

ACRA'S POLICY STATEMENT
ON THE TREATMENT OF BUSINESS NAMES AND NAME COMPLAINT APPLICATIONS

1. This policy statement seeks to provide ACRA's stakeholders with a better understanding of our approach in dealing with registration of business names and in the handling of complaints that persons have used business names in contravention of the legislation administered by ACRA. Please note that this policy statement only applies to complaints made against business names that have been registered with ACRA under our legislation.
2. If your complaint is in connection with an unregistered entity, please click on this [link](#).

Part A: Reservation of business names and general principles in treatment of business names

3. A person who wishes to carry on business activities in Singapore must first register a business (e.g. sole-proprietorship or partnership or limited partnership) or a business entity (e.g. company, variable capital company or limited liability partnership). There are some exceptions to this, for example, if a person chooses to carry on business as an individual proprietor using his full name, or if a firm of 2 or more persons chooses to carry on business using only their full names.
4. Before registering a business or a business entity, a person must first reserve a proposed business name for the business or business entity with ACRA electronically through Bizfile⁺.
5. The reservation of a name for a sole-proprietorship or partnership is under the Business Names Registration Act. The reservation of a name for a company, variable capital company, limited liability partnership or limited partnership is under the Companies Act, Variable Capital Companies Act, Limited Liability Partnerships Act or Limited Partnerships Act, respectively.
6. The Registrar will reject a proposed business name if it is:
 - (a) undesirable;
 - (b) identical to the business name of another company, variable capital company limited liability partnership, corporation or business;
 - (c) identical to another reserved business name; or
 - (d) of a kind the Minister of Finance has directed the Registrar not to accept. e.g. "Temasek".
7. In deciding whether a proposed business name is undesirable, the Registrar may consider whether it is of an obscene nature, or whether it will cause offence to a friendly state or religion or to any particular section of the local communities in Singapore, or whether the use of this business name is contrary to public policy. For example, a business name may be undesirable as being contrary to public policy if this name is similar to that of a government body.
8. A similar name is different from an identical name. The Registrar is not required to reject a proposed business name that is similar to but not identical to another business name. Nonetheless, an applicant of a proposed business name who wishes to reduce the risk of a subsequent name complaint being made against his business name on the ground that it is identical or similar to an existing business name (see paragraphs 12 to 13 and paragraphs 14 to 17 below), should be careful and do due diligence and conduct a search for identical or

similar business names before submitting his proposed business name for reservation. When in doubt, the applicant should try to choose a unique name.

9. It is important to note that quite apart from considering paragraph 6, the Registrar will also need to be satisfied that the proposed business name is not for a business or business entity that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order, or that it would not be contrary to the national security or interest for the business or business entity to be registered.

10. If a registered business name being complained against contains a word(s) that is/ are protected by an injunction granted by the courts under the Trade Marks Act, the Registrar will direct a change of name as explained in paragraph 18 below. Other than afore-mentioned, a registered business name does not confer on the owner a proprietary interest in the business name and ACRA does not administer or enforce intellectual property rights. Business owners should seek independent legal advice on how they can obtain intellectual property rights over their business names or branding (e.g. registration of trademarks, obtaining of goodwill).

Part B: ACRA's policy in deciding name complaint applications

11. A person ("Complainant") may apply in writing to the Registrar ("name complaint application") to direct a business or other business entity ("Respondent") to change its business name if:

- (a) the Respondent's business name falls under any of the grounds below;
 - (i) undesirable;
 - (ii) identical to the business name of another company, variable capital company, limited liability partnership, corporation or business;
 - (iii) of a kind the Minister of Finance has directed the Registrar not to accept;
- (b) the Respondent's business name so nearly resembles Complainant's business name as to be likely to be mistaken for the Complainant's business name; or
- (c) the Respondent's business name is one the use of which has been restrained by an injunction granted under the Trade Marks Act.

Respondent's business name is identical to the Complainant's business name

12. For a name complaint application in which it is alleged that the Respondent's business name is identical to the Complainant's business name, the Registrar will apply the applicable subsidiary legislation administered by ACRA, i.e. Business Names Registration (Identical Names) Regulations 2015, Companies (Identical Names) Regulations 2015, Limited Partnerships Regulations and Limited Liability Partnerships Regulations, in order to decide whether the business names are identical. These Regulations specify the words or expressions that should be disregarded when considering whether business names are identical. Below are some examples of business names that are regarded as identical under these Regulations.

Complainant's business name	Respondent's business name	Reasons why these business names are considered identical in law
ABC Company Pte Ltd	ABC Corporation Pte Ltd	"Company" and "Corporation" are disregarded where they appear at the end of a business name.
David's Textile Trading	David's Textile	"Trading" is disregarded where it appears at the end of a business name.
Morning Caffeine International Pte Ltd	Morning Caffeine Pte Ltd	"International" is disregarded where it appears at the end of a business name.
Minute Glass Pte Ltd	Minute Glass	"Pte" and "Ltd" are disregarded where they appear at the end of a business name.

13. For more information about the words or expressions that are disregarded when determining whether business names are identical, please refer to Annex A for the Companies (Identical Names) Regulations 2015 and to (www.sso.agc.gov.sg) for the other Regulations.

Respondent's business name so nearly resembles the Complainant's business name as to be likely to be mistaken for it

14. If the Complainant is relying on this ground, he must submit a name complaint application to the Registrar within 12 months from the date of the date of registration of the Respondent's business name failing which it will be rejected by the Registrar as the Registrar will have no statutory power to deal with such a complaint. For example, if the Respondent was registered on 1 January 2017, then the Registrar *must* receive the name complaint application by the Complainant by 31 December 2017, in order to be able to consider this application.

15. It is common for many companies and business entities to have similar business names in ACRA's register. Therefore, mere similarity between the two business names alone is not a sufficient reason for the Registrar to allow a name complaint application.

16. The legal test that the Registrar will apply in considering a name complaint application is whether the Respondent's business name "so nearly resembles" the Complainant's business

name “as to be likely to be mistaken for it”. There must be a very close resemblance between the two business names such that confusion arises between them. Below are some examples of business names for which the Registrar would not direct a change of name, because the business names did not so nearly resemble each other. These examples are for illustration purposes only, and each name complaint application received will be assessed on a case by case basis.

Complainant’s business name	Respondent’s business name	Reasons why Registrar would not direct a change of name
Ace Global Enterprise Pte Ltd	Ace Imports Pte Ltd	There are additional words “Global Enterprise” in the Complainants’ name, and “Imports” in the Respondent’s names. These words sufficiently distinguish the two names. The first word “Ace” is also a commonly used word in the English language.
XYZ Hotel Developments Ptd Ltd	XYZ Hospitality Pte Ltd	The scope of services connoted through the words “Hotel Developments” and “Hospitality” are not the same.
Magic+ Pte Ltd	Magixplus Pte Ltd	The symbol “+” is not equivalent to “Plus”, even though they sound the same. “Magic” and “Magix” are also not considered to be equivalent even though they may sound similar.

17. In applying the legal test, the Registrar may consider one or more of the following non-exhaustive factors:

- (i) whether the Respondent’s business name closely resembles the Complainant’s business name, taking into consideration whether there are any distinguishing words or features in the business names;
- (ii) whether the Complainant and Respondent are in the same or similar fields of business activities;
- (iii) whether there is any financial detriment caused to the Complainant from the Respondent’s use of its business name; and
- (iv) whether the Complainant is able to provide actual evidence of confusion in mistaking the Respondent’s business name for the Complainant’s, for example, documentary evidence such as emails, letters from customers or members of the public showing that such confusion has occurred.

Respondent's business name is one the use of which has been restrained by an injunction granted under the Trade Marks Act

18. The Registrar will direct the Respondent to change his business name if it contains a word(s) that is/ are protected by an injunction granted by the courts under the Trade Marks Act. Therefore, if the Complainant has obtained an injunction from the courts restraining other persons from using the word(s) in his business name, he should submit documentary evidence for this injunction to the Registrar as part of his name complaint application.

Part C: Procedure for submitting a name complaint application

19. If a person or Complainant wishes to submit a name complaint application to ACRA, please follow the requirements below:

- (a) submit the name complaint application via General Lodgement ("GL") in Bizfile+ (please refer to attached [e-guide](#) on how to submit a GL in Bizfile+), and to attach a document containing information which the Complainant considers relevant to support the application. Please see (e) below.
- (b) There is an application fee of \$200 for each name complaint application in respect of each business name. This is the prescribed fee payable for each name complaint application. This fee is non-refundable.
- (c) The Registrar will assess the validity of the application based on Part B of this policy statement. If the application is a valid one, the Registrar will inform the Complainant in Bizfile+ to make payment of the application fee.
- (d) Payment of the application fee is via credit card and PayPal only.
- (e) the name complaint application must contain the following information and any other information or documents which the Complainant considers relevant to support the application:
 - (i) business names of the companies or business entities in question;
 - (ii) unique entity numbers of the companies or business entities in question;
 - (iii) addresses of the companies or business entities in question;
 - (iv) the types and locations of the parties' business activities and customers;
 - (v) the reasons for the application and the ground(s) relied on for the Registrar to direct a change of name;
 - (vi) any actual evidence of confusion by members of the public in mistaking the business names; and
 - (vii) any evidence of an injunction from the courts prohibiting the use of certain word(s) in the Complainant's business name.

20. Upon receiving a name complaint application, the Registrar may write to the Respondent to provide a response or more facts in relation to the application, in order to assess the merits of the application and reach a decision whether to direct the Respondent to change his business name.

21. Generally, it takes approximately 3 months for the Registrar to consider and come to a decision upon receiving a name complaint application. However, as the Registrar may write to the Respondent or Complainant, or both, to establish facts and obtain additional information and documents for the purpose of deciding a name complaint application, the time taken may extend beyond 3 months.

Part D: Communication of the Registrar's decision for a name complaint application and procedure for submitting an appeal

22. If the Registrar decides to direct the Respondent to change his business name, the Registrar will send a letter to the Respondent and give him 6 weeks (or such longer period as the Registrar may allow) to change his business name to one which does not resemble the Complainant's. Conversely, if the Registrar decides not to direct the Respondent to change his business name, ACRA will send a letter to the Complainant to inform him of this decision. In all cases the Registrar will also inform the opposing party of his decision as well.

23. Failure to comply with the Registrar's direction to change business names may have consequences. For example, the company or business entity and its officers may be subject to criminal prosecution in court and upon conviction, they will be liable to a fine not exceeding \$2,000 and also to a default penalty. In addition, under section 17(8) of the Business Names Registration Act, the Registrar may cancel the registration of the business owner and his business name for non-compliance with the Registrar's direction. A relevant person who wishes to appeal against the Registrar's decision may so. Please refer to Annex B for more information regarding an appeal.

Annex A: Companies (Identical Names) Regulations 2015

Identical names

2.—(1) This regulation sets out the rules for determining whether a name is identical to —

(a) the name of any other company, limited liability partnership, limited partnership or corporation or to any registered business name, referred to in section 27(1)(b) of the Act;

(b) a name reserved under any of the provisions referred to in section 27(1)(c) of the Act;

(c) any name of a company, business name, name of a foreign company, name of a limited liability partnership or name of a limited partnership, referred to in section 27(1A) of the Act; and

(d) any name of a foreign company, or name of a limited partnership, referred to in section 27(1B) of the Act.

(2) Subject to paragraph (4), the following are to be disregarded:

(a) “The”, where it is the first word of a name;

(b) the following words where they appear at the end of a name:

- (i) “Berhad” or “Bhd”;
- (ii) “Limited” or “Ltd”;
- (iii) “Limited Liability Partnership” or “LLP”;
- (iv) “Limited Partnership” or “LP”;
- (v) “Private” or “Pte”;
- (vi) “Public Accounting Corporation” or “PAC”;
- (vii) “Sendirian” or “Sdn”;

(c) the following words or expressions where they appear at the end of a name:

- (i) “Asia”;
- (ii) “Asia Pacific”;
- (iii) “Associates”;
- (iv) “company” or “and company”;
- (v) “corporation”;
- (vi) “Group”;
- (vii) “Holding” or “Holdings”;
- (viii) “Incorporated”;
- (ix) “International”;
- (x) “Partner” or “Partners”;
- (xi) “Partnership” or “Partnerships”;
- (xii) “Singapore”;
- (xiii) “South Asia”;
- (xiv) “South East Asia”;
- (xv) “Trading”;
- (xvi) “Worldwide”;
- (xvii) “.co”;
- (xviii) “.com”;
- (xix) “.edu”;
- (xx) “.gov”;
- (xxi) “.net”;

- (xxii) “.org”;
- (xxiii) “.sg”;

(d) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression in —

- (i) sub-paragraph (a) or (b); or
- (ii) sub-paragraph (c);

(e) the plural version of any name;

(f) the type and case of letters, accents, spacing between letters, brackets, parentheses and punctuation marks.

(3) The symbol “&” is to be treated as having the same meaning as the word “and”.

(4) Paragraph (2)(c) and (d)(ii) does not apply if the relevant corporation —

(a) will be related within the meaning of section 6 of the Act to the proposed company to be registered under a proposed name; or

(b) is related within the meaning of section 6 of the Act to the company applying to change its name to a proposed name.

(5) In paragraph (4), “relevant corporation” means a corporation carrying on business or operating under a name which would be identical to a proposed name of a company after the application of the rules set out in paragraphs (2) and (3).

Annex B

- (1) The Complainant or Respondent as the case may be who is aggrieved by the Registrar's decision to direct a change of name or refusal to give a direction, may bring an appeal against the Registrar's decision to the Minister of Finance within 30 days after the date of the Registrar's decision.
- (2) The Minister will not be able to consider an appeal that is filed outside this 30-day period, regardless of the reasons for the late submission.
- (3) If a person wishes to bring an appeal to the Minister, he may do so either through ACRA or to the Ministry of Finance at the following address:

Ministry of Finance
100 High Street
#10-01 and #06-03,
The Treasury
Singapore 179434
- (4) An appeal to the Minister must —
 - (a) be in writing and addressed to the Minister;
 - (b) state the decision of the Registrar in respect of which the appeal is brought;
 - (c) specify the grounds on which the appeal is brought; and
 - (d) be accompanied by such information of documents as the Minister considers necessary.
- (5) The decision of the Minister on an appeal is final. The Minister's decision on the appeal will be communicated to the appellant by the Ministry (on behalf of the Minister).