



Business Name Search and Reservation

USER GUIDE

1.0 NAME SEARCH

During the registering a new company, the first step is to get a name for the company. This involves making an application through **e-citizen website**, to reserve the name.

Before conducting a name search the following should be observed:

- That there is an application for reservation of a company name.
- A receipt for payment/invoice of the prescribed fee.

The Registrar may, on written application, reserve a name pending the registration of the company¹, through online search at the Companies Registry.

The name is reserved for a minimum of **30 days**, as the registrar confirms whether the name is being used by another company. The period may be extended for another 30 days, for special reasons, to give the applicant time to register the name².

One is then required to pay a fee of Ksh **150** per name, which is broken down to **Ksh100**³ for the name and **Ksh50** as the convenience fee.

It should be noted that there is no requirement for a minimum or maximum number of names that an application can give.

1.1 Choosing of a suitable company Name

One must choose a company name for the business that he/she intends to run. The name cannot be the same as another company in the index of registered companies (Section 57 of Companies Act, 2015).

The **Business Registration Service** ensures that the names being lodged for registration do not constitute any prohibited names such as “Al Shabab, Mungiki”. Section 49 of Companies Act, 2015 expounds on the names which will not be registered if:

- a) the use of the name would constitute an offence.
- b) the name consists of abbreviations or initials not authorized by the Companies Act no 17 of 2015.

¹ Companies Act no. 17 of 2015 Section 48(1)

² Companies Act no. 17 of 2015 Section 48(2)

³ Legal notice 80 of 12th June 2003

- c) the Registrar is of the opinion that the name is offensive or undesirable.

The **Companies (general) Regulations Act, 2015, Section 11**: Sets out the principles for determining offensive or undesirable names. The name will not be accepted if:

- a) the name includes “co-operative”, “society” or “trade union “or any variant or synonym of those words.
- b) the name suggests an association with, or the patronage of, the State or any of its agencies, unless there are circumstances that justify its use.
- c) the name suggests an association with, or the patronage of, a foreign government or an embassy, high commission or consulate representing such a government in Kenya.
- d) the name suggests an association with, or the patronage of, a county government.
- e) the name comprises an acronym that will render its use vague or uncertain.
- f) the name includes the name of a registered trade mark unless a document signed by the owner of the trademark and indicating consent to its use is provided.
- g) the name is such that the Registrar believes on reasonable grounds that there is reasonable possibility that it could offend members of a particular community or ethnic or racial group.

1.2 Names indicating connection with public authorities

The Registrar of Companies also check names that indicate connection with public authorities⁴meaning:

- 1) If an application for the approval by the Registrar of a name for a proposed company could in the Registrar’s opinion give the impression that the company would, if registered with that name, be connected with a public authority, the Registrar shall require the applicant to request the authority to give its view on the matter.

⁴ Section 8 of Companies (General) Regulations Act,2015.

- 2) On being required by the Registrar to do so in the above, the applicant shall request the authority to give its view as to —
 - a) whether it considers that the name, if approved, would be connected to a public authority.
 - b) if the authority considers that the name would have that effect, whether it would object or not object to the name being approved for the company by the Registrar.
- 3) As soon as practicable after receiving a request the public authority shall—
 - a) give its view on the proposed name of the company; and
 - b) if it considers that that name would give the impression that the company is, if registered under that name, connected with that authority, state whether it objects or does not object to the approval by the Registrar of the name for the company.

Similarly, it is stated that the approval of the Registrar is required for a company to be registered under this Act by a name that State or local or would be likely to give the impression that the company is public authority⁵. Connected with —

- (a) a State organ;
- (b) a county government;
- (c) any public authority prescribed by the regulation.

Additionally the requirements of the law may⁶-

- provide for the letters or other characters, signs or symbols, including accents and other diacritical marks, and punctuation that may be used in the name of a company to be registered and
- specify a standard style or format for the name of a company for the purposes of registration.
- The regulations may prohibit the use of specified characters, signs or symbols when appearing in specified positions, in particular, at the beginning of a name.

⁵ Companies Act no. 17 of 2015 Section 50.

⁶ Companies Act no. 17 of 2015 Section 52.

1.3 Permitted Characters in a company's name

The Companies (General) Regulations Act, 2015 mentions characters permitted to be used in a company's name for the purposes of **Section 52 of the Companies Act, 2015**, the characters, signs, symbols (including accents and other diacritical marks) and punctuation set out in Part 1 of the Sixth Schedule can be used in the name of a company registered or to be registered under the Act. And that the following characters can be used in any part of a company name:

- a) any character that has an accent or other diacritical mark, sign or symbol set out in Part 1 of the Sixth Schedule ;
- b) 0, 1, 2, 3, 4, 5, 6, 7, 8 or 9; 12;
- c) a full stop, comma, colon, semi-colon or hyphen;
- d) any other punctuation referred to in column 1 of Part 2 of the Sixth Schedule but only in one of the forms set out opposite that punctuation in column 2 of that Part.
- e) The signs and symbols set out in Part 3 of the Sixth Schedule are characters that can be used but not if they are one of the first three characters of a company's name.
- f) The name of a company may not consist of more than 160 permitted characters.

1.4 Circumstances in which a company name will not be registered

These circumstances are well illustrated under Section 10 of Companies (General) Regulations, 2015:

A company name may not be registered if —

- a) it is the same as a name appearing in the Registrar's Index of Company Names⁷, Business Names, Limited Liability Partnerships or Partnerships;
- b) it has a close phonetic resemblance to the name of a company, business name, limited liability partnership or partnership that is already registered;

⁷ Companies Act No. 17 of 2015 Section 57(1)

- c) it differs from the name of another company, business name, limited liability partnership or partnership that is already registered only by the addition of the name of a place, locality or region within Kenya;
- d) it is identical to, or closely resembles, that of a name that has been reserved by the Registrar for use in connection with a proposed company, business name, limited liability partnership or partnership;
- e) it is identical to, or closely resembles, the name of a company or limited liability partnership that has been dissolved, or has been struck off the register of companies or register of limited liability partnerships, or the entry of a business in the register of business names or partnerships kept under the Registration of Business Names Act 2015 has been cancelled;
- f) it is the same as a name of a body corporate or established under a written law;
- g) the Registrar believes on reasonable grounds that its use would involve the commission of a criminal offence; or
- h) the Registrar believes on reasonable grounds that it is offensive or undesirable or contrary to public interest.

1.5 Circumstances in which LLP name will not be registered

The restrictions on registration of limited liability partnership names is provided for in **Section 21 of Limited Liability Partnership Act, 2011.**

The Registrar may refuse to register a limited liability partnership under a name, or allow a limited liability partnership to change its name to one that in the opinion of the Registrar is –

- a. Undesirable;
- b. Identical to that of any other limited liability partnership, corporation or business name;
- c. Identical to a name that is being reserved under this section, the Business Names Act or the laws relating to Companies; or
- d. A name of a kind that the Minister has, by written notice, directed the Registrar not to accept for registration.

1.6 Explanation on names

1.6.1 "Same As" Names

'Same as' names includes those where the only difference to an existing name is:

- certain punctuation
- certain special characters, for example the 'plus' sign
- a word or character that's similar in appearance or meaning to another from the existing name.

For Example:

'Pats Ke Ltd' and 'Pat's Ltd' are the same as 'Pats Ltd'.

Note: You can only register a 'same as' name if:

- Your company is part of the same group as the company or Limited Liability Partnership (LLP) with the existing name.
- you have written confirmation that the company or LLP has no objection to your new name (letter of no objection).

1.6.2 'Same as' rules exceptions

For purposes of Section 57(2) of the Companies Act 2015, a company (the applicant company) may be registered by a proposed name that is the same as, or similar to—

- a. the name of an existing company; or
- b. a name already reserved for a proposed company that is proposed to be registered.

The conditions⁸ are :

- a) the existing company consents, or the promoters of the proposed company, consent, to the proposed name being the name of the applicant company;
- b) the applicant company forms, or is to form, part of the same group as the existing company or the proposed company;

⁸ Section 12(3) of Companies (General) Regulations, 2015.

- c) the applicant company provides the Registrar with a copy of a statement made by that corporation specifying—
 - i. the consent of the existing company or the promoters of the proposed company as referred to in subparagraph (a); and
 - ii. that the applicant company forms, or is to form, part of the same group as the existing company.

1.6.3 'Too like' names

You may have to change your name if someone complains and Registrar agrees it's 'too like' a name in the index of registered companies before yours.

For example:

'Danny Electronics For You Ltd' is the same as 'DZ Electrix 4U Ltd'

Registrar of companies will contact, you if they think that your name is too like another company – you will be given a directive to change name.

1.7 Adequacy Of Certain Descriptions Of Companies

The description of a company is not inadequate or incorrect only because the company⁹—

- a) uses the abbreviation “Co.” or “Coy.” instead of the word “Company” contained in the name of the company;
- b) uses the abbreviation “Ltd.” instead of the word “Limited” contained in the name of the company;
- c) uses the symbol “&” instead of the word “and” contained in the name of the company;
- d) uses any of those words instead of the corresponding abbreviation or symbol contained in the name of the company; or
- e) uses any type or case of letters, spaces between letters, accents or punctuation marks that are not the same as those appearing in the name of the company; or
- f) inserts uses or omits the word “The” or “the” as the first word in its name.

⁹ Section 16 of Companies (General) Regulations, 2015.

1.8 Display Of Registered Name

- a) Registered name at registered office and business venue¹⁰.
- b) Registered name to appear in communication documents (hard copy and electronic), in any transaction instrument of the company and on any website of the company.¹¹

1.9 Direction For Change Of Name

1.9.1 Companies

The Registrar of companies do have power under **Section 58 of Companies Act, 2015** to direct a company to change its name if it has been registered by a name that is the same as or, in the opinion of the Registrar, too similar to –

- i. a name appearing at the time of the registration in the Registrar's index of company names; or
- ii. a name that should have appeared in that index at that time.

The Registrar of company normally gives **30 Days** period to comply with the change of name directive. Failure to comply, the Registrar will strike off the company from the Register.

1.9.2 Limited Liability Partnership

The Registrar may give a direction for change of name¹² if the name is undesirable, identical or nearly resembles the name of any other limited partnership or company or a business name as to be likely to be mistaken. The direction may be given whether the name was registered through inadvertence, mistake or otherwise and whether at the time the partnership was first registered or when it changed its name.

¹⁰ Section 14 of Companies (General) Regulations,2015.

¹¹ Section 15 of Companies (General) Regulations,2015.

¹² Section 21(5) of the Limited Liability Partnership Act, 2011.

NOTE: Failure of the Limited Liability Partnership to comply with the change of name directive (within 6 weeks), it commits an offence¹³ and is liable on conviction to a fine not exceeding **kshs.50,000/=**

¹³ Section 21(9) of Limited Liability Partnership Act, 2011