operative society.

## 4.4 Subsidiaries

- 4.4.1** **G** If a society is a subsidiary of a parent that is a co-operative society, it must still meet the conditions for registration. When deciding whether a co-operative society which is a subsidiary meets the condition for registration we take into account the nature of the parent-subsidary relationship. For instance, it may be that the purpose of the subsidiary is to meet the common economic, social and cultural needs and aspirations of its parent and another society (including the members of those societies) within that legal group. In this context the fact that membership is limited to those two societies does not necessarily give rise to any issues – including in terms of open membership or autonomy.
- 4.4.2** **G** If a society is a subsidiary of a parent that is not a co-operative society, the society must still meet the conditions for registration. The society may find it difficult to meet the condition for registration where its members (including the parent) exist to fulfil only economic need.
- 4.4.3** **G** The rules of a society that is a subsidiary must still comply with the Act. In particular, society rules must not breach statutory thresholds, regardless of the parent-subsidary relationship. For instance, a parent cannot have more than one vote on conversion of the society. ■ RFCCBS 3.4.10 of this guidance sets out further details on this subject.
- 4.4.4** **G** If a co-operative society will be the parent of another entity (whether that entity is a society or not), we still expect the parent society to comply fully with the conditions for registration. The way it controls its subsidiary must not compromise the parent's ability to meet the conditions for registration.

## Chapter 5

# Defining a community benefit society



## 5.1 Our approach

- 5.1** **I** This chapter sets out our approach in deciding whether a society satisfies us that its business is being, or is intended to be, conducted for the benefit of the community.
- A community benefit society must be carrying on an ‘industry, business or trade’. That business industry or trade must be ‘being, or intended to be, conducted for the benefit of the community’. This is the condition for registration.
- The Act does not define the words ‘community benefit’. Below we explain our approach to applying these words. At the end of this chapter we provide further guidance on subsidiaries.
- Purpose of a community benefit society**.....
- 5.1.1** **G** The purpose of a community benefit society is to benefit ‘the community’. The community can be said to be the community at large. Societies can specify a defined community, such as a locality. In serving the needs of any defined community the society should not inhibit the benefit to the community at large.
- 5.1.2** **G** A community benefit society can be wholly charitable or benevolent, but it does not have to be, as long as it is conducting its business for the benefit of the community.
- 5.1.3** **G** The condition for registration does not say community benefit societies must ‘primarily’ or ‘mainly’ benefit the community. Our view is that the condition for registration does not allow for an alternative secondary purpose that does not benefit the community. So the conduct of a community benefit society’s business must be entirely for the benefit of the community.
- 5.1.4** **G** A community benefit society which wants to enter into joint ventures or other commercial arrangements should consider how this would benefit the community, particularly if the partner organisation does not exist to benefit the community.
- 5.1.5** **G** Unlike a co-operative society, a community benefit society should not exist to provide benefits contingent upon membership. We therefore do not generally regard co-operatives as meeting the condition for registration as a community benefit society.

**Membership**

5.1.6 **G** All societies must have members who hold shares in the society. The nature of the relationship between a society and its members will vary from society to society. We generally do not consider a society that delivers benefits contingent upon membership to be meeting the condition for registration.

5.1.7 **G** It is not usually appropriate for a community benefit society to give any particular group of members greater rights or benefits, because the society must be conducting its business for the benefit of the community. So, for example, we would expect to see community benefit societies run democratically on the basis of one-member-one-vote.

5.1.8 **G** A community benefit society deviating from this principle would need to be able to satisfy us that the arrangement helps it fulfil its purpose of benefiting the community.

**Application of profits**

5.1.9 **G** Any profit made by a community benefit society must be used for the benefit of the community. This may include ploughing the money back into the business so that the society can continue to benefit the community. If profits are not ploughed back into the business they must still be used for the benefit of the community, including for philanthropic or charitable activity.

5.1.10 **G** Community benefit societies cannot distribute profits to people on the basis that they are members of the society. If profits are distributed, then this can only be to further the society’s purpose of benefitting the community.

5.1.11 **G** We do not consider the payment of interest on shares in accordance with **RFCCBS 6.1.21** to be a distribution of profits: it is a cost of capital. However where it is appears that payment of interest on shares is the primary purpose of a community benefit society, we may refuse to register the society or may take steps to cancel its registration.

**Use of assets**

5.1.12 **G** Community benefit societies must only use their assets to benefit the community. If the society is allowed to sell its assets then the proceeds of any sale must be used for the benefit of the community.

5.1.13 **G** On solvent dissolution, or conversion or amalgamation to a company, a community benefit society should not allow distribution of assets to members, as to do so would not further the society’s purpose of benefiting the community. Instead, the society could use its assets for the benefit of the community by, for example, transferring them to a similar organisation with similar objects.

5.1.14 **G** Community benefit societies can adopt a statutory asset lock. There is more information about this in **RFCCBS 3.4.12**.



## 5.2 Subsidiaries

- 5.2.1 **G** Where a community benefit society is a subsidiary (whether of a parent that is a community benefit society or not) the subsidiary's business must be conducted for the benefit of the community.
- 5.2.2 **G** The rules of a society which is a subsidiary must still comply with the Act. In particular, society rules must not contravene statutory thresholds, irrespective of the parent-subsidary relationship. For instance, a parent cannot have more than one vote on conversion of the society. ■ RFCCBS 3.4.10 of this guidance sets out further details on this subject.
- 5.2.3 **G** Where a community benefit society is to be a parent of another entity (whether that entity is a community benefit society or not), we expect the parent society to still be conducting its business for the benefit of the community, both in its own right and through its subsidiary. To avoid compromising the parent's ability to conduct its business for the benefit of the community the subsidiary must also be conducting its business for the benefit of the community in line with the parent's objects.
- 5.2.4 **G** A community benefit society must be able to demonstrate that the decision to become a parent, or a subsidiary, furthers its objects.

# Chapter 6

## Capital

## 6.1 Shares

- 6.1** **G** This chapter provides information and guidance on societies' use of capital. Societies use many forms of capital, but we only cover shares and loans here, as they are some of the most commonly used ways to raise capital. The way a society finances its activities can be an indicator of whether it is complying with its condition for registration.
- 6.1.1** **G** Societies are limited by shares. All societies must have share capital.
- 6.1.2** **G** We believe that how a society uses share capital can show if it is complying with the conditions for registration (i.e. that it is a bona fide co-operative or that the society is conducting its business for the benefit of the community).
- 6.1.3** **G** In our view there are some unique features of society shares:
- (1) their number can fluctuate significantly;
  - (2) they remain at par value (unless written down);
  - (3) they do not automatically give the shareholder a share in the underlying value of the society;
  - (4) they cannot be held by the issuing society itself;
  - (5) they do not carry votes in proportion to the amount of shares held.
- 6.1.4** **G** It is important to keep these unique features in mind when reading the rest of this chapter.
- 6.1.5** **G** For society shares, legislation requires that the rules specify:
- (1) whether shares are withdrawable or not and
  - (2) whether shares are transferable or not
- 6.1.6** **G** **Withdrawable shares**  
Societies may, and generally do, issue withdrawable shares.



- 6.1.7** **G** Society rules have to state if shares are withdrawable. If they are, the rules must state how they can be withdrawn, and how any residual balance will be paid to a member leaving the society.
- 6.1.8** **G** Society rules must also state the maximum interest in the shares of the society someone may have. This can include stating the statutory limit (currently £100,000 for people other than societies).
- 6.1.9** **G** The Act does not define withdrawable shares. The process of withdrawal should be laid down in the society's rules. Most society rules give the board power to suspend all share withdrawals. Others impose long notice periods for withdrawing shares. Some societies only allow shares to be withdrawn at fixed times or after a certain period of holding the shares.
- 6.1.10** **G** Our view is that it is an indicator that a society is meeting its condition for registration if it only allows the withdrawal of shares if:
- (1) it has trading surpluses that match or exceed the value of shares involved; and
  - (2) the directors believe the society can afford to pay its debts, taking into account:
    - (a) all of its liabilities (including whether it will be able to pay its debts at the date of withdrawal and, for a year after that, any contingent or prospective liabilities); and
    - (b) the society's situation at the date of the transaction.
- 6.1.11** **G** In our view it is an indicator that a society is complying with its condition for registration if:
- (1) the society's board has power to suspend withdrawals of share capital;
  - (2) the society's directors monitor withdrawals and, if the society's financial position becomes uncertain, can suspend members' ability to withdraw shares; and
  - (3) the directors have agreed whether there should be an annual limit on how many shares can be withdrawn, or a limit to the amount of profits which can be distributed.
- 6.1.12** **G** **Transferable shares**  
 The Act allows societies to have 'transferable shares' and states that society rules must:
- (1) state if any or all of the society shares are transferable;
  - (2) provide for the form of transfer;

- (3) provide for registration of the shares; and
- (4) require consent of the board to transfer or registration.

**6.1.13** **G** In our view, a market in society shares allowing capital gains for members is normally inconsistent with registration as a society. This is because it may encourage the society's members and officials to operate the business to achieve capital gains rather than to serve either the members or the community through operating its business. Society rules are required by the Act to make every share transfer, other than on the death or bankruptcy of a member, subject to board consent as well as registration.

**6.1.14** **G** If issuing transferable shares, societies may wish to take legal advice as to whether the issue falls within the Financial Services and Markets Act 2000 (FSMA).

### Forfeiture and cancellation of shares

**6.1.15** **G** Society rules can also cover forfeiture and cancellation of shares in certain circumstances:

- (1) arrears in paying instalments due on a purchase of shares may lead to the forfeiture and cancellation of the shares;
- (2) if a nominal shareholding is a condition of membership, society rules may provide for the forfeiture and cancellation of shares when a member leaves;
- (3) shares may also be forfeited and cancelled to remove members who no longer have any active relationship with the society from the register of members. Societies will want to make reasonable attempts to contact or locate the member before removing them from the register.

**6.1.16** **G** Societies may want rules to cater for where shares are forfeited and the former member subsequently contacts the society to claim any share capital.

### Rule amendments

**6.1.17** **G** An amendment of a society's rules registered after a person becomes a member is not binding on a member if and so far as the amendment:

- (1) requires the member to take or subscribe for more shares than the number held by the member at the date of registration of the amendment;
- (2) requires the member to pay upon the shares held by the member at that date any sum exceeding the amount unpaid upon them at that date;
- (3) or in any other way increases the liability of that member to contribute to the share or loan capital of the society.

6.1.18 **G** This applies unless the member has consented in writing.

### Share offers

6.1.19 **G** In general, the share capital of a society should not be more than the level needed to support its activities. If the society can fund its activities from reserves then it ought not to need to issue additional shares. However, if a society does need to raise capital to pursue its purpose, it may wish to seek additional share capital from its members.

6.1.20 **G** Societies are not subject to certain requirements under the Financial Services and Markets Act 2000 (FSMA), in particular for withdrawable non-transferable shares. Societies should take appropriate advice before inviting members and prospective members to acquire shares.

### Share interest

6.1.21 **G** Societies can pay interest on shares.

6.1.22 **G** Generally speaking, interest on shares should only be paid where the society can afford to do so, having taken into account other liabilities and any contribution to the society's reserves. Share interest should not be used as a means of profit or surplus distribution or as a substitute for dividends.

6.1.23 **G** The way a society uses interest on shares can be an indicator of whether it is complying with its condition for registration because:

- (1) in the case of a bona fide co-operative society:
  - (a) the society cannot exist mainly to pay interest on money invested; and
  - (b) in accordance with Principle 3 (see ■ RFCCBS 4.3.3), it would be an indicator that a society is a bona-fide co-operative where the distribution of surplus to members is in the form of a dividend based on a member's participation in the co-operative, rather than through payment of interest on shares;
- (2) in the case of a society conducting its business for the benefit of the community the society's funds must be used to further the community benefit.

6.1.24 **G** The factors below are indicators of where a society is likely to be complying with the conditions for registration:

- (1) societies are primarily inviting people to become members of the society, along with any accompanying request for capital (additional to the minimum required for membership) from the prospective member;
- (2) the maximum rate of interest paid on shares is declared in advance of the period for which it is intended to be paid, whether in its rules or elsewhere;

- (3) the declared maximum rate of interest is the lowest rate sufficient to obtain the necessary funds from members who are committed to furthering the society’s objects;
- (4) in the event the society cannot afford to pay the declared maximum rate of interest, interest payments are reduced, or no interest is paid at all, without compensation in subsequent years;
- (5) societies can justify a decision to pay interest at a particular rate, and be able to demonstrate the basis for that decision.

**6.1.25** **G** The factors below are indicators of where a society is likely to be failing to comply with the conditions for registration:

- (1) the society seeks to attract capital mainly by focusing on potential return on investment;
- (2) the declared maximum rate of interest is in excess of the lowest rate sufficient to obtain the necessary funds from members who are committing to further the society’s objects;
- (3) a rate of interest greater than the declared maximum rate is paid to members where a society is more profitable than expected;
- (4) greater profits in one year are used to compensate members for reduced or no interest payments in previous less profitable years.

**6.1.26** **G** We will consider these factors on a case by case basis. What is appropriate for one society may not be appropriate for another.

**6.1.27** **G** There are some instances where these factors are not appropriate, specifically in the case of non-user investor shares in co-operative societies, and shares in agricultural co-operatives. In these instances other indicators will suggest whether societies comply with the bona fide co-operative society condition for registration. Non-user investor shares are dealt with from **RFCCBS 6.1.30** below. For agricultural co-operatives, requirements in the rules around the use of share capital linked to members’ participation in the business suggest compliance with the legislation.

**Co-operative societies**

**6.1.28** **G** The indicators outlined above on share interest are relevant for co-operative societies in relation to the capital subscribed by members over and above that subscribed as a condition for membership.

**6.1.29** **G** The amount of interest paid on capital subscribed as a condition for membership should be limited, if any at all.

**6.1.30** **G** Generally co-operative societies offer membership to people who can use their services (whether as workers, producers or consumers). However, a co-operative society may sometimes need to raise capital from people who cannot or do not use the society’s services. We describe these members as

'non-user investor members' – people who have only an investment relationship with the society.

**6.1.31** **G** While offering membership to non-user investor members gives a co-operative society access to capital, it also brings risks to its ability to comply with its condition for registration. The way capital is accessed must not compromise the society's compliance with the condition for registration. The following factors are indicators that the society is complying with its condition for registration as a bona fide co-operative society:

- (1) The rules of a society which wants to raise capital from non-user investor members expressly provide for non-user investor shares, and the terms attached to these shares are clearly stated.
- (2) The voting rights of non-user investor shareholders are restricted by the rules of the society. The society's rules prevent this category of shareholders voting on a motion to convert the co-operative to a company. Societies can, however, include a power to elect one or more non-user investor share representatives to the board.
- (3) Ultimate control of the society remains with members other than non-user investor members at all times. Non-user investor members do not together have voting rights that when combined would result in user-members losing control of the society.

#### **Community benefit societies**

**6.1.32** **G** Share terms, whether in community benefit society rules or a separate document, must be consistent with the society's purpose of community benefit.

**6.1.33** **G** We consider the following factors as indicators that the society is complying with its condition for registration:

- (1) any surplus is used to benefit the community by reinvestment in the business, or by application to some external but related community benefit;
- (2) any retained reserves are committed to community benefit;
- (3) the society's rules prohibit any distribution of assets to members unless sold at market value to those members;
- (4) the society only pays interest set at the lowest rate sufficient to obtain the necessary funds from members committed to furthering the society's objects;
- (5) on dissolution, society assets are either:
  - (a) transferred to one or more other bodies with similar objects; or
  - (b) used for similar charitable or benevolent purposes.

**6.1.34** **G** The assets of a community benefit society may be subject to a statutory restriction on use (statutory asset lock), see ■ RFCCBS 3.4.12 for further information.

**6.1.35** **G** Community benefit societies that are exempt charities in England and Wales, and all societies that are charities in Scotland, are subject to particular restrictions on the rates of interest payable to members in addition to those set out above. The Charity Commission for England and Wales, and the Office of the Scottish Charity Regulator (OSCR) for Scotland take the following view:

A power of a community benefit society to pay interest on shares is not incompatible with charitable status, provided that the following features are required by the society's rules:

1. The interest rate is set at a level which is not in itself a motivation to buy shares and which the charity trustees can justify as being in the interests of the charity by reference to available commercial rates for borrowing.
2. The cost is part of the society's revenue expenses and met before the surplus is determined.
3. The rates are declared in advance of the period for which they will become payable, just as for a bank or building society account, and never retrospectively.
4. There is a power to suspend interest payments in the interests of the society.
5. There is a power of the society to withhold repayment of the shares, either temporarily or indefinitely and to write the value down below the nominal £1.
6. The shareholding does not confer any rights to the underlying assets of the society.
7. In the event of a solvent dissolution, shareholders can not be paid more than the nominal value of their shares.

[**Note:** <https://www.gov.uk/government/publications/exempt-charities-cc23> ]



## 6.2 Loans

- 6.2.1** **G** The rights given to loan-stock holders or other lenders should not undermine the society's compliance with the conditions for registration. The main areas of concern are the constitutional and financial rights which an instrument may confer to the holders of such instrument.

### Constitutional rights

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- 6.2.2** **G** A holder of loan stock is one of the society's creditors, and so will not normally have any constitutional rights in the society. However, sometimes the loan stock or another instrument for lending gives the creditor the right to appoint a member of the society's board. This appointment can start at the point the loan is made or in specific circumstances, such as the society running into financial difficulties. This is likely to be acceptable so long as the society complies with its condition for registration by, for instance, not compromising member control of the society.

### Financial rights

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- 6.2.3** **G** Loan securities are private contractual arrangements between the society and the holder of the security. There is nothing to prevent a society from issuing loan securities in accordance with its own rules.

- 6.2.4** **G** The rate of interest offered is a commercial matter.

- 6.2.5** **G** If a society uses loans or similar methods to distribute profits this is an indicator that the society is not meeting its condition for registration.

### Conversion of loan stock

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- 6.2.6** **G** Loan stock or other debt securities might be issued on the basis that they can be converted into shares in the society at a later stage. The society should consider the factors we have outlined above when it decides what rights it attaches to these shares on conversion.





## Chapter 7

# Accounting and audit requirements



## 7.1 Accounting requirements

**7.1** The Act sets out accounting, auditing and reporting requirements for a society's financial accounts. We explain these requirements in this chapter.

**7.1.1** **G** Every society must keep proper books of account giving a true and fair view of the state of the society's affairs and explaining its transactions. Societies are also required to maintain satisfactory systems of control of their books, cash holdings and receipts, and payments.

**7.1.2** **G** Accounts must be produced to at least the minimum standards required by the legislation and the society's own rules. This means either a revenue account dealing with the affairs of the society as a whole, or two or more revenue accounts covering the whole year that deal separately with different businesses of the society. These, together with any balance sheet, must give a true and fair view of the society's income and expenditure and of its affairs at the date of the balance sheet.

**7.1.3** **G** The principles in the applicable Financial Reporting Standards published by the Financial Reporting Council (available at <https://www.frc.org.uk/>) generally apply to societies (but see also 'Group Accounts' at 7.10). Some societies are affiliated to sponsoring bodies or are regulated by other organisations which may have more demanding accounting requirements. Societies in this position should comply with these additional standards, as long as they do not conflict with or fail to meet the requirements of the Act.

### Publication and display

**7.1.4** **G** Every society must display its latest balance sheet in a clearly visible position at its registered office.

**7.1.5** **G** In addition, a society must give a copy of its latest annual return, including the accounts and auditor's report (where required), free of charge to any member or other person interested in its funds who asks for it. With the member's agreement, that can be done through the society's website.

**7.1.6** **G** As a general rule, every published revenue account or balance sheet must be signed by the secretary and two members of the society's committee and be audited or include a report on the accounts. We deal with this in more detail under 'Audit requirements' at ■ RFCCBS 7.2.

**7.1.7** **G** A society can publish an unaudited interim revenue account or balance sheet as long as it is published with the latest audited year-end revenue account or balance sheet and is marked clearly and prominently with the words 'UNAUDITED REVENUE ACCOUNT' or, as the case may be, 'UNAUDITED BALANCE SHEET'.

**7.1.8** **G** A society must send us their annual return and accounts within seven months of the society's financial year-end. Annual return forms can be found here. We make the society's annual return available for public inspection on the Mutuels Public Register (<http://mutuals.fsa.gov.uk/>).  
 [Note: <http://www.fca.org.uk/your-fca/documents/forms/annual-return-ar30-industrial-and-provident-societies-act-1965-forms>]

**Group accounts**.....

**7.1.9** **G** A society with one or more subsidiaries at the end of its year of account must produce audited group accounts for that year. They must give a true and fair view of the income, expenditure and state of affairs of the society and its subsidiaries. Societies must submit the group accounts to us with the auditor's report in their Annual Returns.

**7.1.10** **G** The group information (for the society and its subsidiaries) can be presented alongside the society figures in one set of accounts or separately in a further set of accounts.

**7.1.11** **G** If a society that has to submit group accounts does not include that information in its Annual Return, we will send the documents back to be completed fully.

**7.1.12** **G** If a parent society is a wholly owned subsidiary of another corporate body then it is exempt from the group accounts requirement.

**7.1.13** **G** Group accounts do not have to include a specific subsidiary if we approve the parent society board's opinion that this:

- (1) is impracticable, or would be of no real value to the society's members, given the insignificant amounts involved; or
- (2) would involve expense or delay out of proportion to the value to those members; or
- (3) would give a result that would be misleading, or harmful to the business of the society or any of its subsidiaries; or
- (4) is inappropriate because the business of the society and that of the subsidiary are so different that they cannot reasonably be treated as a single undertaking.

**7.1.14** **G** The parent society needs to contact us setting out its opinion as to which reason(s) applies.

**7.1.15** **G** If at least one of these reasons covers all the subsidiaries, then no group accounts have to be filed at all. If we grant an exemption, the parent company does not have to apply to us again and can use it for those subsidiaries in following years, as long as the auditors certify their agreement that the board's opinion and the reasons for it are the same throughout these later years.

**7.1.16** **G** The Financial Reporting Council has published The Financial Reporting Standard, which applies in the UK and Republic of Ireland (FRS102). FRS102 does not override the provisions of the Act. So societies should comply with the FRS requirements unless they are contrary to the Act.



## 7.2 Audit requirements

**7.2.1** **G** The starting point is that every society is required to appoint one or more qualified auditors to audit its accounts and balance sheets for each year of account.

**7.2.2** **G** Societies can then either be exempt from some of the requirements or ‘disapply’ them. We deal with exemption and disapplication below from ■ RFCCBS 7.2.8 and ■ RFCCBS 7.2.12 respectively. If a society has disappplied the audit requirement it may still have to appoint a qualified auditor to produce a report on its accounts. We deal with this at ■ RFCCBS 7.2.21.

### **The audit**

**7.2.3** **G** The auditors must report to the society on whether the year’s revenue account and balance sheet, and any other accounts they examine, give a true and fair view of the society’s affairs, otherwise comply with the legislation, and are in agreement with the books of account for the year. Auditors also give their opinion on whether proper books of account and control systems have been maintained.

**7.2.4** **G** In preparing their report, the auditors can carry out any necessary investigation, see the society’s books and other documents at any time, and demand information and explanations from the society’s officers. They can also attend and speak at the society’s general meetings and must get the same communications which members get about the meeting.

### **The auditor**

**7.2.5** **G** The term ‘qualified auditor’ means someone eligible for appointment as a statutory auditor under Part 42 of the Companies Act 2006. They must be a member of a recognised supervisory body (such as the Institute of Chartered Accountants in England and Wales and the Association of Chartered Certified Accountants) and eligible for appointment under the rules of that body.

**7.2.6** **G** The auditor must not be an employee or officer of the society or its holding or subsidiary society. They also cannot be an employee, employer or partner of a society employee or officer. They must not be prohibited under the Companies Act 2006 from being auditor of a subsidiary company of the parent society. This is to ensure their independence.

**7.2.7** **G** Auditors are appointed and removed by the members’ meeting. However, no annual resolution is needed to reappoint the same auditor from one year to the next. Removing or replacing the existing auditor requires a resolution. 28 days’ notice of this resolution must be given to the members and the auditor. The auditor can make verbal and written representations to the meeting considering the resolution.

**Small Society Exemption**

**7.2.8** **G** A society can appoint two or more lay auditors instead of a qualified auditor if, in its preceding year of account, it had:

- (1) turnover of less than £5000; and
- (2) assets of less than £5000; and
- (3) fewer than 500 members.

**7.2.9** **G** However, if the society’s rules only permit a full professional audit, the society will need to register a rule amendment with us before they can use the small society exemption.

**7.2.10** **G** The following societies can never use the small society ‘lay audit’ exemption:

- (1) regulated housing associations;
- (2) a subsidiary of another society;
- (3) a society with one or more subsidiaries (whether companies or societies);
- (4) a society that has to prepare accounts under the Insurance Accounts Directive (Miscellaneous Insurance Undertakings) Regulations 1993.

**7.2.11** **G** Anyone can be a lay auditor, as long as they are not an officer or employee of a society or a partner, employee or employer of any society officer or employee.

**Disapplication of the qualified auditor requirement**

**7.2.12** **G** If a society does not qualify for the small society exemption, it may be able to ‘disapply’ the requirement to appoint a qualified auditor if the following conditions are met.

**7.2.13** **G** These conditions are that the society is:

- (1) not in a category required to have a full audit (see ■ RFCCBS 7.2.26);
- (2) not required by its rules to have a full audit;
- (3) below certain financial thresholds; and

- (4) a society whose members pass a resolution by the required majority to disapply the audit requirement.

**Financial Thresholds**

**7.2.14** **G** The thresholds referred to above are:

Non-Charity		Charity	
(1)	value of aggregated assets at the end of the previous year of account was less than £2.8m; and	(1)	value of aggregated assets at the end of the previous year of account was less than £2.8m; and
(2)	turnover for the previous year was less than £5.6m	(2)	turnover for the previous year was less than £250,000.

**Disapplication Resolution**

**7.2.15** **G** A general meeting must pass a resolution to disapply the requirement to appoint a qualified auditor. It will pass if:

- (1) less than 20% of the votes cast are against the resolution; and
- (2) less than 10% of all members entitled to vote cast a vote against it.

**7.2.16** **G** If this resolution is not passed, the society must have a full professional audit.

**7.2.17** **G** The resolution only operates for one year of account. So a society must pass a resolution in each year of account it wants to opt out of the full audit requirement. For instance, if a society’s financial year-end is 31 December, it must pass the disapplication resolution before 31 December.

**Society rules on accounts and audit**

**7.2.18** **G** If a society currently requires a professional auditor to audit its accounts and wants to disapply this requirement or use the small society exemption then a rule change may be needed. For example, a rule that states ‘...and the audit will be carried out by a registered auditor’ ties the society to the appointment of a registered auditor. If the current rules only permit a full professional audit, then a rule amendment must first be passed and registered with us.

**7.2.19** **G** The small society exemption and disapplication provisions do not override society rules. The society will still need to amend its audit rule to use the relaxed auditing requirements. A rule change to state, for example:

‘... and an audit, where necessary in law, or where the membership requires, will be carried out by a registered auditor or two or more lay auditors, where the condition for appointing lay auditors prevail’

would allow the society to take advantage of the relaxed auditing requirements.

7.2.20

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We assess rule changes on a case by case basis. Generally however, we will not register a rule change unless it allows for circumstances where an audit may be required either by law or by the members. For example, we would not register 'the accounts will be examined by an independent accountant'. We encourage societies to either use the example given above or to follow the wording below:

'The members shall vote annually, as allowed by section 84 of the Co-operative and Community Benefit Societies Act 2014, at the Annual General Meeting, to have, when necessary in law or where the membership requires:

- (1) an audit carried out by a qualified auditor
- (2) an audit carried out by two or more lay auditors
- (3) a report by a qualified auditor
- (4) or unaudited accounts, where the conditions for such exist.

If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative and Community Benefit Societies Act 2014 shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the society. Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.

If the membership vote for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the secretary and committee members only and signed, as a true record, by the secretary and two committee members or any other number as may be required by legislation. An income/expenditure report will be prepared to present to the society's members at each Annual General Meeting'.

### The Report

7.2.21

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If a society chooses not to have a full audit from a qualified auditor they must, if their turnover was over £90,000 in the preceding year of account, appoint a qualified auditor to prepare a report on the accounts and balance sheet. Regulated housing associations in England and Wales must appoint a qualified auditor to prepare a report on the account and balance sheet whatever their turnover.

7.2.22

G

The report on the accounts and balance sheet is less onerous than a full audit. The report must state whether, in the opinion of the qualified auditor making the report:

- (1) the revenue account or accounts, the other accounts (if any) to which the report relates, and the balance sheet are in agreement with the books of account kept by the society;
- (2) on the basis of the information contained in the books of account, the statutory account complies with the requirements of the Act; and
- (3) the financial criteria allowing the production of a report instead of a full audit have been met.



**7.2.23** **G** The qualified auditor preparing the report has the same kinds of powers as an auditor. These include carrying out any necessary investigation, seeing the society’s books and other documents at any time, and being able to demand information and explanations from the society’s officers. They are also entitled to attend and speak at society general meetings and get the same communications about the meeting as members. The auditor should sign their report.

**7.2.24** **G** Where the relevant conditions are met, and the society produces unaudited accounts, the revenue account and balance sheet must still be signed by the secretary and two committee members of the society acting on behalf of the society’s committee.

**Societies needing full professional audit**.....

**7.2.25** **G** A society with a turnover of more than £5.6m (£250,000 if charitable) or total assets of more than £2.8m in the preceding year of account must always have a full professional audit.

**7.2.26** **G** Any society that is one of the following, or was at any time during the accounting period, cannot disapply the audit requirement

- (1) a Scottish regulated housing association;
- (2) a subsidiary of another society;
- (3) a society with one or more subsidiaries (whether those subsidiaries are companies or societies);
- (4) a society that holds a deposit or has done so at any time since the end of the preceding year of account (unless the deposit was withdrawable share capital).



## Chapter 8

# Obligations & Process



## 8.1 Summary of obligations

**8.1** **I** This chapter outlines a society’s obligations under the Act and highlights the post-registration legal processes a society may use.

**8.1.1** **G** Once a society is registered it must:

- (1) continue to meet the conditions for registration;
- (2) have at least three members (or two members who are societies);
- (3) maintain a registered office in Great Britain or the Channel Islands, and tell us of any change to the registered office address;
- (4) maintain a register of members;
- (5) maintain accounts;
- (6) submit an annual return and accounts to us within seven months of their financial year end;
- (7) notify us of any change to the financial year-end date;
- (8) register any rule changes with us;
- (9) pay us an annual fee (see ■ RFCCBS 3.3.6).

### **Obligations on names**

**8.1.2** **G** A society must make sure it displays its registered name outside its registered office and in every other place where it carries out its business. The notice should be in a conspicuous position and clearly legible.

**8.1.3** **G** A society must also include its registered name in legible characters:

- (1) in all of its notices, advertisements and other official publications;
- (2) in all of its business correspondence;
- (3) in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the society;
- (4) in all its other business documentation; and

(5) on all its websites, including any content about the society on another website if the society either provided it or authorised it.

**8.1.4** **G** Any charitable society whose registered name does not include the word 'charity' or 'charitable' must also state it is a charity on all of the above, and in all conveyances purporting to be executed by or on behalf of the society.

**Duties of directors**

**8.1.5** **G** The Act is generally silent on the duties of directors, but common law duties have been established over time. Here we provide a summary of some of those common law duties.

**8.1.6** **G** Directors, executives and employees are entrusted with control over the society's assets and should not use those assets for their own benefit. The ultimate duty is to act in the best interests of the society – even if a director has been appointed by a particular member or elected by a particular group.

**8.1.7** **G** The society's rules and the law must be used to deal with any conflict between the personal interests of a director and the society's interests.

**8.1.8** **G** Directors should act prudently, lawfully and comply with the society's rules. They should use their powers only for the purpose they were given.

**8.1.9** **G** Directors have a duty to bring to the role of director the skills that they have and the skills reasonably required to perform the role. This is determined by the definition of the role of director in the rules and governance arrangements of the society. It is important that the powers and duties of directors and executives are made clear in the society's rules and governance arrangements.

**Disqualification of directors**

**8.1.10** **G** The Company Directors Disqualification Act 1986 ('CDDA') applies to society directors.

[Note: s22E, Company Director Disqualifications Act 1986]

**8.1.11** **G** The grounds for disqualification include:

- (1) persistent breaches of the Act's requirements, e.g. by failing to submit annual returns to us;
- (2) being convicted an offence involving a society;
- (3) unfit behaviour involving the insolvency of a society; and
- (4) Fraud.

## 8.2 Summary of legal processes

### 8.2.1

**G** The next part of the guidance runs through legal processes which societies can use throughout their lifetime. We explain each process separately so you can read it on its own without having to refer to other sections.

- (1) change of registered office;
- (2) change of name;
- (3) change of financial year end;
- (4) rule amendments;
- (5) recording a charge;
- (6) transfers of engagement;
- (7) amalgamations;
- (8) conversion to a company;
- (9) conversion to a Scottish charitable incorporated organisation;
- (10) arrangements and reconstructions;
- (11) company voluntary arrangements;
- (12) administration;
- (13) winding up;
- (14) dissolution;
- (15) cancellation of registration.



## **8.3 Change of registered office**

- 8.3.1** **G** Societies are required to have a registered office address in Great Britain or the Channel Islands.
- 8.3.2** **G** Societies give us their registered office address when they register with us. Societies must tell us as soon as possible if their registered office address changes.
- 8.3.3** **G** We only post documents to the registered office address, including any legal documents, so it is vital that societies tell us about any changes.
- 8.3.4** **G** Use this form to notify us of a change of address.  
**[Note:**  
<http://www.fca.org.uk/your-fca/documents/forms/change-of-registered-office-forms> ]



## 8.4 Change of name

- 8.4.1** G A society's name will stay the same unless we register a change. To change its name, a society must pass a resolution at a general meeting with the appropriate notice. Charities registered in Scotland must also include confirmation from OSCR that it has given permission for the name change when they apply to us to register the change.
- 8.4.2** G If the resolution is passed, societies should complete our name change form and return to us. The name change does not become effective until we have registered it.  
[Note: <http://www.fca.org.uk/your-fca/documents/forms/change-of-name-form>]
- 8.4.3** G We explain our approach to names on ■ RFCCBS 3.8 and ■ RFCCBS App 1.
- 8.4.4** G The name a society wishes to register must be available. To see whether a name is available the society should check Companies House, the Charity Commission, OSCR and the Mutuals Public Register.  
[Note:<http://www.companieshouse.gov.uk/> , <http://www.charitycommission.gov.uk/>, <http://www.oscr.org.uk/>, <http://mutuals.fsa.gov.uk/>]
- 8.4.5** G Societies should also check if the name they want to use includes any words that require permission or approval for use. See RFCCBS App 1 for more information.
- 8.4.6** G Regulated housing associations must notify their regulator of any change to their name.
- 8.4.7** G We do not need to be notified of business names or changes to them. However if the society is applying to use a sensitive word that requires FCA approval under financial services legislation e.g. 'bank', then it must seek that approval.  
[Note: <https://www.fca.org.uk/firms/firm-details/sensitive-business-names>]
- 8.4.8** G Societies must comply with the requirements in Part 41 Companies Act 2006 about business names.





## **8.5 Change of financial year end date**

- 8.5.1** **G** When a new society is registered, it can choose its own financial year-end date. Societies can also change their financial year-end date. There are a few requirements:
- (1) The period the first financial year covers cannot be shorter than six months or longer than eighteen months.
  - (2) No financial year can be longer than eighteen months.
  - (3) The society cannot give us notification that it is extending its financial year if it has already extended its financial year any time within the last five years.
- 8.5.2** **G** Societies must notify us of a change to their financial year-end. We will check the notice to make sure it complies with the requirements above, and give the society confirmation that it can change its financial year-end.
- 8.5.3** **G** Societies can change their current or subsequent financial year end dates. However, they cannot change a previous year-end date retrospectively. For example, if a society's financial year ends on 31 March and it wants to extend it to 30 April, we must receive the notification of the year end extension before 31 March.

## 8.6 Rule amendments

- 8.6.1 G Societies must register rule amendments with us. A society can only start using the new rule when we have registered the rule amendment. We will confirm registration of rule amendments.
  
- 8.6.2 G Rule changes come into effect on the date we register them. We cannot register rule amendments retrospectively.
  
- 8.6.3 G Societies should send the rule changes to us using this form. Amendments can be complete or partial. Complete amendments mean a whole new set of rules is registered in place of the existing rules. Partial amendments change, add to, or delete some rules from the existing registered rules.  
[Note: <http://www.fca.org.uk/your-fca/documents/forms/amendment-of-rules-for-a-society-or-credit-union-form>]
  
- 8.6.4 G For a complete amendment, we need two copies of the new rule book each signed by three members and the secretary of the society.
  
- 8.6.5 G For a partial amendment of rules, we need two printed copies of the amendment of rules, each signed by three members and the secretary of the society, plus a printed copy of the existing set of rules marked to show what the amendments are and where they fit. It is best to word partial amendments as directions to a member, telling them exactly what they should do to make the necessary changes in their own copy of the rule book.
  
- 8.6.6 G The amendments should be arranged in the numerical order of the rules affected. Rules should only be re-numbered on a complete amendment of rules. If many amendments are proposed, or if the rule has already been amended many times, we generally recommend that societies use a complete amendment. This means rescinding the whole rule book and replacing it with a new one. This makes it easier for members to understand. Where the change is simple, an amendment of the part affected may be enough.
  
- 8.6.7 G Regulated housing associations in Scotland and Wales must include consent from either the Scottish Housing Regulator or Welsh Ministers respectively with their rule amendments (apart from a change of name or registered office address). Regulated housing associations in England must provide consent from the regulator along with the rule amendment if the rule amendment:

- (1) alters the objects of the society;
- (2) makes provision about the distribution of assets to members; or
- (3) enables the society to become, or cease to be, a subsidiary or associate of another body.

**8.6.8** **G** For charities on the Scottish Charity Register rule amendments relating to the society's purpose must be accompanied with consent from OSCR.

[Note: <https://www.oscr.org.uk/>]

**8.6.9** **G** No rule amendment can bind a member to take, or subscribe for, more shares than they held at the date the amendment was registered, or increase their liability to give share or loan capital to the society unless the member gives written consent.

**8.6.10** **G** We will assess the rule amendments to determine whether they are contrary to the legislation. We will also check that the rule amendment was made after adequate procedures e.g. if the society's rules require a two-thirds vote in favour of a rule change, we will want to know whether that vote was achieved.



## 8.7 Recording a charge over a society's assets

- 8.7.1 **G** When a society wants to use some of its assets as security, usually for a loan, it does so by agreeing to a document that creates a 'charge' over those assets.
- 8.7.2 **G** Societies can record floating or fixed (except in Scotland) charges on assets of the society with us.
- 8.7.3 **G** The process of recording the charge with us can be carried out either by the society or by the lender who is given security over the society's assets. This is done using forms or other documents completed by the society.

### Recording the charge

- 8.7.4 **G** We need the following information to record a charge:
  - (1) a copy of the charge document certified as true with an original signature;
  - (2) a completed form:
    - (a) giving the society's registration number and full name, and details of the charge and the parties to it; and
    - (b) signed by the society secretary, a solicitor acting for the society, or another person interested in the charge (e.g. the lender) acting for the society.

[Note: <http://www.fca.org.uk/your-fca/documents/forms/notification-of-charges-form>]
- 8.7.5 **G** This information must be sent to us within 21 days (including the date it was signed) of the date of signing the charge document.
- 8.7.6 **G** We do not accept redacted copies of charges.
- 8.7.7 **G** We will confirm we have recorded the charge, and place a copy of it on the public register.

**Late registrations of charges**

8.7.8

G

If the application is:

- (1) late; or
- (2) incomplete because of omissions or errors,

'by reason of inadvertence or other sufficient cause', we have power to extend the period for recording, or to give a chance to correct the omission or error. [Note: s60 and 63 the Act]

8.7.9

G

To decide if we can extend the registration period we need to know the reasons for the late application. The form should explain why the application was submitted late. Writing 'it was submitted late' is not enough and we will ask for more detailed reasons. Even if the application is correct but has been submitted outside the 21 day limit, we will return it unless satisfactory reasons are given.

**Releasing, discharging and dealing with registered charges**

8.7.10

G

When a charge over society assets is released, discharged or subject to any other transaction, societies should complete this form to notify us so that we can include that information on the public register.

[Note: <http://www.fca.org.uk/your-fca/documents/forms/notification-of-charges-form>]

8.7.11

G

To release a charge we need to receive:

- (1) the appropriate form for the society, depending on whether it is registered in Scotland or England and Wales
  - (a) signed by the society secretary, confirming the date that the charge was released or wholly or partially satisfied; and
  - (b) containing the address or other identifying details of the property no longer charged if it is released or wholly satisfied; or, if the charge is only partially satisfied, the amount by which it is partially satisfied; and

[Note: <https://www.fca.org.uk/your-fca/documents/forms/notification-of-charges-form>]

- (2) a sworn statutory declaration by the society secretary and one committee member (or director) that the information entered on the form about the charge is true to the best of their knowledge, information and belief; and
- (3) copies of the original acknowledgement of the registration of the charge and the first page of the charge being released.



## 8.8 Transfers of engagement

**8.8.1** **G** A society can pass a special resolution to transfer its engagements to any other society or company that agrees to fulfil them. The decision to transfer engagements to another society or company must be made in accordance with the society’s rules. For instance, a community benefit society with an asset lock cannot transfer its engagements to an entity without a statutory asset lock. The resolution can also transfer all or part of the society’s property to the society or company receiving the engagements without any other legal process such as a conveyance. Transferring engagements does not prejudice any right of a creditor of either of the societies or companies involved.

**8.8.2** **G** After a transfer has been made, the transferring society still exists. However, if it has transferred both its engagements and all its property, it usually applies to cancel its registration. The society can only be deregistered after it has filed a certificate under section 126 of the Act with us. This confirms that all the society’s property has been transferred to those entitled to it.

### Special resolution

**8.8.3** **G** The wording of the resolution must explain the position of the members of the transferring society and their stake in the society once transferred. Here is specimen wording for this:

‘This meeting of members of the [enter name of transferring society] hereby resolves to transfer the whole of the stock, property and other assets and all engagements of the society to the [enter name of accepting society/company] in consideration of the [enter name of accepting society/company] issuing to each member of the [enter name of transferring society] paid up shares equal to the amount standing to the credit of each member in the share ledgers of the [enter name of transferring society] on the date when the transfer of engagements becomes effective.’

**8.8.4** **G** If the society has planned a date for the resolution to take effect, then the resolution must be registered on or before that date. The resolution should usually avoid naming that date because we cannot guarantee we can register it in time.

**8.8.5** **G** The special resolution for transferring engagements between societies must be passed:

- (1) at a first general meeting by two-thirds of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution; and
- (2) at a second general meeting:
  - (a) by over half of the members who actually vote in person or by proxy at that meeting;
  - (b) held between fourteen days and one month from the first meeting.

**8.8.6** G The special resolution for transferring engagements from a society to a company must be passed:

- (1) at a first general meeting by:
  - (a) three-fourths of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
  - (b) with at least 50% of all members entitled to vote at the meeting in person or by proxy casting their vote; and
- (2) at a second general meeting by over half of the members who actually vote in person or by proxy at that meeting.

**8.8.7** G A declaration by the chair of either meeting that the resolution has been carried is conclusive evidence of that fact.

**8.8.8** G Within 14 days from the date that the special resolution is confirmed at the second meeting, the society must send us a copy for registration. This copy must be signed by the second meeting chair and countersigned by the society secretary.

**8.8.9** G The resolution only takes effect when we register it.

**8.8.10** G The accepting society or company must also confirm that it undertakes to fulfil the engagements being transferred. The accepting society or company will need to pass a resolution to do that. The resolution should be made no later than the date that the confirming resolution is passed by the transferring society. Exactly how this is done depends on what is said in the rules of the accepting society or articles of the accepting company.

**8.8.11** G If the rules of the accepting society or articles of the accepting company provide that its board has the power to accept engagements by passing a board resolution, then the resolution should be passed by its board. Some society rules may require that this be done by members at a members' meeting.

**Registering the transfer**

- 8.8.12** **G** To register a transfer of engagements we need:
- (1) two clean copies of the resolution containing only the wording of the resolution as approved by the members. Each copy must be headed with the name and registration number of the society, and signed by the society secretary and the chair of the second meeting that approved the resolution;
  - (2) two signed copies of a resolution of the accepting society's or company's board or general meeting (depending on which is responsible under its rules) confirming that it undertakes to fulfil the engagements;
  - (3) transfer form (available at <https://www.fca.org.uk/your-fca/documents/forms/transfer-of-engagements-form>) signed by the secretary of each society/company;
  - (4) a statutory declaration confirming that the resolutions were passed in line with legislative requirements and society rules.
- 8.8.13** **G** For any regulated housing association, or any society on the Scottish Charity Register, the relevant regulator's consent must also be provided for the transfer of engagements to proceed. If the application is complete and meets all applicable statutory requirements, we will register the special resolution and send a formal acknowledgement that it has been registered.
- 8.8.14** **G** We will also send a final form (a section 126 certificate) with the acknowledgement of registration. This must be completed and returned to us once all the engagements and property have been transferred to the accepting society or company. [**Note:** <https://www.fca.org.uk/your-fca/documents/forms/certificate-under-section-59-industrial-and-provident-societies-act-1965-form>]
- 8.8.15** **G** When we have received this, we will cancel the transferring society's registration and issue a certificate confirming this.





## 8.9 Amalgamations

**8.9.1** **G** Two or more societies may amalgamate and become one society. A society and a company may amalgamate to become one company. The amalgamation can, but need not, involve the dissolution of one or more of the societies or companies first or a division of funds among members where allowed. On the amalgamation, the property of each society or company vests in the new amalgamated entity without needing any form of conveyance or ownership transfer other than the special resolution that carried out the amalgamation.

**8.9.2** **G** The amalgamation does not prejudice any right of a creditor of any of the societies or companies so they have the same claim against the new amalgamated entity as they had against the amalgamating societies or companies.

**8.9.3** **G** The amalgamation of two societies or a society and a company results in the new body stepping into the shoes of those that chose to amalgamate, once the amalgamation resolutions of all the societies become effective on registration. If a society amalgamates with a company then the registration of the society becomes void and must be cancelled.

**8.9.4** **G** The decision to amalgamate with another entity must be made according to with the society's rules. For example, a community benefit society with an asset lock cannot amalgamate to become an entity without a statutory asset lock.

### Special resolution

**8.9.5** **G** Amalgamation requires each of the amalgamating societies to pass a special resolution. The special resolution for amalgamating societies must be passed:

- (1) at a first general meeting by two-thirds of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution; and
- (2) at a second general meeting:
  - (a) by over half of the members who actually vote in person or by proxy at that meeting;
  - (b) held between fourteen days and one month from the first meeting.

- 8.9.6** **G** The special resolution for amalgamating with a company must be passed:
- (1) at a first general meeting by:
    - (a) three-fourths of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
    - (b) three-fourths of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
  - (2) at a second general meeting by over half of the members who actually vote in person or by proxy at that meeting.

**8.9.7** **G** A declaration by the chair of either meeting that the resolution has been carried is conclusive evidence of that fact.

**8.9.8** **G** Within 14 days from the date that the special resolution is confirmed at the second meeting, the society must send us a copy for registration. The copy must be signed by the chair of the second meeting and countersigned by the society secretary.

**8.9.9** **G** The resolution only takes effect when we register it.

**Registration of amalgamation**

- 8.9.10** **G** To register the amalgamation we need:
- (1) two clean copies of the resolution containing only the wording of the resolution as approved by the members. Each copy must be headed with the name and registration number of the society/company, and signed by the society/company secretary and the chair of the second meeting that approved the resolution;
  - (2) forms signed by the secretary of each society/company;
 

[**Note:** <https://www.fca.org.uk/your-fca/documents/forms/transfer-of-engagements-form>]
  - (3) a statutory declaration confirming that the resolutions were passed in line with legislative requirements and society rules;
  - (4) any regulated housing association, or society on the Scottish Charity Register, must also provide consent from the relevant regulator for the amalgamation to proceed.

**8.9.11** **G** If the application is complete and correct, we will register the special resolution and send a formal acknowledgement of its registration.

**8.9.12** **G** We will also register the new society, sending a certificate of registration of a new society.



## 8.10 Conversion to a company

**8.10.1** G Societies can pass a resolution to convert into a company. Societies can convert into companies limited by shares or companies limited by guarantee. Currently, the legislation does not allow societies to convert to a Charitable Incorporated Organisation; but a society can convert to a Scottish charitable incorporated organisation (see ■ RFCCBS 8.11.2).

**8.10.2** G If a society converts itself into a company it will no longer be registered under the Act.

**8.10.3** G The decision to convert to a company must be made according to the society's rules. For example, a community benefit society with an asset lock cannot convert to a company without a statutory asset lock.

### Special resolution

**8.10.4** G The wording of the resolution will depend on the society's circumstances e.g. the value of its share capital. The wording of the resolution should include the following points:

- (1) the society will be converted into a company incorporated under the Companies Act 2006 limited by shares/guarantee
- (2) the name of the company;
- (3) the registered office of the company [England/Wales/Scotland];
- (4) the objects for which the company is established;
- (5) the liability of members;
- (6) the share capital (if any) of the company;
- (7) that the memorandum and articles attached to the resolution, signed for identification by the chair of the meeting, will be the memorandum and articles of association of the company.

**8.10.5** G The special resolution must be passed:

- (1) at a first general meeting by:

- (a) 75% of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
  - (b) with at least 50% of all members entitled to vote at the meeting in person or by proxy casting their vote; and
- (2) at a second general meeting (to be held at least 14 days, and no more than one month, from the day of the first meeting) by over half of the members who actually vote in person or by proxy at that meeting.

**8.10.6** G A declaration by the chair of either meeting that the resolution has been carried is conclusive evidence of that fact.

**8.10.7** G Within 14 days from the date that the special resolution is confirmed at the second meeting, the society must send us a copy for registration. The copy must be signed by the chair of the second meeting and countersigned by the society secretary.

**Registration of the conversion**

**8.10.8** G Before applying to us to register the special resolution, societies need to contact Companies House to apply for a company to be set up on conversion from a society. It is important that societies tell Companies House not to register the company until we have agreed a date with them. Societies cannot convert into an existing company.

**8.10.9** G When we have received the application we will contact Companies House to agree a conversion date.

**8.10.10** G To register a conversion we will need:

- (1) three copies of the special resolution. Each copy must be headed with the name and registration number of the society, and signed by the society secretary and the chair of the second meeting that approved the resolution;
- (2) a copy of the proposed memorandum and articles for the company;
- (3) confirmation that the society has applied to Companies House to register a company and has told them that the application is coming from a converting society;
- (4) conversion form signed by the secretary;  
[Note: <http://www.fca.org.uk/your-fca/documents/forms/application-for-the-conversion-of-a-society-into-a-company-form>]
- (5) a statutory declaration confirming that the resolution was passed in line with legislative requirements and society rules;

(6) for any regulated housing association, or society on the Scottish Charity Register, consent from the relevant regulator must also be provided for the conversion to proceed.

**8.10.11** **G** If the application is complete and correct, we will send a formal acknowledgement of registration of the special resolution. Following that, we will send confirmation of the cancellation of the society.

**8.10.12** **G** Companies House will send us information relating to the company registration.

**8.11 Conversion to a Scottish charitable incorporated organisation**

**8.11.1** G A society can convert into a Scottish charitable incorporated organisation (SCIO). When it has converted to an SCIO then it will no longer be registered under the Act.

**Resolutions**

**8.11.2** G The society can convert by passing the following resolutions:

- (1) a resolution that it be converted into an SCIO; and
- (2) a resolution adopting the proposed constitution of the SCIO.

**8.11.3** G The resolution that the society be converted to an SCIO needs to be either a special resolution or a unanimous written resolution. The unanimous written resolution must be signed on behalf of all the members of the society who would be entitled to vote on a special resolution.

**8.11.4** G To be a special resolution the resolution must be passed:

- (1) at a first general meeting by:
  - (a) 75% of the members actually voting on the resolution, whether in person or by proxy. Notice of the meeting must have specified the intention to propose the resolution;
  - (b) with at least 50% of all members entitled to vote at the meeting in person or by proxy casting their vote; and
- (2) at a second general meeting (to be held at least 14 days, and no more than one month, from the day of the first meeting): by over half of the members who actually vote in person or by proxy at that meeting.

**Registration of the conversion**

**8.11.5** G The resolutions must be passed and sent to the OSCR along with an application form.

[Note: <http://www.oscr.org.uk/>]

**8.11.6** G OSCR will consult us before agreeing the application for conversion.

**8.11.7** **G** If OSCR decide to accept the application to convert then they will agree a date with us to process the conversion. OSCR will then register the SCIO and provide us with copies of the resolutions and confirmation of registration as an SCIO.

**8.11.8** **G** When we receive the resolutions and confirmation of registration as an SCIO we will cancel the registration of the society. We will confirm to OSCR that we have done this, and OSCR will then update the Scottish Charity Register to show that the SCIO has been formed as a result of a conversion from a society.

**8.12 Arrangements and reconstructions**

- 8.12.1** G The procedures in Part 26 of the Companies Act 2006, which deal with arrangements and reconstructions of companies, can be used by some societies. They allow societies to use provisions for compromises or arrangements with their members or creditors, or particular classes of them. The Part 26 procedure cannot be used by a regulated housing association.

[**Note:** The Co-operative and Community Benefit Societies and Credit Unions (Arrangements, Reconstructions and Administration) Order 2014 SI 2014/229 applies Part 26 with some modifications]
- 8.12.2** G References in Part 26 to company directors mean society committee members or directors, and references to company articles are read as references to society rules.
- 8.12.3** G The procedure involves court orders to convene meetings of relevant classes of creditors and members to vote on the proposed Scheme after the information required by Part 26 has been circulated to them. If the Scheme is approved at those meetings by appropriate majorities, it is only binding after a further court order.
- 8.12.4** G When applied to society members, the reference to a 'majority of 75% in value' of members or a class of members in Part 26 is read as simply '75% of members' (i.e. one-member-one-vote). The value of their stake is not taken into account. However, for creditors, a majority by value is required in the case of a society, as it is for a company.

[**Note:** s889 Companies Act 2006 (as modified by SI 2014/229)]
- 8.12.5** G Before a court can make an order to sanction an arrangement or compromise involving the reconstruction of a society, or its amalgamation with another society or a company, we must state that we are satisfied that it is not contrary to the Act.
- 8.12.6** G Our interest is in whether the nature of the society as a co-operative society or community benefit society has been prejudiced by the proposed compromise or arrangement. For this reason, **it is important to involve us**



from the very beginning of the process of considering the use of Part 26 for a society.

**8.12.7**

**G**

The society must deliver a copy of any order made under these provisions within seven days of it being made. It should be accompanied by a copy of the society's rules, if they have been amended by the order.



## 8.13 Company voluntary arrangements

- 8.13.1 **G** Company voluntary arrangements (CVAs) are used by insolvent companies to address their financial difficulties through compromises or other arrangements proposed by an appointed insolvency practitioner and agreed between the company and its creditors. The agreement may propose that the company pays its creditors over a fixed period. CVAs are available to societies as they are to companies, except for regulated housing associations.
- 8.13.2 **G** References to the Registrar of Companies should be read as a reference to the FCA, in our role as registering authority. [**Note:** Co-operative and Community Benefit Society (Arrangements, Reconstructions and Administration) Order 2014, SI 2014/229.]
- 8.13.3 **G** The power and role of the qualified insolvency practitioner appointed as a nominee under a voluntary arrangement, and the procedures they must follow are governed by the Insolvency Act 1986 as applied by the Co-operative and Community Benefit Society (Arrangements, Reconstructions and Administration) Order 2014, SI 2014/229.
- 8.13.4 **G** Societies may wish to take appropriate professional advice if considering the use of this procedure.



**8.14 Administration**

- 8.14.1** G Administration is a procedure which allows a company to reorganise or to realise its assets (whether solvent or insolvent) under the protection of a statutory moratorium. A statutory moratorium means that creditors cannot take action to enforce any claim they have against the company during the administration process. Administration is available to societies in a similar way to companies. It is not available to regulated housing associations.
- 8.14.2** G For societies in England and Wales, any charges registered after 6 April 2014 will be subject to administration procedures rather than administrative receivership. If there are conditions for receivership under the charge and the lender chooses to exercise their power then an administrator can be appointed.
- 8.14.3** G The power, role and procedures followed by the qualified insolvency practitioner appointed as an administrator are defined by the Insolvency Act 1986 as applied by The Co-operative and Community Benefit Society (Arrangements, Reconstructions and Administration) Order 2014, SI 2014/229.
- 8.14.4** G Societies may wish to take appropriate professional advice if they are considering using this procedure.

**8.15 Winding up**

- 8.15.1** G Winding up, or ‘liquidation’, is a process by which an entity’s assets are used to pay off its debts, usually with any remaining money distributed in accordance with the society’s rules. The winding up provisions of the Insolvency Act 1986 apply to societies. A society can be wound up by a:

  - (1) Members’ voluntary winding up by members’ resolution if it is solvent; or
  - (2) creditors’ voluntary winding up by members’ resolution with creditor involvement if it is insolvent; or
  - (3) court winding up order at the petition of the society itself, a creditor, or member.
- 8.15.2** G These procedures are governed by Part IV of the Insolvency Act 1986 as applied and modified by the Act.
- 8.15.3** G A special resolution is needed to pass a winding up resolution. The special resolution must meet the requirements in the Companies Act 2006. It is not a special resolution as defined in the Act. **[Note: s84 Insolvency Act 1986]**
- 8.15.4** G A special resolution under the Companies Act 2006 requires:

  - (1) only one meeting, called with 14 days’ notice;
  - (2) the text of the resolution and intention to propose to appear in the notice;
  - (3) a majority of not less than 75%.

**[Note: ss283 & 307 Companies Act 2006]**
- 8.15.5** G We play the same role for societies that Companies House does for companies. The society must send us the resolution within 15 days of it being passed. The liquidator must give us notice of their appointment within 14 days of being appointed.
- 8.15.6** G If a society is wound up by the court then the society must immediately send us a copy of the court order. **[Note: s130 Insolvency Act 1986]**

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- 8.15.7** **G** A liquidator must send us periodic progress reports if winding up is not completed within one year of the process starting. These reports are of the kind submitted to Companies House in a winding up. **[Note: s192 Insolvency Act 1986]**
  - 8.15.8** **G** At the end of the winding up process, once the liquidator has submitted a section 126 certificate to us, the society will be dissolved and its registration will be cancelled.
  - 8.15.9** **G** There are additional requirements for regulated housing associations. A society on the Scottish Charity Register must seek the consent of OSCR.

**8.16 Dissolution**

**8.16.1** **G** Dissolution is where the assets and property of the society are redistributed and the society's registration is brought to an end. Societies can be dissolved either by:

- (1) an instrument of dissolution; or
- (2) at the end of an insolvency procedure – such as winding up or administration.

**Instrument of dissolution**

**8.16.2** **G** Societies can dissolve by an instrument of dissolution. The instrument needs to be drafted and then approved by either:

- (1) three-quarters of all the society's members signing the instrument to show their consent to it; or
- (2) for a dormant society, passing the instrument by a special resolution at society meetings.

**8.16.3** **G** The instrument must set out:

- (1) the society's assets and liabilities in detail;
- (2) the number of members and the nature of their interests in the society;
- (3) any creditors' claims, and the provision to be made for their payment;
- (4) the intended appropriation or division of the society's funds and property (unless the instrument states that this is to be left to the award of the FCA or PRA).

**8.16.4** **G** The dissolution should be carried out according to the society's rules. For example, some rules forbid funds being distributed to members. In the case of a community benefit society with a statutory asset lock, the society can only distribute any surplus in accordance with that asset lock.

**8.16.5** **G** Any changes to an instrument have to be approved in the same way as the original instrument.

- 8.16.6** G We have provided a form for societies to use. Societies must also send us a statutory declaration and the final annual return and accounts, completed up to the date of the instrument of dissolution. Any regulated housing associations, or societies on the Scottish Charity Register, must also provide consent from the relevant regulator.  
[Note: <https://www.fca.org.uk/publication/forms/mutuals-instrument-dissolution-cuip-form.doc>]
- 8.16.7** G We will register the instrument of dissolution when we have this information. The instrument is then binding on members and cannot be changed.
- 8.16.8** G We advertise a notice of the dissolution in the London or Edinburgh Gazette as well as in a newspaper which is local to the society. [Note: <https://www.thegazette.co.uk/>]
- 8.16.9** G Interested people have up to three months after the advertisement in the Gazette appears to challenge the dissolution. Any society member, creditor, or anyone with an interest in the society’s funds can challenge the decision.
- 8.16.10** G Challenges to the resolution need to be made in the courts. In England and Wales this is the County Court and in Scotland the Sheriff Court. Anyone issuing proceedings must tell us within seven days of the proceedings starting and before the expiry of the three month deadline.
- 8.16.11** G If the challenge is successful, the dissolution will be set aside and the society’s registration will continue. So it is important that societies do not distribute assets until the three month window for challenge is over.
- 8.16.12** G The society can distribute its assets after three months. They must be distributed in the way the instrument specifies.
- 8.16.13** G When this is done the society should send us a section 126 certificate confirming that all property vested in the society has been conveyed or transferred to those entitled to receive it. A society cannot be dissolved until we have received this certificate.  
[Note: <https://www.fca.org.uk/publication/forms/section-126-certificate.docx>]
- 8.16.14** G Any society that thinks it will have difficulty following this procedure may want to get professional advice. The advice might be that the society should go into voluntary liquidation.
- 8.16.15** G Alternatively, a society with no liabilities or with minimal assets (less than £1,000) could ask us to cancel its registration.

**Dissolution after winding up**

- 8.16.16 **G** Societies can be dissolved after winding up. The winding up procedures in the Insolvency Act 1986 apply to societies, and references to the 'registrar of companies' are references to the FCA.
  
- 8.16.17 **G** The rights of members and the destination of any surplus are decided in accordance with the society's rules. Those provisions will be followed by any court called upon to deal with the issue. In the absence of any such provision, it is likely that a court will decide that any surplus should be paid to the members according to their entitlements, which is likely to be based on their rights and interests in the society.
  
- 8.16.18 **G** In a voluntary winding up, the liquidator will file a final account and return. In a winding up by the court, the liquidator will file a notice of holding a final meeting. This triggers the start of a three month time period. A section 126 certificate confirming that all property vested in the society has been conveyed or transferred to those entitled to receive it must be filed to complete the dissolution.
  
- 8.16.19 **G** If the certificate is filed within the three month time period, then the dissolution takes effect at the end of the three months. If the certificate is filed after the three month period, the dissolution takes effect at that point.
  
- 8.16.20 **G** Unlike Companies House, we have no power to restore the registration of a society after it has been dissolved.

**Dissolution after administration**

- 8.16.21 **G** Societies can go through administration, which could result in a rescued, solvent society. If the society cannot be rescued through administration then the process of winding up under the Insolvency Act 1986 can follow.
  
- 8.16.22 **G** If an administrator thinks that the society has no property to distribute to creditors they will send us a notice to tell us.
  
- 8.16.23 **G** We will register that notice. At the point of registration of that notice, the administration ends and the society is dissolved three months later (unless a court orders an extension). Where the society is being dissolved on notice from an administrator the dissolution is not dependent on a relevant notice under section 126 of the Act.

[Note: Schedule B1, para. 84, Insolvency Act 1986 as applied by s125 CCBSA 2014 and SI 2014/229.]

**Member liability**

- 8.16.24 **G** Society members have limited liability for the society's debts. They will normally lose the value of their shares if the society is wound up. Any additional liability they have to contribute towards payments to creditors is limited to the amount they may owe on their shares.



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- 8.16.25** **G** Shares are usually fully paid up when they are issued and so no further payment will be required by members. However, the liability of members to contribute to paying creditors lasts for one year after their membership ends.
- 8.16.26** **G** So anyone who held withdrawable shares and gave notice to withdraw their shares less than a year before winding up began may still have to contribute as part of the winding up process.
- 8.16.27** **G** This liability is only triggered if the total amounts paid by current members for unpaid shares is not enough to pay the society's debts.



## 8.17 Cancellation

### Effects of cancellation

- 8.17.1** G A society's registration cannot be restored when it has been cancelled. There is no process of 're-registration'. Cancellation is a final, irreversible act.
- 8.17.2** G The Act states that if a society's registration is cancelled or suspended, it loses all the privileges of registration when the relevant notice is published in the London or Edinburgh Gazette.  
[Note: <https://www.thegazette.co.uk/>]
- 8.17.3** G From the date of this publication, the society is no longer a corporate body. This means:

  - (1) it can no longer sue or be sued in its registered name;
  - (2) it can no longer hold property;
  - (3) members will no longer be entitled to limited liability for debts created by a continuing, unregistered and unincorporated, society on their behalf.
- 8.17.4** G In this case, the law on unregistered partnerships or unincorporated associations can decide how members are liable.
- 8.17.5** G Any liabilities generated by the society before registration is cancelled will not be affected by cancellation. This means creditors can take legal action against remaining members of the now unregistered society to recoup these debts.
- 8.17.6** G The society's rules decide what rights members have to get their capital returned and how any surplus will be distributed after the society has paid its debts. These rules should also be taken into account if a society is wound up or dissolved.
- 8.17.7** G The courts have suggested that cancellation, other than on the ground that the society no longer exists at all or that it existed for an illegal purpose, may simply end registration and its privileges. This may leave the

unregistered society as an unincorporated association, governed by its rules under contract law.

[Note: Boyle v Collins [2004] EWHC 271]

**8.17.8** **G** After registration has been cancelled, we cannot get involved in the process of distributing the society's property. We cannot advise on property distribution or on the rights or liabilities of members at any stage.

**8.17.9** **G** There is no equivalent to Part 31 of the Companies Act 2006, which allows a company to be restored the Register after it has been struck off by the Registrar of Companies.

**8.17.10** **G** Any application by the same individuals to set up a society will be treated as an application to register a new society. Any new registration must be under a different name to the previous society, and the society will receive a new registration number.

**Requesting to cancel**

**8.17.11** **G** We can cancel a society's registration on a number of grounds. We explain our powers to cancel a society's registration on RFCCBS 9.6. Here we deal with cancellation at the request of the society.

**8.17.12** **G** We have to be satisfied that it is appropriate to cancel the society's registration. We will generally only do this if it:

- (1) has ceased to carry on any business;
- (2) has limited (e.g. less than £1000) assets or liabilities; and
- (3) is not insolvent.

**8.17.13** **G** We take this approach to protect members and creditors, and to prevent societies using cancellation to avoid insolvency procedures.

**8.17.14** **G** Societies need to complete a request to cancel form. The form asks for justifications for the cancellation. The information provided must satisfy us that it is appropriate to cancel the society's registration. We also:

- (1) ask for confirmation of how the decision to cancel the society's registration was reached. Generally, we would expect the decision to have been made by members at a general meeting. If this is not the case we will need to know why;
- (2) check whether all outstanding fees owed to us have been paid;

[Note: <http://www.fca.org.uk/your-fca/documents/forms/request-to-cancel-forms>]

- 8.17.15** **G** If the society's request follows a transfer of engagements to another society or a company, we can only cancel the society's registration after it sends us a 'relevant certificate' as defined in section 126 of the Act confirming that its property has all been transferred to those entitled to it.
- 8.17.16** **G** After we cancel a society's registration on this ground, we send out a formal acknowledgement. We place advertisements in the London or Edinburgh Gazette and in a local newspaper in the area in which the society's registered office was situated.  
[Note: <https://www.thegazette.co.uk/>]
- 8.17.17** **G** There is no appeal to the courts against our decision to cancel a society's registration on this ground.

## Chapter 9

# Our powers

## 9.1 Overview

**9.1** This chapter provides a summary of the powers given to us by the Act, an overview of our approach to using these powers, and details of each power.

**9.1.1** **G** If we believe a society is not complying with its requirements under the Act, we can, subject to statutory requirements:

- (1) require the society to give us information and documents;
- (2) require the society to have its accounts audited by a qualified auditor;
- (3) appoint an inspector to inspect the society;
- (4) suspend or cancel a society's registration;
- (5) prosecute societies, which can result in a fine from the court.

**9.1.2** **G** These are the powers given to us by the Act. Before we use them we will usually try to discuss our concerns with the society to resolve things without having to use our powers. However, we have, and will, use our powers where appropriate. We publish a list of prosecutions and cancellations.  
[**Note:** <https://www.fca.org.uk/firms/annual-returns-accounts-mutual-societies/prosecutions-cancellations>]

**9.1.3** **G** Where applicable, we will use our powers to the extent necessary to maintain confidence in the society legal form.

**9.1.4** **G** Below are more details about our powers.



## 9.2 Requiring information and documents

- 9.2.1 **G** If a society does not give us the information and documents we ask for then we may formally require them to do so. It is an offence for a society to refuse to supply them.
- 9.2.2 **G** We may use this power if we feel we need information to enable us to determine whether a society is complying with the Act.

## 9.3 Auditing accounts

- 9.3.1** **G** We can demand that a society's accounts are audited by a qualified auditor. This applies to the current year of account or any number of previous years.
- 9.3.2** **G** We may do this if, for example, a society has not submitted accounts or if its accounts have not been done to a reasonable standard.





## 9.4 Appointing an inspector

- 9.4.1** **G** We have the power to appoint an inspector to investigate the affairs of a society (except where the society is a regulated housing association) in certain circumstances, for example if it appears to us that:
- (1) there may be possible fraud against creditors;
  - (2) the society may be breaking the law;
  - (3) members are not getting the information they should expect;
  - (4) members are not being consulted properly, e.g. decisions are being made without a vote.
- 9.4.2** **G** Inspectors may demand documents and interview people under oath. If anyone obstructs the inspector's work, the court may treat this obstruction as a contempt of court, which is a criminal offence.
- 9.4.3** **G** Once the inspectors have written their report, we may publish it if we think it would be in the public interest. If we appoint an inspector we can still take other steps.

## 9.5 Suspending registration

- 9.5.1** **G** We can suspend the society's registration for periods of three months if:
- (1) it has wilfully, and after being informed by us, violated any legal requirements under the Act;
  - (2) the society exists for an illegal purpose;
  - (3) the applicable condition for registration is not met;
  - (4) appears to us that a lending society for members involved in horticulture, agriculture or forestry no longer consists mainly of members engaged in those activities or no longer lends to members as its main activity.
- 9.5.2** **G** A suspended society is not entitled to any of the privileges of registration for as long as they are suspended.
- 9.5.3** **G** We must give at least two months' notice in writing of our intention to suspend the society's registration.
- 9.5.4** **G** After the first three-month period of suspension, a society may appeal to the court against any further suspension period.

## 9.6 Cancelling registration

- 9.6.1** **G** We may cancel a society's registration under certain circumstances. This would happen where there has been a breach of the legislation by the society, including where:
- (1) we believe that the society is no longer complying with its condition for registration;
  - (2) it has wilfully and after being informed by us, violated legal requirements under the Act (including failing to submit annual returns);
  - (3) we are satisfied that:
    - (a) registration was obtained by fraud or mistake;
    - (b) the society has fewer than three members (or two if those members are registered societies);
    - (c) the society no longer exists;
    - (d) the society exists for an illegal purpose; or
  - (4) it appears to us that a lending society for members involved in horticulture, agriculture or forestry no longer consists mainly of members engaged in those activities or no longer lends to members as its main activity.
- 9.6.2** **G** More guidance on what we regard as a co-operative society or community benefit society (the conditions for registration) are on **RFCCBS 4** and **RFCCBS 5** respectively.
- 9.6.3** **G** Once a society's registration has been cancelled it cannot be restored.
- 9.6.4** **G** If we propose to cancel a society's registration, we will give at least two months' notice of this, stating our reasons.
- 9.6.5** **G** If we propose to cancel the registration of a society because it appears to us that it is not complying with its condition for registration, the society or its representatives may, during the two month period of notice, make representations as to why the society's registration should not be cancelled. The society also has the right to have an opportunity to be heard by us. This can be done in writing and in person.

- 9.6.6** **G** If we are cancelling the registration of a society on the ground that it appears to us that it is not complying with its condition for registration we would expect it to take steps to convert to a company, or to dissolve itself. If the society has not taken such steps within a month, we can give any directions that we consider necessary to make sure that the society's affairs are wound up before registration is cancelled. It would be an offence for a person not to follow such direction.
- 9.6.7** **G** We can also cancel the registration of a society at its request (see ■ RFCCBS 8.17.11 for more details).
- 9.6.8** **G** Cancellations are advertised in a newspaper local to the society and in the London or Edinburgh Gazette.  
[Note: <https://www.thegazette.co.uk/>]



## 9.7 Prosecution

- 9.7.1** **G** We can prosecute societies for offences under the Act. These are criminal offences and include:
- (1) not sending us annual returns or other documents we require;
  - (2) an officer not carrying out any duties which an officer of the society is required to do;
  - (3) deliberately ignoring or refusing a request for information from us or from anyone we have authorised, e.g. an auditor;
  - (4) giving false or incomplete information or returns.
- 9.7.2** **G** If an officer personally did not commit any of these offences, but was aware of the offence or did not try to prevent the offence, that officer may still be prosecuted.
- 9.7.3** **G** We publish our prosecutions of societies. Details of past prosecutions can be found here.
- [**Note:** <https://www.fca.org.uk/firms/annual-returns-accounts-mutual-societies/prosecutions-cancellations>]

## 9.8 Powers against community benefit societies with statutory asset locks

- 9.8.1** **G** Community benefit societies can have a statutory asset lock. This is designed to ensure that the value of any assets is used for the benefit of the community. Find more detail from ■ RFCCBS 3.4.12.
- 9.8.2** **G** We have additional powers under secondary legislation where an asset lock is in place:
- (1) **Warning and enforcement notifications:** If we consider that a community benefit society has breached its asset lock rules we can issue an enforcement notification. This will impose requirements on the society to take all necessary steps so that the society complies with its asset lock. These requirements may include an order to bring assets back into the society and not to breach the limits in future.
  - (2) **Order restitution by officers:** If we consider that a breach of the asset lock has caused financial loss on the society and one or more officers of the society was knowingly concerned in the breach, we can require the relevant officer(s) of the society to pay to the society what we think is a fair amount in respect of the loss suffered.
  - (3) **Removal of officers:** We can remove an officer if they were knowingly concerned with the breach.
- 9.8.3** **G** Our approach in deciding whether and how to exercise these powers is based on the principle that these powers should be exercised only to the extent necessary to maintain confidence in the community benefit society legal form.

# Chapter 10

## Disputes

## 10.1 Overview

- 10.1** We often receive questions about society disputes, including between members, or between members and the society. This chapter explains our remit, role and approach to disputes, and gives some details about members' rights.
- 10.1.1** **G** We do not determine disputes. That is a matter for the society's rules and, ultimately, for the courts. Members may take legal action against the society or its committee.
- 10.1.2** **G** Disputes between a society or its officers and a member (or a former member who left within the last six months) must be decided in the way laid down in the society's rules.
- 10.1.3** **G** Many societies choose to include a provision for arbitration or alternative dispute resolution in their rules. Many of the model rules give that role to the sponsoring body.
- 10.1.4** **G** If the rules state that the dispute is to be decided by us (or our predecessors) then the dispute must be referred to the county court (or Sheriff in Scotland). It cannot be decided by us.
- 10.1.5** **G** However, if members are concerned that the society is not being operated in accordance with the relevant registration requirements for a society, they can complain to us. This would be on the basis that we should exercise our statutory powers and we will consider the information provided by the member.



## 10.2 Members' rights

- 10.2.1** **G** Members are shareholders of the society. They have voting power and can exercise democratic member control together with other members. They should try and resolve any issues they have through these processes.
- 10.2.2** **G** As well as any rights given in the rules of a society, the Act gives members a right to:
- (1) receive a copy of the annual return and accounts of the society;
  - (2) receive a copy of the society rules. If the member has already been provided with a copy (e.g. on joining) and requests another copy then the society may charge a fee;
  - (3) inspect the society's register of members at reasonable hours in the society's registered office. The society should not disclose a member's financial holding;
  - (4) request that the FCA appoints inspectors to look at the accounts of the society. This request must be made by at least 10 members of the society, who must deposit money with us as security for the costs of the process;
  - (5) request that the FCA orders an inspector to look into the society's affairs or to call a special meeting. This request must be made by at least 10% of members, or 100 members if that is a smaller number. The request must be supported by evidence that there are good reasons to do this, and that the request is not malicious.



# Appendix 1

## Names

### 1.1 Expressions covered by further guidance

**App 1.1** This Appendix explains our guidance on particular words or expressions, in addition to the guidance on **RFCCBS 3.8** of this document. We generally consider a name to be undesirable if it includes an expression listed below and does not follow the accompanying guidance. Our guidance below applies as much to derivations and versions of the words below as it does to the full word. For instance, we would generally treat 'co-op', 'co-operatives' and 'coop' in the same way as 'co-operative'.

<b>App 1.1.1</b>	<b>G</b>	<p><b>Accountancy and Actuarial Discipline Board</b></p> <p><b>Accounting Council</b></p> <p><b>Actuarial Council</b></p> <p><b>Audit and Assurance Council</b></p> <p><b>Accounts Commission for Scotland</b></p> <p><b>Accredit</b></p> <p><b>Accreditation</b></p> <p><b>Accredited</b></p> <p><b>Accrediting</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Financial Reporting Council 8th Floor 125 London Wall London EC2Y 5AS Email: enquiries@frc.org.uk</p> <p>You can use this expression if the department shown below confirms by letter or email that it has no objection.</p> <p>The Secretary Accounts Commission for Scotland 110 George Street Edinburgh EH2 4LH Email: info@audit-scotland.gov.uk</p> <p>You can use this expression if the department shown below confirms by letter or email that it has no objection.</p> <p>Department for Business Innovation &amp; Skills Accreditation Policy 1 Victoria Street</p>
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<b>Adjudicator</b>	<p>London SW1H 0ET</p> <p>This expression normally implies the society has a quasi-judicial role similar to decisions made by a court of law, an administrative tribunal, an official ombudsman or government officials.</p> <p>You can use this expression if a government body or relevant body confirms (letter or email) that it has no objection.</p>
<b>Agency</b>	<p>This word will normally be allowed provided it does not imply a connection with a government department or body, or a local or any public authority unless the relevant body confirms (letter or email) it has no objection.</p>
<b>Alba Na h-Alba Albannach</b>	<p>This expression could imply a connection with a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms (letter or email) that it has no objection. This applies even if the word is a surname.</p> <p>If you wish to use this word at the start of your society name, you will need to demonstrate that the society is pre-eminent or very substantial in its field. You will also need to provide independent support from a representative body, trade association or other relevant body. The society's registered office or principal place of business must be in Scotland.</p> <p>If this word is used elsewhere in the name, the society's registered office or principal place of business must be in Scotland.</p>
<b>Anzac</b>	<p>If you want to use the word because it is a surname you will normally be given approval if the proposed name includes forenames or initials.</p> <p>This word is protected under section 1 of the Anzac (Restriction on Trade Use of Word) Act 1916 and will not be allowed in a society or business name.</p>
<b>Architect</b>	<p>With the exception of 'naval architect', 'landscape architect' or 'golf-course architect', the use of this word is controlled under section 20 of the Architects Registration Act 1997.</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Architects Registration Board 8 Weymouth Street London W1W 5BU</p>

**Archwilydd  
Cyffredinol Cymru**

Email: [info@arb.org.uk](mailto:info@arb.org.uk)

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Auditor General for Wales

24 Cathedral Road

Cardiff CF11 9LJ

or

Archwilydd Cyffredinol Cymru

24 Heol y Gadeirlan

Caerdydd CF11 9LJ

Email: [info@wao.gov.uk](mailto:info@wao.gov.uk)

**Arts psychotherapist**

You can use this expression if the body shown below confirms by letter or email that it has no objection:

**Art therapist**

**Biomedical scientist**

Health Professions Council

**Chiropodist**

Registration Department

**Clinical psychologist**

Health Professions Council Park House

**Clinical scientist**

184 Kennington Park Road

**Counselling psychologist**

London SE11 4BU.

**Diagnostic radiographer**

Email: [registration@hpc-uk.org](mailto:registration@hpc-uk.org)

**Dietician**

**Dietitian**

**Drama therapist**

**Diagnostic radiographer**

**Educational psychologist**

**Forensic psychologist**

**Health psychologist**

**Hearing aid dispenser**

**Music therapist**

**Occupational psychologist**

**Occupational therapist**

**Operating department practitioner**

**Orthoptist**

**Orthotist**

**Paramedic**

**Physical therapist**

**Physiotherapist**

**Podiatrist**

**Practitioner psychologist**

**Prosthetist**

**Radiographer**

**Registered psychologist**

<p><b>Social worker</b></p> <p><b>Speech and language therapist</b></p> <p><b>Speech therapist</b></p> <p><b>Sport and exercise psychologist</b></p> <p><b>Therapeutic radiographer</b></p> <p><b>Assembly</b></p>	<p>This expression could imply a connection with a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection</p>
<p><b>Association</b></p>	<p>To use this word in your proposed name the society should normally be run on a non-profit basis, with rules preventing profit distribution to members.</p> <p>We would generally expect an association to be run on the basis of one-member-one-vote.</p> <p>These requirements do not apply if the society is a regulated housing association, tenants or residents association.</p>
<p><b>Assurance</b></p> <p><b>Assurer</b></p>	<p>You can use this expression if we confirm that we have no objection:</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS Email: SensitiveBusinessN@fca.org.uk</p> <p>Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<p><b>Attorney General</b></p>	<p>You cannot use this expression because it implies a connection with the office of the Attorney General, the chief legal advisor to the Crown.</p>
<p><b>Audit Commission for Local Authorities and the National Health Service in England and Wales</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Chief Executive's Office Audit Commission 1st Floor, Millbank Tower Millbank London SW1P 4HQ</p>
<p><b>Auditor General for Northern Ireland</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Comptroller and Auditor General for Northern Ireland</p>

**Auditor General for Scotland.  
Audit Scotland**

Northern Ireland Audit Office  
106 University Street  
Belfast BT7 1EU

Email: [info@niauditoffice.gov.uk](mailto:info@niauditoffice.gov.uk)

You can use this expression if the body shown below confirms by letter or email that it has no objection.

The Secretary

Auditor General for Scotland

110 George Street

Edinburgh EH2 4LH

Email: [info@audit-scotland.gov.uk](mailto:info@audit-scotland.gov.uk)

**Auditor General  
Audit Office**

You can use this expression if the relevant body confirms by letter or email that it has no objection.

**England:**

Comptroller & Auditor General

Corporate Secretariat

National Audit Office

157-197 Buckingham Palace Road

London SW1W 9SP

Email: [enquiries@nao.gsi.gov.uk](mailto:enquiries@nao.gsi.gov.uk)

**Wales:**

Wales Audit Office

24 Cathedral Road

Cardiff CF11 9LJ

Email: [info@wao.gov.uk](mailto:info@wao.gov.uk)

**Scotland:**

Audit Scotland

110 George Street

Edinburgh EH2 4LH

Email: [info@audit-scotland.gov.uk](mailto:info@audit-scotland.gov.uk)

**Auditor General for Wales**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Auditor General for Wales

24 Cathedral Road

Cardiff CF11 9LJ

[info@wao.gov.uk](mailto:info@wao.gov.uk)

or

Archwilydd Cyffredinol Cymru

24 Heol y Gadeirlan

Caerdydd CF11 9LJ

<b>Bachelor of medicine</b>	<p>Email: <a href="mailto:info@wao.gov.uk">info@wao.gov.uk</a></p> <p>This expression is a protected title controlled by section 49 of the Medical Act 1983. You can use this expression in your society name if your professional body confirms by letter or email that you are authorised to use the relevant title.</p>
<b>Banc</b>	<p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS</p> <p>Email: <a href="mailto:SensitiveBusinessN@fca.org.uk">SensitiveBusinessN@fca.org.uk</a></p> <p>Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<b>Bank</b>	
<b>Banking</b>	
<b>Benevolent</b>	
<b>Border Force</b>	<p>As these expressions imply a connection with the Border Force or UK Visas and Immigration, (both part of the Home Office), you must provide an email or letter of non-objection from the Home Office: <a href="https://www.gov.uk/government/organisations/home-office">https://www.gov.uk/government/organisations/home-office</a></p> <p>Email: <a href="mailto:public.enquiries@homeoffice.gsi.gov.uk">public.enquiries@homeoffice.gsi.gov.uk</a></p>
<b>Border Agency</b>	
<b>Breatainn</b>	<p>This expression could imply a connection with a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection. This applies even if the name is a surname.</p> <p>If you wish to use this word at the start of your society name, you will need to demonstrate that the society is pre-eminent or very substantial in its field. You will also need to provide independent support from a representative body, trade association or other relevant body. If this word is not the first word in the name it will normally be allowed.</p>
<b>Bhreatainn</b>	
<b>Breatannach</b>	
<b>Bhreatanach</b>	
<b>Bhreatanaich</b>	
<b>Breatannaich</b>	



**Brenin****Frenin****Brenhines****Frenhines**

If you want to use the word because it is a surname (and the name does not imply a connection with government), you will normally be given approval if the name includes forenames or initials.

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff CF10 3NQ

**Brenhinol****Frenhinol****Brenhiniaeth****Frenhiniaeth**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park CF10 3NQ

**Britain****British****Great Britain****Great British**

This expression could imply a connection with a government department or body, or a local or any public authority. You can use this word if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.

If you wish to use it at the start of your society name or 'of Britain' or 'of Great Britain' anywhere in the name, you will need to demonstrate that the society is pre-eminent or very substantial in its field by providing independent support from a representative body, trade association or other relevant body. If 'Britain' or 'British' is not the first word in the name it will normally be allowed.

If you want to use the word because it is a surname (and the name does not imply a connection with government), you will usually be given approval if the society name includes forenames or initials.

<b>Building Society</b>	<p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS</p> <p>Email: SensitiveBusinessN@fca.org.uk</p> <p>Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<b>Cabinet Office</b>	<p>This expression implies a connection with the Her Majesty's Government. You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Cabinet Office 70 Whitehall London SW1A 2AS</p>
<b>Cadw</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Cadw Welsh Government Plas Carew Unit 5/7 Cefn Coed Parc Nantgarw Cardiff CF15 7QQ</p>
<b>Care and Social Services Inspectorate Wales CISSW</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>National Office Welsh Government Rhydycar Business Park Merthyr Tydfil CF48 1UZ</p> <p>Email: <a href="mailto:cssiw@wales.gsi.gov.uk">cssiw@wales.gsi.gov.uk</a></p>
<b>Chamber(s) of</b>	<p>This expression could imply representative or government status. To support your application you will need to set out the reasons for using this expression and you will need to obtain the views by letter or email of an appropriate body.</p>
<b>Chamber(s) of: Commerce Business Industry Enterprise</b>	<p>You can use 'Chamber of Commerce, Business, Enterprise, Industry, Trade or Training' if you have a letter or email of non-objection from one of the following bodies:</p> <p><b>England and Wales:</b></p>

**Training  
Trade**

Email: [info@britishchambers.org.uk](mailto:info@britishchambers.org.uk)  
British Chambers of Commerce  
65 Petty France  
London  
SW1H 9EU  
<https://www.britishchambers.org.uk/>

**Scotland**

Email: [admin@scottishchambers.org.uk](mailto:admin@scottishchambers.org.uk)  
Scottish Chambers of Commerce  
30 George Square Glasgow G2 1EQ  
<https://www.scottishchambers.org.uk>

**Charter  
Chartered**

You can use the expression 'Chartered' in your proposed name if you have confirmation by email or letter from the relevant professional body.

If you are an existing body and wish to incorporate as a society using 'Charter' or 'Chartered' in the name please provide evidence of your royal charter status. Please note, if you have already registered as a society, you cannot use this word in another society name. This does not apply to expressions such as 'Air Charter', 'Chartered Flights' or 'Chartered Travel'.

**Chartered Accountant  
ICAEW**

You can use the expression 'Chartered Accountant' (or the abbreviation ICAEW) if you obtain the consent of one of the bodies shown below. If you decide to resubmit your application you will need to provide a letter or email of non-objection from the relevant body.

**England and Wales:**

The Institute of Chartered Accountants in England and Wales  
Chartered Accountants' Hall  
Moorgate Place  
London EC2R 6EA  
Email: [contactus@icaew.com](mailto:contactus@icaew.com)

**Scotland:**

The Institute of Chartered Accountants of Scotland  
Head Office  
CA House  
21 Haymarket Yards  
Edinburgh EH12 5BH

<b>Chartered Secretary</b>	<p>Email: enquiries@icas.org.uk</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Institute of Chartered Secretaries and Administrators</p> <p>Saffron House 6-10 Kirby Street London EC1N 8TS</p>
<b>Chartered Surveyor</b>	<p>Email: membersupport@icsaglobal.com</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Royal Institution of Chartered Surveyors</p> <p>RICS</p> <p>Parliament Square</p> <p>London SW1P 3AD</p>
<b>Charity</b> <b>Charitable</b>	<p>Email: contactrics@rics.org</p> <p>In England and Wales you may use this word if you are a charity.</p> <p>In Scotland you may use this word if the body shown below confirms by letter or email that it has no objection:</p> <p>Office of the Scottish Charity Regulator</p> <p>2nd Floor</p> <p>Quadrant House</p> <p>9 Riverside Drive</p> <p>Dundee</p> <p>DD1 4NY</p>
<p><b>Chemist</b></p> <p><b>Dispensing Chemist</b></p> <p><b>Dispensing Druggist.</b></p> <p><b>Druggist.</b></p> <p><b>Pharmaceutical</b></p> <p><b>Pharmaceutical chemist</b></p> <p><b>Pharmaceutical druggist</b></p> <p><b>Pharmaceutist</b></p> <p><b>Pharmacist</b></p> <p><b>Pharmacy</b></p> <p><b>Child Maintenance</b></p>	<p>Email: info@oscr.org.uk</p> <p>These expressions are protected titles and controlled by section 78 of the Medicines Act 1968. You can use any of these titles in your society name if the body shown below confirms by letter or email that you are authorised to use the relevant title.</p> <p><b>England, Wales and Scotland:</b></p> <p>The General Pharmaceutical Council</p> <p>25 Canada Square</p> <p>London E14 5LQ</p> <p>These expressions imply a connection with services provided by the UK government. In England, Wales and Scotland services are provided by Child Maintenance Options, part of the Department for Work and Pensions and</p>

**Child Support**

in Northern Ireland by Child Maintenance Choices.

You can use this expression if the bodies above confirm by letter or email that it has no objection.

Further information can be found at:  
England, Wales and Scotland  
[www.cmoptions.org](http://www.cmoptions.org).

**Chiropractor**  
**Chiropractic practitioner**  
**Chiropractioner**  
**Chiropractic physician**

These expressions are controlled by the Chiropractors Act 1994. You can use this expression if the body shown below confirms by letter or email that it has no objection.

The Chief Executive  
General Chiropractic Council  
44 Wicklow Street  
London WC1X 9HL  
Email: [enquiries@gcc-uk.org](mailto:enquiries@gcc-uk.org)

**Coimisean**  
**Choimisean**  
**Chomisein**  
**Coimisein**

To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise.

You will also need to obtain a letter or email of non-objection from a government body or other relevant organisation.

**Comhairle**  
**Chomhairle**  
**Comhairlean**  
**Chomhairlean**

To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise.

You will also need to obtain a letter or email of non-objection from a government body or other relevant organisation.

**Comisiwn**  
**Gomisiwn**  
**Chomisiwn**

To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims, and that it has the support of

<p><b>Comisiwn Cynulliad Cenedlaethol Cymru</b></p>	<p>whoever it claims it will govern, supervise, or look to it for expertise.</p> <p>You will also need to obtain a letter or email of non-objection from a government body or other relevant organisation.</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The National Assembly for Wales Cardiff Bay Cardiff CF99 1NA</p> <p>or</p> <p>Clerc y Cynulliad Cynulliad Cenedlaethol Cymru Bae Caerdydd Caerdydd CF99 1NA</p>
<p><b>Commission</b></p>	<p>To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession.</p> <p>Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. You will also need to obtain a letter or email of non-objection from a government body or other relevant organisation.</p>
<p><b>Commonhold Association</b></p>	<p>You cannot use this expression in your name.</p>
<p><b>Company</b></p>	<p>You cannot use this expression in your name.</p>
<p><b>Comptroller and Auditor General</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Corporate Secretariat National Audit Office Elizabeth 2 151 Buckingham Palace Road London SW1W 9SS</p>
<p><b>Comptroller and Auditor General for Northern Ireland</b></p>	<p>Email: <a href="mailto:enquiries@nao.gsi.gov.uk">enquiries@nao.gsi.gov.uk</a></p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Comptroller and Auditor General for Northern Ireland</p>

<p><b>Contact lens</b></p>	<p>Northern Ireland Audit Office 106 University Street Belfast BT7 1EU Email: info@niauditoffice.gov.uk</p> <p>You can use this expression if you are a registered medical practitioner, a registered optometrist or a registered dispensing optician authorised to carry out this activity. You will need to provide evidence of your registration with your application.</p> <p>Alternatively, if you are a manufacturer or supplier of contact lenses you will need to confirm this in writing with your application.</p>
<p><b>Co-operative</b></p>	<p>You can use this expression if you are a bona fide co-operative society. You cannot use this expression if you are a community benefit society (or a pre-commencement society meeting the condition for registration that your business is conducted for the benefit of the community) unless the use of the word describes the business of the society, rather than the society itself e.g. [Place name] Co-operative Development Centre Limited.</p>
<p><b>Council</b></p>	<p>To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise.</p> <p>You will also need to obtain a letter or email of non-objection from a government body, a local or any public authority or a relevant body.</p>
<p><b>Court(s)</b></p>	<p>This expression could imply a connection with the Her Majesty's Courts &amp; Tribunals Service. You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Ministry of Justice 102 Petty France London SW1H 9AJ United Kingdom Email: general.queries@justice.gsi.gov.uk</p>

<p><b>Credit Union</b></p>	<p>You can use this word if we confirm by letter or email that we have no objection.</p> <p>Sensitive Business Names Team                  Financial Conduct Authority                  25 The North Colonnade                  Canary Wharf                  London E14 5HS</p> <p>Email: SensitiveBusinessN@fca.org.uk</p> <p>Application form available from:  <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<p><b>Crime Squad</b>  <b>Criminal Intelligence Service</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: communication@nca.x.gsi.gov.uk</p> <p>National Crime Agency                  Units 1-6 Citadel Place Tinworth Street                  London SE11 5EF</p>
<p><b>Crown Estate</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Crown Estate: <a href="https://www.thecrownestate.co.uk/contact-us/">https://www.thecrownestate.co.uk/contact-us/</a></p>
<p><b>Cymru</b>  <b>Gymru</b>  <b>Chymru</b>  <b>Nghymru</b>  <b>Cymreig</b>  <b>Cymraeg</b>  <b>Chymraeg</b>  <b>Chymreig</b>  <b>Gymraeg</b>  <b>Gymreig</b>  <b>Chymreig</b></p>	<p>This expression could imply a connection with a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.</p> <p>If you wish to use this word at the start of your society name you would need to demonstrate that the society is pre-eminent or very substantial in its field. You will also need to provide independent support from a representative body, trade association or other relevant body. The society's registered office or principal place of business must be in Wales.</p> <p>If you want to use the words because it is a surname, you will usually be given approval if the society name includes forenames or initials.</p>
<p><b>Cyngor</b>  <b>Chyngor</b>  <b>Gyngor</b></p>	<p>To use this word the society should normally be an independent advisory body; a deliberative assembly; or a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims, and that it has the support of</p>



<b>Cenedlaethol Cymru</b>	<p>whoever it claims it will govern, supervise, or look to it for expertise.</p> <p>You will also need to obtain a letter or email of non-objection from a government body, a local or any public authority or a relevant body.</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The National Assembly for Wales Cardiff Bay Cardiff CF99 1NA or Clerc y Cynulliad Cynulliad Cenedlaethol Cymru Bae Caerdydd Caerdydd CF99 1NA</p>
<b>Dental Dentistry</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>General Dental Council Registration Development 37 Wimpole Street London W1G 8DQ Email: <a href="mailto:businessnames@gdc-uk.org">businessnames@gdc-uk.org</a></p>
<b>Dentist Dental Surgeon Dental-Practitioner</b>	<p>These words and expressions are controlled by the Dental Act 1984. You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Registrar General Dental Council 37 Wimpole Street London W1G 8DQ Email: <a href="mailto:businessnames@gdc-uk.org">businessnames@gdc-uk.org</a></p>
<b>Diùc Dhiùc Diùcan Dhiùcan Ban-diùc Bhan-dhiùc Bhan-dhiùcan Ban-diùcan</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: <a href="mailto:protocol@scotland.gsi.gov.uk">protocol@scotland.gsi.gov.uk</a> or write to: The Scottish Government Protocol Team Victoria Quay Edinburgh EH6 6QQ</p>

**Dispensing Optician**

This expression is controlled by the Opticians Act 1989. You can use it if the body shown below confirms by letter or email that it has no objection.

The Registrar  
General Optical Council  
41 Harley Street  
London W1G 8DJ  
Email: [goc@optical.org](mailto:goc@optical.org)

**Dug**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**Ddug**

Email: [PAD@wales.gsi.gov.uk](mailto:PAD@wales.gsi.gov.uk)

**Duges**

or write to:

**Dduges**

Brand Manager  
Strategic and Corporate Communications  
Welsh Government  
Cathays Park  
Cardiff CF10 3NQ

**Duke**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**Duchess****England:**

E-mail (faster & preferred):  
[royalnames@cabinetoffice.gov.uk](mailto:royalnames@cabinetoffice.gov.uk)  
or write to:

Cabinet Office  
Constitutional Policy Team  
4th Floor (South 1)  
1 Horse Guards Road  
London SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word: information about the society/organisation and its future plans; its present administration and activities; details of any Royal or Government associations; details of leading members and membership numbers; publications and if appropriate accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a

	<p>street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information</p> <p><b>Wales:</b>          Email: PAD@wales.gsi.gov.uk          or write to:          Brand Manager          Strategic and Corporate Communications          Welsh Government          Cathays Park          Cardiff CF10 3NQ</p> <p><b>Scotland:</b>          Email: protocol@scotland.gsi.gov.uk          or write to:          The Scottish Government          Protocol Team          3-D Bridge, Victoria Quay          Edinburgh EH6 6QQ</p>
<p><b>Ei Fawrhydi</b> <b>Ei Mawrhydi</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: PAD@wales.gsi.gov.uk          or write to:          Brand Manager          Strategic and Corporate Communications          Welsh Government          Cathays Park          Cardiff CF10 3NQ</p>
<p><b>Employment Medical Advisory Service EMAS</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England, Wales and Scotland:</b>          Health and Safety Executive          (1G) Redgrave Court          Merton Road          Bootle L20 7HS</p>
<p><b>England English</b></p>	<p>This expression could imply a connection with a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.</p>

**Enrolled Optician**

If you wish to use this word at the start of your society name or 'of England' anywhere in the name, you will need to show that the society is pre-eminent or very substantial in its field. You will also need to provide independent support from a representative body, trade association or other relevant body. The society's registered office or principal place of business must be in England.

If the word is used elsewhere in the name, the society's registered office or principal place of business must be in England.

If you want to use the word because it is a surname, you will usually be given approval if the society name includes forenames or initials.

This expression is controlled by the Opticians Act 1989. You can use it if the body shown below confirms by letter or email that it has no objection.

The Registrar

General Optical Council

41 Harley Street

London W1G 8DJ

Email: [goc@optical.org](mailto:goc@optical.org)

**Europe****European****European Union**

This expression could imply a connection with a government department or body, or any public authority, e.g. the European Union. You can use this word if the relevant body confirms by letter or email that it has no objection.

If you wish to use it at the start of your society name or 'of Europe' or 'of the European Union' anywhere in the name, you will need to demonstrate that the society is pre-eminent or very substantial in its field by providing independent support from a representative body, trade association or other relevant body. If 'Europe' or 'European' is not the first word in the name it will normally be allowed.

**Financial Conduct Authority****Financial Services Authority**

You can use this expression if we confirm that we have no objection.

Sensitive Business Names Team

Financial Conduct Authority

25 The North Colonnade

Canary Wharf

London E14 5HS

Email: [SensitiveBusinessN@fca.org.uk](mailto:SensitiveBusinessN@fca.org.uk)

**Financial Reporting Council**

Application form available from:  
<https://www.fca.org.uk/firms/firm-details/sensitive-business-names>

You can use this expression if the body shown below confirms by letter or email that it has no objection.

General Counsel & Company Secretary  
 Financial Reporting Council  
 5th Floor, Aldwych House  
 71-91 Aldwych London  
 WC2B 4HN

Email: [enquiries@frc.org.uk](mailto:enquiries@frc.org.uk)

**Financial Reporting Review Panel**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Financial Reporting Council  
 8th Floor 125 London Wall London  
 EC2Y 5AS

Email: [enquiries@frc.org.uk](mailto:enquiries@frc.org.uk)

**Foundation**

To use this expression the society should normally be a community benefit society (or a pre-commencement society conducting its business for the benefit of the community). The rules should include objects that reflect the specific purpose of the society and a non-profit distribution clause, which provides that any profits should be used to further the objects of the society and not paid to the members as dividends.

The society should have a pool of money or a regular source of finance available to promote the objects. You will need to confirm this when you submit your application.

**Friendly Society**

You can use this expression if we confirm that we have no objection.

Sensitive Business Names Team  
 Financial Conduct Authority  
 25 The North Colonnade  
 Canary Wharf  
 London E14 5HS

Email: [SensitiveBusinessN@fca.org.uk](mailto:SensitiveBusinessN@fca.org.uk)

Application form available from:  
<https://www.fca.org.uk/firms/firm-details/sensitive-business-names>

**Fund**

You can use this expression if we confirm that we have no objection.

Sensitive Business Names Team

<b>Further Education</b>	<p>Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS Email: SensitiveBusinessN@fca.org.uk Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England:</b> Department for Business, Innovation &amp; Skills Higher Education Governance 1 Victoria Street London SW1H 0ET</p> <p><b>Scotland:</b> Scottish Government Higher Education Governance Team Atlantic Quay 150 Broomielaw Glasgow G2 8LG</p> <p><b>Wales:</b> Welsh Government Cathays Park Cardiff CF10 3NQ</p>
<b>General practitioner</b>	<p>This expression is a protected title controlled by section 49 of the Medical Act 1983. You can use this expression in your society name if your professional body confirms (letter or email) that you are authorised to use the relevant title.</p>
<b>Geneva Cross</b>	<p>This expression is controlled by the Geneva Convention Act 1957 and will not be permitted for use in a society name.</p>
<b>Government</b>	<p>This expression could imply a connection with Her Majesty's Government. If there is a connection you will need to obtain a letter or email of non-objection from a government department or body.</p>
<b>The Governor and Company of the Bank of England</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Governor and Company of the Bank of England Threadneedle Street</p>

**Gwasanaeth iechyd.**  
**Wasanaeth iechyd**

London EC2R 8AH

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Welsh Government

Head of Communications

Health & Social Services Directorate

General Head of Corporate  
Management

South Wing, 4th Floor

Cathays Park

Cardiff CF10 3NQ

**Health and Safety**

This expression will be allowed provided your proposed name does not imply a connection with the Health and Safety Executive.

**Health and Safety Executive**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**England, Wales and Scotland:**

Health and Safety Executive

Redgrave Court

Merton Road

Bootle L20 7HS

**Health and Social Care**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Department of Health or relevant local authority.

**Health centre**  
**Health service**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**England:**

Department of Health

Head of Brand Management

Skipton House

80 London Road

London SE1 6LH

**Scotland:**

Scottish Government

Health Directorate

Business Management and Support

Floor 2N.11

St Andrew's House

Regent Road

Edinburgh EH1 3DG

**Health visitor**

Email: [ceu@scotland.gsi.gov.uk](mailto:ceu@scotland.gsi.gov.uk)

**Wales:**

Welsh Government  
 Head of Communications  
 Health & Social Services Directorate  
 General Head of Corporate  
 Management  
 South Wing, 4th Floor  
 Cathays Park  
 Cardiff CF10 3NQ

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Head of Office of the Chair and Chief Executive

Nursing & Midwifery Council  
 23 Portland Place  
 London W1B 1PZ

Email: [ceoffice@nmc-uk.org](mailto:ceoffice@nmc-uk.org)

**Higher Education**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**England:**

Department for Business, Innovation & Skills

Higher Education Governance  
 1 Victoria Street  
 London SW1H 0ET

**Scotland:**

Scottish Government  
 Higher Education Governance Team  
 Atlantic Quay  
 150 Broomielaw  
 Glasgow G2 8LG

**Wales:**

Welsh Government  
 Cathays Park  
 Cardiff CF10 3NQ

**His Majesty  
Her Majesty**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

**England:**

E-mail (faster and preferred):  
[royalnames@cabinetoffice.gov.uk](mailto:royalnames@cabinetoffice.gov.uk) or  
 write to:



Cabinet Office  
Constitutional Policy Team  
4th Floor (South 1)  
1 Horse Guards Road  
London SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word: information about the society/organisation and its future plans; its present administration and activities; details of any Royal or Government associations; details of leading members and membership numbers; publications and if appropriate accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information.

**Wales:**

Email: [PAD@wales.gsi.gov.uk](mailto:PAD@wales.gsi.gov.uk)

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff CF10 3NQ

**Scotland:**

Email: [protocol@scotland.gsi.gov.uk](mailto:protocol@scotland.gsi.gov.uk)

or write to:

Scottish Government

Protocol Team

3-D Bridge

Victoria Quay

Edinburgh EH6 6QQ

**Home Office**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Home Office

Direct Communications Unit

2 Marsham Street

<b>House of Commons</b>	<p>London SW1P 4DF</p> <p>Email: <a href="mailto:public.enquiries@homeoffice.gsi.gov.uk">public.enquiries@homeoffice.gsi.gov.uk</a></p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p>
<b>House of Lords</b>	<p>Corporate Officer of the House of Commons House of Commons Legal Services Office London SW1 0AA</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Corporate Officer of the House of Lords</p>
<b>HPSS HSC</b>	<p>Houses of Parliament</p> <p>London SW1A 0AA</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Office of the Permanent Secretary Department of Health, Social Services and Public Safety (DHSSPS) C.4.15, Castle Buildings Stormont Estate Belfast BT4 3SQ Email: <a href="mailto:ops@dhsspsni.gov.uk">ops@dhsspsni.gov.uk</a></p>
<b>Industrial and Provident Society</b>	<p>You can use this expression if you are a 'pre-commencement society' i.e. a society that was registered or deemed registered under the Industrial and Provident Societies Act 1965.</p>
<b>Inspectorate</b>	<p>This word could imply the society has a quasi-judicial role similar to decisions made by a court of law, administrative tribunal or government officials.</p> <p>You can use this expression if a government body or a relevant body, confirms by letter or email that it has no objection.</p>
<b>Intellectual Property IPO</b>	<p>This expression will normally be allowed provided the name does not imply a connection with the Intellectual Property Office (IPO). If there is a connection we may contact IPO to seek their view.</p>
<b>Institute Institution</b>	<p>Approval to use this expression is normally given only to fully functioning organisations that are established in the field but operate under a different name. The range of activities may vary but institutes are organisations that typically undertake research at the highest level or are professional bodies</p>

	<p>of the highest standing. The factors we will take into account include:</p> <ul style="list-style-type: none"> <li>•whether there is a good reason for establishing the institute</li> <li>•whether the activities are regulated or unregulated</li> <li>•whether the organisation already exists in some form</li> <li>•the nature of any work it provides for other organisations</li> <li>•the relevance and nature of support from existing organisations</li> <li>•whether the institute offers training leading to its own qualifications</li> <li>•whether the institute provides training or activities that support qualifications provided by other bodies such as universities or colleges</li> <li>•whether the institute's activities are supported by or associated with activities undertaken by a government body, an independent organisation established in the field or a funding organisation</li> </ul> <p>You will need to obtain the written views by letter or email of one or more relevant bodies.</p> <p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS Email: SensitiveBusinessN@fca.org.uk Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<p><b>Insurance</b> <b>Insurer</b></p>	<p><b>Judicial appointment</b></p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Ministry of Justice Democracy, Constitution and Law Group 102 Petty France London SW1H 9A</p>
<p><b>King</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England:</b></p>

E-mail (faster & preferred)  
[royalnames@cabinetoffice.gov.uk](mailto:royalnames@cabinetoffice.gov.uk)

or write to:

Cabinet office  
 Constitutional Policy Team  
 4th Floor (South 1)  
 1 Horse Guards Road  
 London SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word; the history of the society/organisation and its future plans; details of any Royal or Government associations/leading members; details of leading members and membership numbers; details of any publications and if appropriate, accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information.

**Wales:**

Email: [PAD@wales.gsi.gov.uk](mailto:PAD@wales.gsi.gov.uk)

or write to:

Brand Manager  
 Strategic and Corporate Communications  
 Welsh Government  
 Cathays Park  
 Cardiff CF10 3NQ

**Scotland:**

Email: [protocol@scotland.gsi.gov.uk](mailto:protocol@scotland.gsi.gov.uk)

or write to:

Scottish Government  
 Protocol Team  
 3-D Bridge  
 Victoria Quay  
 Edinburgh EH6 6QQ

**Law Commission**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

<p><b>Licensing</b></p>	<p>Ministry of Justice Democracy, Constitution and Law Group 102 Petty France London SW1H 9AJ</p> <p>This expression is normally associated with an authority that carries out licensing functions under the Licensing Act 2003. This includes, for example, the licensing of the sale of alcohol, entertainment, films and clubs.</p> <p>Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern or supervise.</p> <p>You will also need to obtain a letter or email of non-objection a relevant body such as a local or any public authority.</p>
<p><b>Licensing Authority Assets Recovery</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: <a href="mailto:communication@nca.x.gsi.gov.uk">communication@nca.x.gsi.gov.uk</a></p> <p>National Crime Agency Units 1-6 Citadel Place Tinworth Street London SE11 5EF</p>
<p><b>Llywodraeth Lywodraeth</b></p>	<p>You can use this expression in any part of the UK if the body shown below confirms (letter or email) that it has no objection.</p> <p>Welsh Government Head of Communications Cathays Park Cardiff CF10 3NQ</p>
<p><b>Medical centre</b></p>	<p>You can use this expression anywhere in the UK if the body shown below confirms by letter or email that it has no objection.</p> <p>Office of the Permanent Secretary Department of Health, Social Services and Public Safety (DHSSPS) C.4.15, Castle Buildings Stormont Estate Belfast BT4 3SQ</p> <p>Email: <a href="mailto:ops@dhsspsni.gov.uk">ops@dhsspsni.gov.uk</a></p>
<p><b>Midwife Midwifery</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Head of Office of the Chair and Chief Executive Nursing &amp; Midwifery Council</p>

<b>Mòrachd</b> <b>Mhòrachd</b>	<p>23 Portland Place London W1B 1PZ Email: ceoffice@nmc-uk.org</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: protocol@scotland.gsi.gov.uk or write to: The Scottish Government Protocol Team 3-D Bridge Victoria Quay Edinburgh EH6 6QQ</p>
<b>Mutual</b>	<p>For the purposes of this guidance, where a society wants to use this expression in its name to describe itself we would generally expect to see a society meeting this following indicators:</p> <ul style="list-style-type: none"> <li>•those who participate in the society’s business are its members</li> <li>•only those who contribute to any surplus through participation in the society’s business receive any part of the surplus</li> <li>•on solvent dissolution any remaining surplus is distributed amongst the membership.</li> </ul>
<b>National Accounts</b> <b>National Accounting</b> <b>NAO</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Comptroller &amp; Auditor General Corporate Secretariat National Audit Office 157-197 Buckingham Palace Road London SW1W 9SP Email: enquiries@nao.gsi.gov.uk</p>
<b>National Assembly for Wales</b> <b>National Assembly for Wales Commission</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The National Assembly for Wales Cardiff Bay Cardiff CF99 1NA</p>
<b>NHS</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Department of Health Head of Brand Management Skipton House</p>

**Northern Ireland****Northern Irish**

80 London Road

London SE1 6LH

This expression could imply a connection with the Northern Ireland Assembly or Executive, a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection.

If you wish to use this expression at the start of your society name or 'of Northern Ireland' anywhere in the name, you will need to show that the society is pre-eminent or very substantial in its field by providing independent support from a representative body, trade association or other relevant body. The society's registered office or principal place of business must be in Northern Ireland.

If the word does not imply a connection with government and is not the first word in the name, it will normally be allowed. The society's registered office or principal place of business must be in Northern Ireland.

**Northern Ireland Assembly****Northern Ireland Assembly Commission****Northern Ireland Executive**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Northern Ireland Assembly

Parliament Buildings

Belfast BT4 3XX

**Northern Ireland Audit Office**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Northern Ireland Audit Office

106 University Street

Belfast BT7 1EU

Email: [info@niauditoffice.gov.uk](mailto:info@niauditoffice.gov.uk)**Notary****Notary public****Notarial**

You can use this expression in your proposed name if the body shown below confirms by letter or email that you are authorised to use this title.

**England & Wales:**

The Faculty Office

1 The Sanctuary

London SW1P 3JT

Email: [faculty.office@thesanctary.com](mailto:faculty.office@thesanctary.com)**Scotland:**

The Law Society of Scotland

26 Drumsheugh Gardens

**Nuclear Installation**

Edinburgh EH3 7YR

The Office for Nuclear regulation (ONR) is responsible for the licensing and regulation of all Nuclear installations in the UK. You can use this expression if the body shown below confirms by letter or email that it has no objection.

Email: [ONRenquiries@onr.gsi.gov.uk](mailto:ONRenquiries@onr.gsi.gov.uk)

Office for Nuclear Regulation

Building 4 Redgrave Court

Merton Road

Bootle L20 7HS

**Nurse  
Nursing**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Head of Office of the Chair and Chief Executive

Nursing &amp; Midwifery Council

23 Portland Place

London W1B 1PZ

Email: [ceoffice@nmc-uk.org](mailto:ceoffice@nmc-uk.org)**Olympic  
Olympian  
Olympiad  
Paralympic  
Paralympian  
Paralympiad**

The expressions Olympic, Olympian, Olympiad, Paralympic, Paralympian and Paralympiad plus their plurals, translations and anything similar to them are protected by the Olympic Symbol etc. (Protection) Act 1995.

To use any of these words and expressions you must obtain the written consent of:

British Olympic Association

60 Charlotte Street

London

W1T 2NU

Email: [brandprotection@teamgb.com](mailto:brandprotection@teamgb.com)**Citius, Altius, Fortius,  
Faster, Higher, Stronger  
Spirit in Motion.**

These expressions, their translations and anything similar to them are protected by the Olympic Symbol etc. (Protection) Act 1995. To use any of these expressions you must obtain the written consent of the British Olympic Association at the above address.

**Office for Nuclear Regulation**

You can use this expression or anything similar if the Office for Nuclear Regulation confirms by letter or email that it has no objection.

Email: [ONRenquiries@onr.gsi.gov.uk](mailto:ONRenquiries@onr.gsi.gov.uk)

Office for Nuclear Regulation

Building 4 Redgrave Court



**Oifis sgrùdaidh**

Merton Road

Bootle

L20 7HS

You can use this expression if the body shown below confirms by letter or email that it has no objection.

The Secretary

Audit Scotland

110 George Street

Edinburgh EH2 4LH

Email: [info@audit-scotland.gov.uk](mailto:info@audit-scotland.gov.uk)

**Oilthigh  
t-Oilthigh  
Oilthighean  
h-Oilthighean**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Email: [protocol@scotland.gsi.gov.uk](mailto:protocol@scotland.gsi.gov.uk)

or write to:

The Scottish Government

Protocol Team

3-D Bridge

Victoria Quay

Edinburgh EH6 6QQ

**Ombudsman  
Ombwdsmon**

This expression is normally associated with a statutory organisation appointed by government or an organisation authorised to investigate complaints, generally on behalf of individuals such as consumers or taxpayers, against private or public institutions. These organisations may request relevant information from parties in relation to a dispute.

If you are not a statutory body you must:

- be certified as a provider of alternate dispute resolution by Trading Standards Institute (the body appointed by the Secretary of State for Business Innovation and Skills to carry out such certification), or other competent authority set out in the Consumer Protection, Alternative Dispute Resolution for Consumer Disputes (Competent Authorities and Information) Regulations 2015; and
- be a member of the Ombudsman Association at ombudsman level
- membership; and have a proven track record in dispute resolution in respect of the activity that forms the basis of your application. We would normally expect that track record to be for at least 12 months.

	<p>To support the application to register a society name or to obtain approval to use a business name, you should provide:</p> <ul style="list-style-type: none"> <li>•evidence of certification by the relevant Competent Authority;</li> <li>•a copy of an email or letter from the Ombudsman Association (or other evidence) confirming your ombudsman level membership;</li> <li>•evidence of providing dispute resolution for consumers in the sector you wish to operate in, including membership numbers, member names and examples of case studies relating to dispute resolution.</li> </ul> <p>If you don't meet all of these criteria, you should register using a different name and, if applicable, reapply later when you can demonstrate that you do meet them.</p>
<p><b>Ophthalmic Optician Optician Optometrist</b></p>	<p>These words and expressions are controlled by the Opticians Act 1989. You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Registrar General Optical Council 41 Harley Street London W1G 8DJ Email: <a href="mailto:goc@optical.org">goc@optical.org</a></p>
<p><b>Ordnance Survey</b></p>	<p>You can use the expression in your proposed name if the body shown below confirms by letter or email that it has no objection.</p> <p>Ordnance Survey Explorer House Adanac Drive Southampton SO16 0AS Email: <a href="mailto:customerservices@ordnancesurvey.co.uk">customerservices@ordnancesurvey.co.uk</a></p>
<p><b>Parlamaid Pharlamaid Parlamaidean Pharlamaidean</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Secretary Scottish Parliamentary Corporate Body The Scottish Parliament Edinburgh EH99 1SP</p>
<p><b>Parliament</b></p>	<p>You can use this expression if the body</p>

<p><b>Parliamentarian</b> <b>Parliamentary</b></p>	<p>shown below confirms by letter or email that it has no objection.</p> <p>The Corporate Officer of the House of Lords and separately The Corporate Officer of the House of Commons Houses of Parliament London SW1A 0AA</p>
<p><b>Patent</b> <b>Patentee</b></p>	<p>You can use this expression if the Intellectual Property Office (IPO) confirms by letter or email that it has no objection.</p> <p>Legal Framework Team Copyright and Enforcement Directorate Intellectual Property Office Concept House Cardiff Road Newport NP10 8QQ Email: ipenforcement@ipo.gov.uk</p>
<p><b>The Pensions Advisory Service</b></p>	<p>You can use this expression if the department shown below confirms by letter or email that it has no objection.</p> <p>Department for Work and Pensions Protection and Stewardship, 7 floor, Caxton House 6-12 Tothill Street London SW1H 9NA</p>
<p><b>Physician</b></p>	<p>This word is a protected title controlled by section 49 of the Medical Act 1983. You can use it in your society name if your professional body confirms by letter or email that you are authorised to use the relevant title.</p> <p>Email: gmc@gmc-uk.org</p>
<p><b>Police</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England &amp; Wales:</b> Home Office Policing Strategy Team Crime and Policing Group Fry Building 2 Marsham Street London SW1P 4DF</p> <p><b>Scotland:</b></p>

<b>Polytechnic</b>	<p>Scottish Government Police Division St Andrews House Regent Road Edinburgh EH1 3DG</p> <p>You can use this expression if the department shown below confirms by letter or email that it has no objection.</p> <p>Department for Business, Innovation &amp; Skills Higher Education Governance Level 3, Kingsgate House 66-74 Victoria Street London SW1E 6SW</p>
<b>Post Office</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Post Office Limited 148 Old Street London EC1V 9HQ</p>
<b>Prifysgol</b> <b>Brifysgol</b> <b>Phrifysgol</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: PAD@wales.gsi.gov.uk or write to: Brand Manager Strategic and Corporate Communications Welsh Government Cathays Park Cardiff CF10 3NQ</p>
<b>Primary Education</b>	<p>You cannot use this expression if your proposed name implies a connection with education services provided by a local authority. If appropriate you should include a copy of a letter or email of non-objection from a relevant local authority.</p>
<b>Prince</b> <b>Princess</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England:</b> E-mail (faster &amp; preferred): royalnames@cabinetoffice.gov.uk or write to: Cabinet Office</p>

Constitutional Policy Team

4th Floor (South 1)

1 Horse Guards Road

London SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word; information about the society/organisation and its future plans; its present administration and activities; details of any Royal or Government associations; details of leading members and membership numbers; details of any publications and if appropriate, accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information.

**Wales:**

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff CF10 3NQ

**Scotland:**

Email: protocol@scotland.gsi.gov.uk

or write to:

Scottish Government

Protocol Team

3-D Bridge

Victoria Quay

Edinburgh EH6 6QQ

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Email: protocol@scotland.gsi.gov.uk

or write to:

Scottish Government

Protocol Team

**Prionnsa**

**Phrionnsa**

**Prionnsaichean**

**Phrionnsaichean**

**Bana-phrionnsa**

**Bhana-Phrionnsa**

<p><b>Bana-Prionnsaichean</b> <b>Bhana-Phrionnsaichean</b></p>	<p>3-D Bridge Victoria Quay Edinburgh EH6 6QQ</p>
<p><b>Prudential Regulation Authority</b></p>	<p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS Email: SensitiveBusinessN@fca.org.uk Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<p><b>Prydain</b> <b>Phrydain</b> <b>Brydain</b> <b>Prydeinig</b> <b>Phrydeinig</b> <b>Brydeinig</b></p>	<p>This expression could imply a connection with a government department or body or a local or any public authority. You can use this word if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.</p> <p>If you wish to use this word at the start of your name, or you wish to use the expression 'o Prydain' or 'o Prydain Mawr' (or mutated forms) anywhere in the name, you will need to demonstrate that the society is pre-eminent or very substantial in its field. To support your application you will also need to obtain the views (letter or email) of a representative body, trade association or other relevant body.</p> <p>If the expression does not imply a connection with government and is not the first word in the name, it will normally be allowed. If you want to use the word because it is a surname, you will usually be given approval if you include forenames or initials.</p>
<p><b>Queen</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England:</b> E-mail (preferred &amp; faster): royalnames@cabinetoffice.gov.uk or write to: Cabinet Office Constitutional Policy Team 4th Floor (South 1) 1 Horse Guards Road</p>

London SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word; information about the society/organisation and its future plans; its present administration and activities; details of any Royal or Government associations; details of leading members and membership numbers; details of any publications and if appropriate, accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents the name of a street please provide evidence of location; if the name is a surname please include this information in your email (or letter); if appropriate, provide details of long usage and any other relevant information.

**Wales:**

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff CF10 3NQ

**Scotland:**

Email: protocol@scotland.gsi.gov.uk

or write to:

Scottish Government

Protocol Team

3-D Bridge

Victoria Quay

Edinburgh EH6 6QQ

You can use this expression if we confirm that we have no objection.

Sensitive Business Names Team

Financial Conduct Authority

25 The North Colonnade

Canary Wharf

London E14 5HS

Email: SensitiveBusinessN@fca.org.uk

**Reassurance**

**Reassurer**

**Reinsurance**

**Reinsurer**

**Red Crescent****Red Cross****Red Lion and Sun****Regional Health and Social Care Board****Regional Agency for Public Health and Social Well-being**

Application form available from:  
<https://www.fca.org.uk/firms/firm-details/sensitive-business-names>

These expressions are protected controlled by the Geneva Conventions Act 1957 and will not be permitted for use in a society or business name.

You can use this expression if the department shown below confirms by letter or email that it has no objection.

Office of the Permanent Secretary  
 Department of Health, Social Services and Public Safety

Room C4.15, Castle Buildings

Stormont Estate,

Belfast BT4 3SQ

Email: SensitiveBusinessN@fca.org.uko

**Registered Optician**

This expression is controlled by the Opticians Act 1989. You can use it if the body shown below confirms by letter or email that it has no objection.

The Registrar

General Optical Council

41 Harley Street

London W1G 8DJ

Email: goc@optical.org

**Registrar**

This expression could imply that the society has a regulatory role such as a governing, supervisory or representative body of an activity, trade, business or profession. If this applies then evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern or supervise.

You will also need to provide a letter or email of non-objection from a government body, a local or any public authority or a relevant body.

**Regulator**

This expression could imply that the society has a regulatory role such as a governing, supervisory or representative body of an activity, trade, business or profession.

Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern or supervise.

You will also need to obtain confirmation by letter or email from a government body, a local or any public authority or a relevant body, that it has no objection.



<p><b>Riaghaltas</b> <b>Riaghaltais</b> <b>Riaghaltasan</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Secretary Scottish Parliamentary Corporate Body The Scottish Parliament Edinburgh EH99 1SP</p>
<p><b>Rìgh</b> <b>Banrigh</b> <b>Bhanrigh</b> <b>Bhanrighrean</b> <b>Banrighrean</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: <a href="mailto:protocol@scotland.gsi.gov.uk">protocol@scotland.gsi.gov.uk</a> or write to: The Scottish Government Protocol Team 3-D Bridge Victoria Quay Edinburgh EH6 6QQ</p>
<p><b>Rioghail</b> <b>Rìoghalachd</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: <a href="mailto:protocol@scotland.gsi.gov.uk">protocol@scotland.gsi.gov.uk</a> or write to: The Scottish Government Protocol Team 3-D Bridge Victoria Quay Edinburgh EH6 6QQ</p>
<p><b>Royal</b> <b>Royalty</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p><b>England:</b> E-mail (faster &amp; preferred): <a href="mailto:royalnames@cabinetoffice.gov.uk">royalnames@cabinetoffice.gov.uk</a> or write to: Cabinet Office Constitutional Policy Team 4th Floor (South 1) 1 Horse Guards Road London SW1A 2HQ</p> <p>To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word information about the society/organisation and its future plans; its present administration and activit-</p>

**Scotland**  
**Scottish**

ies; details of any Royal or Government associations; details of leading members and membership numbers; details of any publications and if appropriate, accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information.

**Wales:**

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff CF10 3NQ

**Scotland:**

Email: protocol@scotland.gsi.gov.uk

or write to:

Scottish Government

Protocol Team

3-D Bridge

Victoria Quay

Edinburgh EH6 6QQ

This expression could imply a connection with the Scottish Government, a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.

If you wish to use this word at the start of your society name or 'of Scotland' anywhere in the name, you will need to show that the society is pre-eminent or very substantial in its field. You will also need to provide independent support from a representative body, trade association or other relevant body. The society's registered office or principal place of business should be in Scotland.

If the word is used elsewhere in the name, the society's registered office or

<p><b>Scottish Law Commission</b></p>	<p>principal place of business should be in Scotland.</p> <p>If you want to use the word because it is a surname, you will usually be given approval if the society name includes forenames or initials.</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Chief Executive Scottish Law Commission 140 Causewayside Edinburgh EH9 1PR</p>
<p><b>The Scottish Parliament</b> <b>The Scottish Parliamentary Corporate Body</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>The Secretary Scottish Parliamentary Corporate Body The Scottish Parliament Edinburgh EH99 1SP</p>
<p><b>SCE</b></p>	<p>You can use this expression in this form (upper or lower case) at the start or end of your proposed name if you are a European Co-operative Society.</p>
<p><b>Scrivener</b> <b>Scrivener notary</b></p>	<p>You can use this expression if the body shown below confirms by letter or email that you are authorised to use this title.</p> <p>The Faculty Office 1 The Sanctuary London SW1P 3JT Email: <a href="mailto:faculty.office@thesanctary.com">faculty.office@thesanctary.com</a></p>
<p><b>SE</b></p>	<p>You cannot use this expression in this form (upper or lower case) at the start or end of your proposed name because it suggests you are a 'Societas Europaea' (European Company).</p>
<p><b>Secondary education</b></p>	<p>You cannot use this expression if your proposed name implies a connection with education services provided by a local authority. If appropriate your application should include a copy of a letter or email of non-objection from a relevant local authority.</p>
<p><b>Select Committee</b></p>	<p>This expression normally implies a connection with the House of Commons. You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Corporate Officer of the House of Commons</p>

<b>Senedd</b>	Houses of Commons Legal Services Office
	London SW1A 0AA
	You can use this expression if the body shown below confirms by letter or email that it has no objection.
	The National Assembly for Wales
	Cardiff Bay
	Cardiff CF99 1NA
<b>Serious Organised Crime SOCA</b>	You can use this expression if the body shown below confirms by letter or email that it has no objection.
	Email: communication@nca.x.gsi.gov.uk
	National Crime Agency
	Units 1-6 Citadel Place
	Tinworth Street
	London SE11 5EF
<b>Sheffield</b>	You can use this expression if the body shown below confirms by letter or email that it has no objection.
	The Company of Cutlers C/O Hulse & Co
	15 Jessops Riverside
	Brightside Lane
	Sheffield
	S9 2RX
<b>Siambr</b>	This word could imply representative status. To support your application you will need to set out the reasons for using this word and in most cases you will need to obtain the views by letter or email of an appropriate body.
<b>Siambr o:</b>	You can use 'Chamber of Commerce, Business, Enterprise, Industry, Trade or Training' if you have a letter or email of non-objection from one of the following bodies:
<b>Fasnach</b>	<b>England and Wales:</b>
<b>Fusnes</b>	Email: info@britishchambers.org.uk
<b>Ddiwydiant</b>	British Chambers of Commerce
<b>Fenter</b>	65 Petty France
<b>Hyfforddiant</b>	London
<b>Masnach</b>	SW1H 9EU
	<a href="https://www.britishchambers.org.uk/">https://www.britishchambers.org.uk/</a>
	<b>Scotland</b>
	Email: admin@scottishchambers.org.uk
	Scottish Chambers of Commerce

**Social Service**

30 George Square

Glasgow

G2 1EQ

<https://www.scottishchambers.org.uk/>

This expression implies a connection with a local authority Social Services department with access rights to sensitive personal information. You will be able to use this word if the appropriate local authority or other relevant body confirms by letter or email that it has no objection.

**Solicitor**

Different requirements apply for societies registered in England and Wales, or Scotland.

**England and Wales:**

If you are an existing firm of solicitors (i.e. a sole proprietor or partnership) you will already be regulated by the Solicitors Regulatory Authority (SRA).

Your application to form a society must include a copy of your practice letterhead which includes the statement 'regulated by the Solicitors Regulatory Authority'.

If you are a new firm your application must include a letter or email from the SRA confirming that it has no objection.

Email (preferred): [operations@sra.org.uk](mailto:operations@sra.org.uk)

The Solicitors Regulatory Authority  
Operations

The Cube

199 Wharfside Street

Birmingham

B1 1RN

**Scotland:**

You cannot use this word unless the body shown below confirms by letter or email it has no objection.

The Law Society of Scotland

26 Drumsheugh Gardens

Edinburgh

EH3 7YR

<http://www.lawscot.org.uk/abiyt-us/contact-usw>

**Special School**

You can use this expression if the body shown below confirms by letter or email that it has no objection.

<b>Standards</b>	<p><b>England:</b>          Department for Education          2 St Paul's Place          125 Norfolk Street          Sheffield          S1 2FJ</p> <p><b>Scotland:</b>          Scottish Government          Edinburgh          EH99 1SP</p> <p><b>Wales:</b>          Welsh Government          Cathays Park          Cardiff          CF10 3NQ</p> <p>This expression could imply that the society has a regulatory role such as a governing, supervisory or representative body of an activity, trade, business or profession. Evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern or supervise.</p>
<b>Stock exchange</b>	<p>You will also need to obtain a letter or email of non-objection from a government body, a local or any public authority or a relevant body.</p> <p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team          Financial Conduct Authority          25 The North Colonnade          Canary Wharf          London E14 5HS          Email: SensitiveBusinessN@fca.org.uk</p> <p>Application form available from:  <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<b>Surgeon</b>	<p>This word is a protected title controlled by section 49 of the Medical Act 1983. You can use this word in your society name if your professional body confirms by letter or email that you are authorised to use the relevant title.</p> <p>Email: gmc@gmc-uk.org</p>

<b>Swyddfa Archwilio Cymru</b>	<p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Auditor General for Wales Cathedral Road Cardiff CF11 9LJ in Welsh: Archwilydd Cyffredinol Cymru 24 Heol y Gadeirlan Caerdydd CF11 9LJ Email: info@wao.gov.uk</p>
<b>Teyrnas Gyfunol Teyrnas Unedig</b>	<p>You may use this expression provided your proposed name does not imply a connection with a devolved administration, government department or a local or public authority.</p>
<b>Trade Mark</b>	<p>You can use this expression in your proposed name provided it does not imply a connection with the Intellectual Property Office (IPO) which is part of the Department for Business, Innovation &amp; Skills. If there is a connection we may contact IPO to seek their view.</p>
<b>Trade Union</b>	<p>Section 10 (3) of the Trade Union and Labour Relations (Consolidation) Act 1992, prohibits a trade union from being registered as a society under the Co-operative and Community Benefit Societies Act 2014.</p>
<b>Tribunal</b>	<p>This word could imply that the society has a regulatory role such as a governing, supervisory or representative body of an activity, trade, business or profession. If this applies, evidence must be produced to show that the society will be what it claims, and that it has the support of whoever it claims it will govern or supervise.</p> <p>You will also need to provide a letter or email of non-objection from a government body, a local or any public authority or a relevant body.</p>
<b>Trust</b>	<p>Approval to use the word trust depends on the reasons you wish to use it in your proposed name. We will consider each application on its merits but to use this word your organisation should normally be a community benefit society (or a pre-commencement society conducting its business for the benefit of the community) and include a non-profit distribution clause in its rules and be one of the following trusts: Artistic; Community Land; Educa-</p>

tional; Enterprise; or Supporters. The requirements for the approval are set out below.

#### **Artistic Trust**

To use this expression in your proposed name (or if the society is this type of trust but does not include 'Artistic' in the name) the society should normally be a community benefit society (or pre-commencement society conducting its business for the benefit of the community) and include a non-profit distribution clause in the rules.

The society's objects should normally include activities such as advancement and development of the arts, culture, heritage or science.

#### **Community Land Trust**

To use this expression in your proposed name the society should normally be a community benefit society (or a pre-commencement society conducting its business for the benefit of the community) that meets the definition set out in s79 Housing and Regeneration Act 2008.

#### **Educational Trust**

To use this expression in your proposed name (or if the society is this type of trust but does not include 'Educational' in the name) the society should normally be a community benefit society (or a pre-commencement society conducting its business for the benefit of the community) and include a non-profit distribution clause in its rules.

The society's objects should normally include activities that relate to the advancement and promotion of education, art, culture, educational or the community. The rules should also reflect the purpose of the trust.

#### **Enterprise Trust**

To use this expression in your proposed name (or if the society is this type of trust but does not include 'Enterprise' in the name) the society should normally be a community benefit society (or a pre-commencement society conducting its business for the benefit of the community) and include a non-profit distribution clause in its rules. Society's objects should normally include activities that are intended to support the community, for example, by providing advice on business start-up, opportunities for training and development,



	<p>or removing barriers to further education etc.</p> <p>To support your application you will need to obtain the views by letter or email of a relevant body such as a local Chamber of Commerce, a local authority, a bank or any other relevant organisation.</p> <p><b>Supporters Trust</b></p> <p>To use this expression in your name the society will usually be a community benefit society (or pre-commencement society conducting its business for the benefit of the community) with a non-profit distribution clause in its rules, controlled on the basis of one-member-one-vote. The society's objects would normally include being the democratic and representative voice of the supporters of a particular sports club, achieving supporter and community influence in running and owning the club, and promoting community engagement of the communities served by the society and the club.</p> <p>You can use this expression if the body shown below confirms by letter or email that it has no objection.</p> <p>Email: PAD@wales.gsi.gov.uk</p> <p>or write to:</p> <p>Brand Manager Strategic and Corporate Communications The Welsh Government Cathays Park Cardiff CF10 3NQ</p>
<p><b>Tywysog</b> <b>Thywysog</b> <b>Tywysoges</b> <b>Thywysoges</b> <b>Dywysog</b> <b>Dywysoges</b></p>	<p>You can use this expression if we confirm that we have no objection.</p> <p>Sensitive Business Names Team Financial Conduct Authority 25 The North Colonnade Canary Wharf London E14 5HS</p> <p>Email: SensitiveBusinessN@fca.org.uk</p> <p>Application form available from: <a href="https://www.fca.org.uk/firms/firm-details/sensitive-business-names">https://www.fca.org.uk/firms/firm-details/sensitive-business-names</a></p>
<p><b>Underwrite</b> <b>Underwriting</b></p>	<p>This expression could imply a connection with the UK Government, a government department or body, or a local or any public authority. You can use this expression if the relevant body</p>
<p><b>United Kingdom</b></p>	

**University**

confirms by letter or email that it has no objection. This applies even if the word is your surname.

If you wish to use this expression at the start of your society name or 'of the United Kingdom' anywhere in the name, you will need to show that the society is pre-eminent or very substantial in its field.

To support your application you will also need to obtain the views by letter or email of a representative body, trade association or other relevant body. The society's registered office or principal place of business should be in the United Kingdom.

If the expression is used elsewhere in the name, the society's registered office or principal place of business must be in the United Kingdom.

You can use this expression if the body shown below confirms by letter or email that it has no objection.

Use where the registered office of the proposed society will be in:

**England and Wales:**

Department for Business, Innovation & Skills

Higher Education Governance

1 Victoria Street

London

SW1H 0ET

**Wales:**

Welsh Government

Cathays Park

Cardiff

CF10 3NQ

**Scotland:**

Scottish Government

Higher Education Governance Team

Atlantic Quay

150 Broomielaw

Glasgow

G2 8LG

**Vet****Veterinary****Veterinary Surgeon**

These words and expressions are controlled by the Veterinary Surgeons Act 1966. You can use this expression if the body shown below confirms by letter or email that it has no objection.

**Veterinary Practitioner**

The Registrar  
 Royal College of Veterinary Surgeons  
 62-64 Horseferry Rd  
 London  
 SW1P 2AF

Email: [info@rcvs.org.uk](mailto:info@rcvs.org.uk)

**Wales****Welsh**

This expression could imply a connection with the Welsh Government, a government department or body, or a local or any public authority. You can use this expression if the relevant body confirms by letter or email that it has no objection. This applies even if the word is your surname.

If you wish to use this expression at the start of your society name or 'of Wales' anywhere in the name, you will need to show that the society is pre-eminent or very substantial in its field.

To support your application you will also need to obtain the views (letter or email) of a representative body, trade association or other relevant body. The society's registered office or principal place of business should be in Wales.

If the expression is used elsewhere in the name, the society's registered office or principal place of business must be in Wales.

If you want to use the expression because it is a surname, it will normally be allowed if you include forenames or initials.

**Wales Audit Office**

You can use this word if the body shown below confirms by letter or email that it has no objection.

Email: [info@wao.gov.uk](mailto:info@wao.gov.uk)

Wales Audit Office  
 24 Cathedral Road  
 Cardiff  
 CF11 9LJ

**Welsh Government****Welsh Assembly Government**

This expression suggests the society is a part of the Welsh Government. You can use this expression if the body shown below confirms by letter or email it has no objection.

Welsh Government  
 Cathays Park  
 Cardiff  
 CF10 3NQ

**Windsor**

You can use this expression if the body shown below confirms by letter or email it has no objection.

**England:**

E-mail (faster & preferred):

royalnames@cabinetoffice.gov.uk

or write to:

Cabinet Office

Constitutional Policy Team

4th Floor (South 1)

1 Horse Guards Road

London

SW1A 2HQ

To support and speed up your application please email the Cabinet Office with as much information as possible such as the reason(s) you wish to use this word; information about the society/organisation and its future plans; its present administration and activities; details of any Royal or Government associations; details of leading members and membership numbers; details of any publications and if appropriate, accounts for the last 3 years.

If you wish to use the name to represent an existing public house, hotel or similar establishment please provide evidence including the length of time it has existed; if the name represents a street name, evidence of location; if the name is a surname; if it has long usage and any other relevant information.

**Wales:**

Email: PAD@wales.gsi.gov.uk

or write to:

Brand Manager

Strategic and Corporate Communications

Welsh Government

Cathays Park

Cardiff

CF10 3NQ

**Scotland:**

Email: protocol@scotland.gsi.gov.uk

or write to:

Scottish Government

Protocol Team

3-D Bridge  
Victoria Quay  
Edinburgh  
EH6 6QQ

