

## 1. Introduction

- 1.1 To incorporate a Free Zone Limited Liability Company (FZ LLC), one of the first steps is to choose a company name. (An existing company may also change its name by passing a special resolution.) The name reservation system has been implemented and a provisional company name will be assigned by the Registrar of Companies (the "**Registrar**"). It is therefore important that when choosing a company name, promoters should satisfy themselves that the intended company name meets the requirements for the registration of a company name. Choosing an undesirable company name may cause the application to be rejected and a revised application would then be required. It should also be noted that if a company name is confusingly similar to the name of an existing company, it may result in that company being required by the Registrar to change its name.
- 1.2 These Guidelines explain the requirements for the registration of a company name. These Guidelines should be used as a guide only and should be read together with relevant clauses of TECOM Private Companies Regulations which is available for download from the website link <http://www.tecom.ae/law/index.htm>

## 2. General Requirements for a Company Name

- 2.1 A company may be registered with an English name or an Arabic name. A company name with combination of English words/letters and Arabic characters is not allowed..
- 2.2 Translation of a company name into Arabic is carried out phonetically, unless specifically approved by the Registrar.
- 2.3 The name must end with the term "FZ LLC" (See clause No.7.1.1 of TECOM Private Companies Regulations)

## 3. Circumstances in which a Company Name will NOT be registered

- 3.1 Generally speaking, a company name will not be registered if:
- It is the same as or so nearly resembles a name appearing in the Registrar's records of existing company names;
  - It suggests patronage of local prominent persons or of Government;
  - It contains certain "sensitive" words;
  - It infringes other persons' intellectual property;
  - In the opinion of the Registrar, it is offensive or otherwise contrary to the public interest.

(See Regulation 8.2 of the TECOM Private Companies Regulations for a full list of the restrictions)

- 3.2 In determining whether a company name is the same as or so closely resembles another, the following shall be disregarded:
- The definite article, where it is the first word of the name (e.g. The ABC Limited = ABC Limited)

- b. Type and case of letters, accents, spaces between letters and punctuations marks (e.g. A-B-C Limited = a b c Limited)

#### 4. Company Name which will require approval before registration

- 4.1 The registrar's approval is required for a company name:
- a. Which, in the opinion of the Registrar, is likely to give an impression that the Company is connected in any way with the Federal Government or Local Government, any department of either Government; such names will be allowed only where it is considered there is a genuine connection with the same. The use of words such as "Department", "Government", "Bureau", "Federation", "Council", "Authority", would in certain circumstances imply such a connection and will not normally be approved;
- b. Which contains words or expressions listed in clause No. 8.2.3 of the TECOM Private Companies Regulations
- 4.2 The power of approval has been delegated to the Registrar. Applicants should seek the advise of the R&L Department about these type of names and apply in writing for the consent to use these names, before the documents applying for incorporation or change of name are submitted.
- 4.3 The following words and expressions will require the consent of the Registrar before their use will be allowed in a company name:
- Society
  - Chamber of Commerce
  - Cooperative
  - Municipal
  - Savings
  - Association
  - Trust

#### 5. Criteria which the Registrar will apply in forming an opinion on whether a name is the same or so nearly resembles that of another

- 5.1 In considering whether names are too alike, the Registrar will take account of all factors which may be considered to suggest similarity and lead to confusion between the names of two companies. These will include, for example, the nature of the business concerned, the public awareness of the name concerned, evidence of confusion etc.
- 5.2 Subject to this requirement, names may be considered to be "too alike" in the opinion of the Registrar of Companies if:-
- a. The names are visually and / or phonetically identical;
- b. There is only a slight variation in the spelling of the two names and the variation does not make a significant difference between the names; e.g. grammatical variations such as trade / trading, addition of "s" or "es"
- c. The names contain a word or words, which might be regarded as a distinctive element, unless the element is qualified in such a way as would minimize risk of confusion. A

distinctive element will normally be defined as “*English made up words*”, “*non-dictionary English words*” or “*unusual combinations of two or more letters as a key part*”. In some cases, everyday words used in a “distinctive” way may also be considered as distinctive elements. Place names, or everyday descriptive words in general use will not normally be regarded as distinctive. Similar business classifier or descriptive elements, e.g. press/printing, staff agency/ employment agency, or the inclusion in one name of only a general or “weak” qualifications such as international, holding group, services etc., would normally be regarded as a sufficient qualification or distinction.

#### Examples

- i. Names which are the same -
- ii. Names which are phonetically identical – SYNDICATE FZ-LLC v SINDICATE FZ-LLC
- iii. Names in which the slight variation in spelling does not make a significant difference – UNIVERSAL FZ-LLC v UNIVERZAL FZ-LLC
- iv. Grammatical variations which do not have significant difference – VALUE AGENT FZ-LLC v VALUED AGENT FZ-LLC
- v. Names which contain the same distinctive element:-
  - aa. Where the names are sufficiently qualified – FACTROMATIC COMPUTERS FZ-LLC v FACTROMATIC PLANT HIRE FZ-LLC
  - bb. Where the names are not sufficiently qualified – MECHALA FZ-LLC v MECHALA HOLDING FZ-LLC

## 6. Company Names with words and expressions which are covered by other legislation

- 6.1 In some cases, the use of certain words and expressions in company names is covered by other legislation. Their improper use will be an offence. The followings are some examples:
  - a. Under the Banking Regulations, it is an offence to use “Bank” in a company name without the consent of the U.A.E Central Bank
  - b. Under the Securities and Commodities Regulations, no person other than an Exchange Company as therein defined shall use the title “Stock Exchange” “Money Exchange” or the variation.
- 6.2 Applicants should ensure that the use of these words or expressions in the company name will not contravene related legislation. It is advisable that applicants seek advice from the relevant body on the use of the words or expressions in the company name.

## 7. Directions to change a Company Name

- 7.1 The Registrar has power to direct a company to change its name under Regulation 8.3 of the TECOM Companies Regulations.
- 7.2 In examining an intended name before incorporation/registration or change of names, the aspect of a name being the same as or closely resembling that of another company will NOT normally form part of the Registrar’s consideration. It is therefore important that, before applying for incorporation / registration or changing the name of a company, applicants consider carefully whether the intended name could lead to a complaint from another company

for being “too alike” an existing company name, and the possibility that it may be subject to a change of name direction by the Registrar after incorporation / registration or change of name.

- 7.3 Company names which are the same as or closely resemble that of another company will normally be brought to the Registrar’s attention by objections being submitted by a person who feels that the name is the same as or closely resembles that of another company.
- 7.4 Any objection to company names should be submitted to the Registrar, giving reasons in full and including any available evidence of confusion which is claimed to have arisen. Objections lodged should be headed “Names Complaint” and sent to the R&L Department.

## 8. Additional Notes

- 8.1 Registration of a company name does not mean that the name is protected, neither does it mean that such a name is not liable to challenge by others.
- 8.2 If the name is considered to be the same as or closely resembling that of another company appearing in the database of company names kept by the Registrar, a change of name direction will be issued against that company. Non-compliance with such a direction may result in the company’s licence being suspended under the TECOM Licensing Regulations.
- 8.3 If the adopted name infringes the intellectual property rights of a third party, the company may face legal action by that third party. Infringement of intellectual property rights of others may attract criminal or civil sanctions, either in Dubai or elsewhere.
- 8.4 The registration of a company name with the Companies Registry is not, in itself, a defence to any subsequent claim for infringement of intellectual property rights.