

Changing your charity's name

Guidance for charity trustees on choosing a name
for their charity or changing their charity's name



The Charity Commission for Northern Ireland

The Charity Commission for Northern Ireland is the regulator of charities in Northern Ireland, a non-departmental public body sponsored by the Department for Social Development.

Our vision

To deliver in partnership with other key stakeholders in the charitable sector “a dynamic and well governed charities sector in which the public has confidence, underpinned by the Commission’s effective delivery of its regulatory and advisory role.”

Further information about our aims and activities is available on our website www.charitycommissionni.org.uk

Equality

The Charity Commission for Northern Ireland is committed to equality and diversity in all that we do.

Accessibility

If you have any accessibility requirements please contact us.

Online or in print

If you are viewing this document online, you will be able to navigate your way around by clicking on links either within the contents page or text.

We have produced a glossary that provides further information, definitions and descriptions of some key terms. The words in **bold green type** indicate words that are found in the glossary towards the end of this document. If you are reading the document online you can click on the word and it will link you to the definition in the glossary. The words in *pink italics* indicate links to other guidance or databases.

Please check our website www.charitycommissionni.org.uk to make sure you are viewing the latest version of this guidance.

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Section 1: Overview

A name is very important to a charity, as it is the way in which the public identify it. The purpose of this guidance is to provide charity trustees with the information they will need if they are choosing a charity name, want to change the name of a charity, or if the Charity Commission for Northern Ireland (the Commission) directs a charity to change its name.

The guidance sets out the charity law requirements regarding charity names and explains the procedures charity trustees need to follow to make a change to a charity's name.

If the Commission objects to a charity's name then we may request or direct that it be changed. It is important to note that the Commission does not suggest names for charities. However, this guidance will assist trustees in choosing and adopting their charity's name.

This guidance will also be relevant to directors or trustees of any non-charitable company seeking to use the words 'charity' or 'charitable' in its name.

The Commission, as the independent regulator of charities in Northern Ireland, is tasked with promoting public trust and confidence in charities and ensuring that they meet their obligations under charity law. This guidance is an important tool in helping to achieve that. It also signposts to other relevant guidance and provides a list of helpful contacts for more information.

Section 2: About this guidance

What does this guidance cover?

This guidance provides information for charity trustees on choosing or changing a charity's name, and on responding to a request or direction from the Commission to change a charity's **main name**. It sets out the process for notifying the Commission of a change of name and explains what factors we will consider when assessing a charity's name.

Some charities have more than one name, for example a charity may have a main name and a **working name**. **Section 20** of the Charities Act gives the Commission power to **direct** a charity to change its main name in certain circumstances. This power applies to the main name of the charity only, rather than its working name. If we object to the working name of a charity we may use other powers to investigate the charity and will refuse to enter the working name on the *register of charities*. Where we refer in this guidance to directing a charity to change its name, we are referring to its main name.

The guidance also sets out the process for directors or trustees of a non-charitable company that wishes to use the word 'charitable' or 'charity' in the company's name.

The main part of the guidance is set out in five sections:

- [Section 3](#): General guidelines
- [Section 4](#): How to deal with a request or direction from the Commission to change a charity's name
- [Section 5](#): Unincorporated charity notifying the Commission of a change of name
- [Section 6](#): Charitable company notifying the Commission of a change of name
- [Section 7](#): Non-charitable company using the words 'charity' or 'charitable' in its name.

What does this guidance not cover?

You should not rely on this guidance to provide a full description of legal matters affecting your charity and it does not replace advice from a charity's own professional advisers. It can harm a charity if changes are made that are legally invalid, or do not have the required effect, and

charity trustees may be held personally responsible for any liabilities incurred by the charity.

Charities may also be subject to other legislation or regulation. For example, **charitable companies** changing name also have to be mindful of the requirements of company law. More information can be accessed from the Companies House website www.companieshouse.gov.uk

Who does this guidance apply to?

This guidance is aimed at charity trustees, members of management committees, directors of charitable companies, or someone acting on behalf of a charity, for example a solicitor, accountant, agent or adviser.

It is also aimed at members of the public who want to know the law on charity names or have a concern about a charity's name.

The guidance applies to all charities, whether they are charitable companies, trusts, associations, incorporated or unincorporated, on the *register of charities* or on the **deemed list** of charities. It does, however, outline the key differences in approach that are required depending on the structure and particular circumstances of the charity.

Additionally, section 7 of the guidance applies to non-charitable organisations that wish to use the words 'charity' or 'charitable' in their name.

Will the Commission publish a change to a charity's name?

The Commission has considered publication of changes of name in line with the *Publishing our decisions* policy.

We will usually publish the new name of a registered charity on the *register of charities*. Additionally, where we issue a direction, we may update the charity's entry on the *register of charities* or **deemed list** as appropriate with a note that the charity's name is subject to a change of name direction.

The Commission will not usually publish where we object to a proposed name however this will depend on the circumstances of the objection.

What are legal requirements and best practice?

In this guidance, where we use the word 'must' we are referring to a specific legal or regulatory requirement. We use the word 'should' for what we regard as best practice, but where there is no specific legal requirement. Charity trustees should follow the good practice guidance unless there is a good reason not to.

Charity legislation

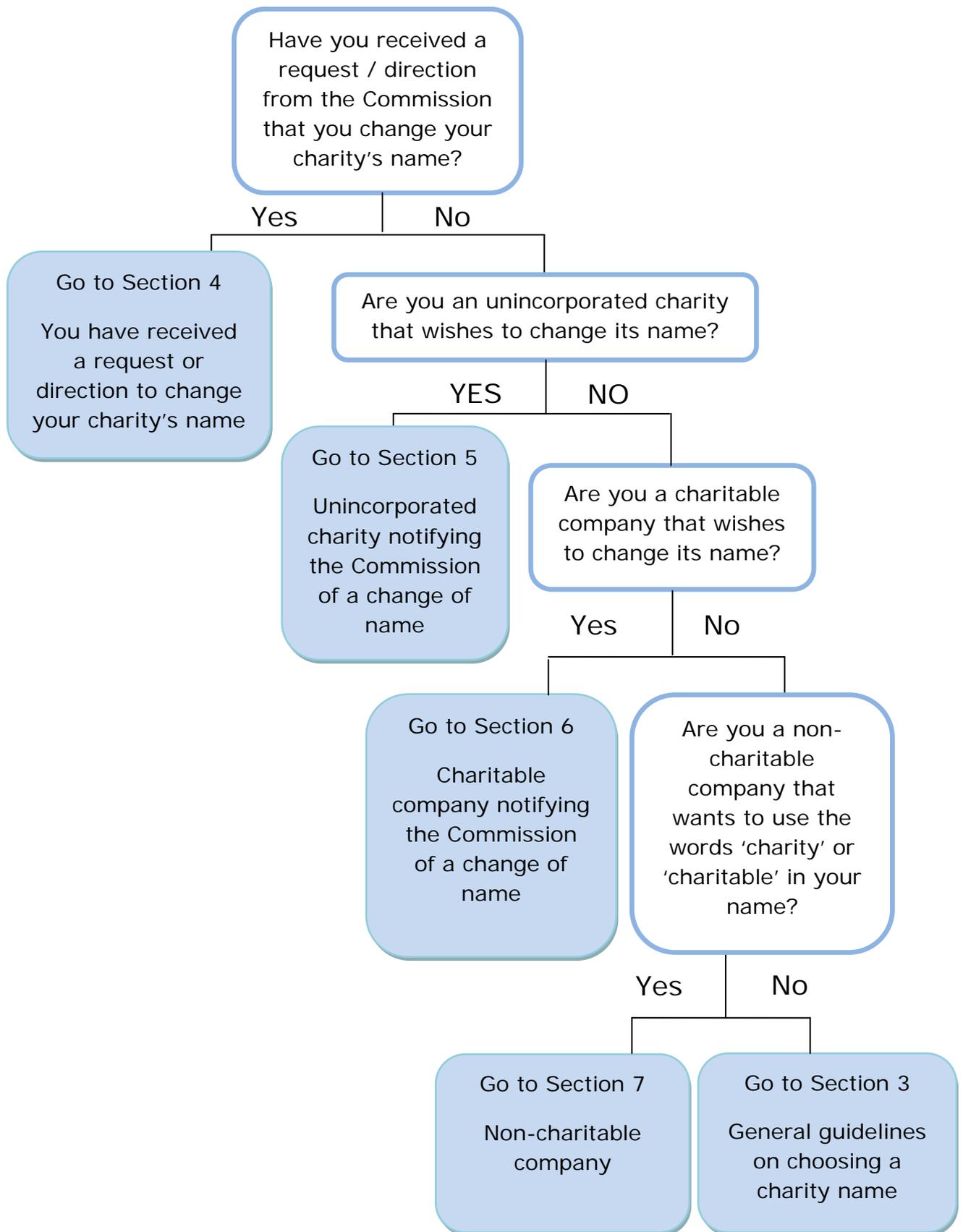
References in this document to 'the Charities Act' are to the **Charities Act (Northern Ireland) 2008** as amended by the **Charities Act (Northern Ireland) 2013**.

How do you use this guidance?

This guidance is divided into seven sections which set out and explain the different mechanisms for the action you wish to take.

The path you take will depend on the nature of the change you wish to make, the structure of the charity (for example, company or unincorporated), the size of the charity and the terms of your governing document.

Use the flowchart on the next page to find the section of this guidance that is relevant to your specific needs.



Section 3: General guidelines

3.1 Why is a charity's name important?

The name of a charity is very important. It appears on its literature and is how the organisation can be identified by the public. Some charities have more than one name, for example a charity may have a **main name** and a **working name**. Section 20 of the Charities Act gives the Commission power to **direct** a charity to change its name in certain circumstances. This power applies to the main name of the charity only, rather than its working name. If we object to the working name of a charity we may use other powers to investigate the charity and will refuse to enter the working name on the *register of charities*.

Section 20 of the Charities Act sets out the criteria against which the Commission may object to a charity's name. These are where:

- it is a registered charity and its name is the same as, or too like, that of another charity
- the name is, or is likely to be, misleading to members of the public
- the name is offensive to members of the public.

Misleading or offensive names may damage the reputation of the charity and the sector as a whole. For example, people might donate to a charity which does different things from what they might reasonably expect it to, if its name is misleading. This could damage the charity's reputation as it would not be seen as open and transparent with potential donors and members of the public.

Charity trustees are responsible for acting in the best interests of their charity. These interests are not protected if the charity's name is likely to cause confusion, a dispute, **harm** or offence.

A charity's name must not contain a foreign word or phrase which would cause it to be misleading or offensive if translated into English.

3.2 When might a name be the same as or too like another?

A name is the same as another where they are spelt identically and use the same words in the same order. A name is likely to be too like the

name of another charity if both names use the same letters or symbols, and where there is only a small difference between them. This could cause the public to mistake one charity for another with very different purposes. For example, the Welcome Foundation (spelt with one 'l') and the Wellcome Foundation (spelt with two 'l's) have different names but they are so alike that they are likely to cause confusion.

3.3 When might a name cause offence?

A charity's name must not be offensive. This includes any acronyms of the name. This means that it must not be vulgar or include words or phrases considered to be offensive.

A name is likely to be vulgar if it contains crude or lewd language or swear words. This includes words or phrases that form a vulgar acronym or abbreviation, or words that use symbols to substitute letters in vulgar words or phrases.

A name will be considered offensive if it includes racist, sexist or derogatory terms or suggests contempt for a particular religion. A name must not indicate that the charity supports or carries out immoral, criminal or illegal activity.

The sensibilities of the general public can vary significantly in terms of what is and is not considered offensive. It is up to charity trustees to ensure that they do not risk any damage to the charity's reputation through use of a potentially offensive name.

A charity name can legitimately refer to a group of beneficiaries where its aims are to tackle specific disadvantage or it is a reasonable way of achieving its purpose. For example, a women's refuge centre or ethnic minority support group can use words that refer to gender or race.

3.4 When might a name be misleading?

A charity's name must not be misleading. This means that it must not give the wrong idea or cause confusion about:

- the purposes or beneficiaries of the charity
- the activities that the charity carries out
- the status of the charity
- the charity's connection to another person or organisation.

For example, a name must not mislead by implying that the charity has particular purposes, or helps a specific group of people, when it does not. Nor can it suggest that the charity's minor purposes are its major ones.

3.4.1 When might a name be misleading about the purposes or beneficiaries of the charity?

It is not necessary to determine the purposes or activities of the charity from its name. However, if the name of a charity does suggest purposes or beneficiaries these must be accurate.

For example, a charity called 'Skiing for the Blind' must be accurate in alerting the public to the organisation's beneficiaries; people with visual impairments.

3.4.2 When might a name be misleading about the activities that the charity carries out?

The name must not suggest that a charity carries out activities which it does not.

For example, a charity called 'Skiing for the Blind', which did not provide skiing opportunities, would be misleading to the public and potential beneficiaries about its activities.

3.4.3 When might a name be misleading about the status of the charity?

The name must not imply that the charity has a particular link or status which it does not.

For example, the use of the word 'National' in the name of a charity which operates only in one city, and does not have future aims to expand nationally, would be potentially misleading. Equally, the use of the word 'Royal' by a charity which does not have a **Royal Charter** could be misleading.

3.4.4 When might a name be misleading about a connection with another person or organisation?

The name must not suggest that the charity is connected with another charity, person or organisation if it is not or does not have the consent of the other party.

Examples of this would be if a charity uses the name of a well known individual or famous person without permission or uses words in its name that imply an association with the government or a government department when no such association exists.

3.5 What does the Commission consider when assessing the suitability of a name?

When assessing a charity's name, we will review and consider a number of things. These include, but are not limited to:

- the charity's **governing document**, checking the relevant sections, for example purposes and powers
- any literature produced by the charity and public information such as its website
- the size and location of the charity
- equality factors and human rights considerations
- the length of time the charity has been using the name
- whether the name is already being used by another charity
- whether the name includes a word or expression clearly associated with another organisation
- whether the use of the name causes any damage or loss to be suffered by another organisation
- how **prominent** any affected organisations are
- whether the charity's name is significant to its operation and beneficiaries
- whether there is any evidence that the name has caused **harm** or confusion to the general public or **beneficiaries**
- whether there is any evidence that the name has misled the general public about the nature, purposes or status of the charity
- whether the name suggests that the charity is connected with another body, person or persons when it is not
- whether the name is likely to cause offence to the general public.

We will not usually give permission for the use of the words 'charity' or 'charitable' for charitable organisations that are not on the *register of charities* or on the *deemed list*. If your organisation is not on the *deemed list* or registered on the *register of charities*, and wishes to use either of these words in its name, complete an *Expression of intent* form available on our website www.charitycommissionni.org.uk. This will enable the organisation to be called forward to apply to register as a charity. If the

organisation is registered, we will be able to offer our view on the inclusion of the words 'charity' or 'charitable' in its name.

3.6 What should you check when choosing a new charity name?

You may find it helpful to check the following registers and websites when you are researching and considering a new name for your charity. They will help you to identify whether the proposed name is already in use by another charity, whether there are any intellectual property issues, and whether there are any words in the proposed name that may have restrictions attached to their use.

Source	Link	Rationale
Register of charities in Northern Ireland	www.charitycommissionni.org.uk/register of charities	A search of these registers will help to identify whether there is another charity with a name that is the same as, or too like, the proposed new name of your charity.
List of deemed charities in Northern Ireland	www.charitycommissionni.org.uk/deemedlist	
Register of charities in England and Wales	www.charitycommission.gov.uk	
Register of charities in Scotland	www.oscr.org.uk	
Register of companies in Companies House	www.companieshouse.gov.uk/index.shtml	
The Charities (Misleading Names) Regulations 1992	www.legislation.gov.uk/ukksi/1992/1901/contents/made	These regulations do not extend to Northern Ireland but it may be useful to consider them when choosing a name. They set out terms that could be misleading when used in the name of a charity.
The Company Limited Liability Partnership and Business names (Sensitive Words and	http://www.legislation.gov.uk/ukksi/2009/2615/contents/made	These regulations set out words which require prior approval for their use in the name of a company.

Expressions) Regulations 2009		
The Company and Business Names (Miscellaneous Provisions) Regulations 2009	http://www.legislation.gov.uk/ukxi/2009/1085/contents/made	These regulations set out the restrictions on the choice of name under which a UK company, including a charitable company, may be registered.
Intellectual property rights at the Intellectual property office	www.ipo.gov.uk	This website may be helpful in identifying whether there are any intellectual property rights attached to a name or word proposed for inclusion in your charity's name.

Section 4: How to deal with a request or direction from the Commission to change a charity's name

4.1 Why would the Commission request that a charity change its name?

If the Commission is satisfied that a charity's name is not acceptable because it is either misleading or offensive, as described in Section 3 of this guidance, we will request that the charity's trustees change the name. We may also request that a registered charity change its name if that name is the same as, or too like, that of another charity.

We may identify the requirement to change a charity's name through the normal course of our work with charities, for example at point of registration or in a casework assessment, or through a concern raised by a member of the public.

When charity trustees receive a request from the Commission to change the charity's name, it is in the best interests of the charity to do so without delay.

4.2 Why would the Commission issue a direction to a charity to change its name?

We will take the following factors into consideration when issuing a **direction** to a charity to change its name:

- whether the trustees have refused to change the main name following a request from the Commission
- the risk attached to use of the name
- whether we have evidence that the name is causing, or has the potential to cause, loss, detriment or harm to one or more charities and/or their beneficiaries
- whether the name is causing, or has the potential to cause, significant public confusion
- whether, in the case of a dispute concerning use of a name, the parties' reasonable efforts to resolve the matter themselves have been unsuccessful
- whether issuing a direction is a proportionate way of encouraging public trust and confidence in charities.

If we issue a direction, we will explain our reasons for doing so. The direction will specify the period within which the name must be changed.

If you disagree with the direction, you have the right to ask us to review it, or you can appeal our decision to the Charity tribunal. The Commission has produced guidance on [Challenging a decision of the Commission](#).

4.3 What process should charity trustees follow to comply with the request or direction?

The process you should follow will depend on whether the power to change the charity's name is in the **governing document** of the charity or, if not, on the structure of the charity. There are different processes for an **unincorporated charity** and for a **charitable company**.

In complying with a request from the Commission to change the charity's name, follow the process relevant to your organisation as outlined below:

- The charity may have the power in its governing document to change the charity's name and should do so meeting any criteria set out.
- If the governing document does not contain the necessary power, unincorporated charities can use the statutory powers contained in the Charities Act. Please refer to our guidance on [New powers for unincorporated charities](#).
- If your organisation is a charitable company and does not have the necessary power, make the change by using the mechanism set out in the Companies Act (see section 6 of this guidance for more information).
- Complete a *name change notification form* and return it to the Commission for review.

If you receive a direction from the Commission to change the charity's name, you will be given a specified period within which it must be changed. Failure to comply with a direction may result in legal action being taken against you.

4.4 What process does the Commission follow?

Where we request that a charity changes its name, we will signpost it to this guidance. We may also liaise with any known potentially **affected third parties** for their views or to gather information about the name under consideration. We want to ensure that all parties are given the opportunity to:

- respond to an issue about the use of a name
- discuss any confusion the use of the name is causing or may cause
- tell us why the name should either be changed or remain unchanged
- provide us with evidence to support their views.

Once we have considered any information received we use our risk based approach to decision making to decide whether it is appropriate and proportionate for us to act.

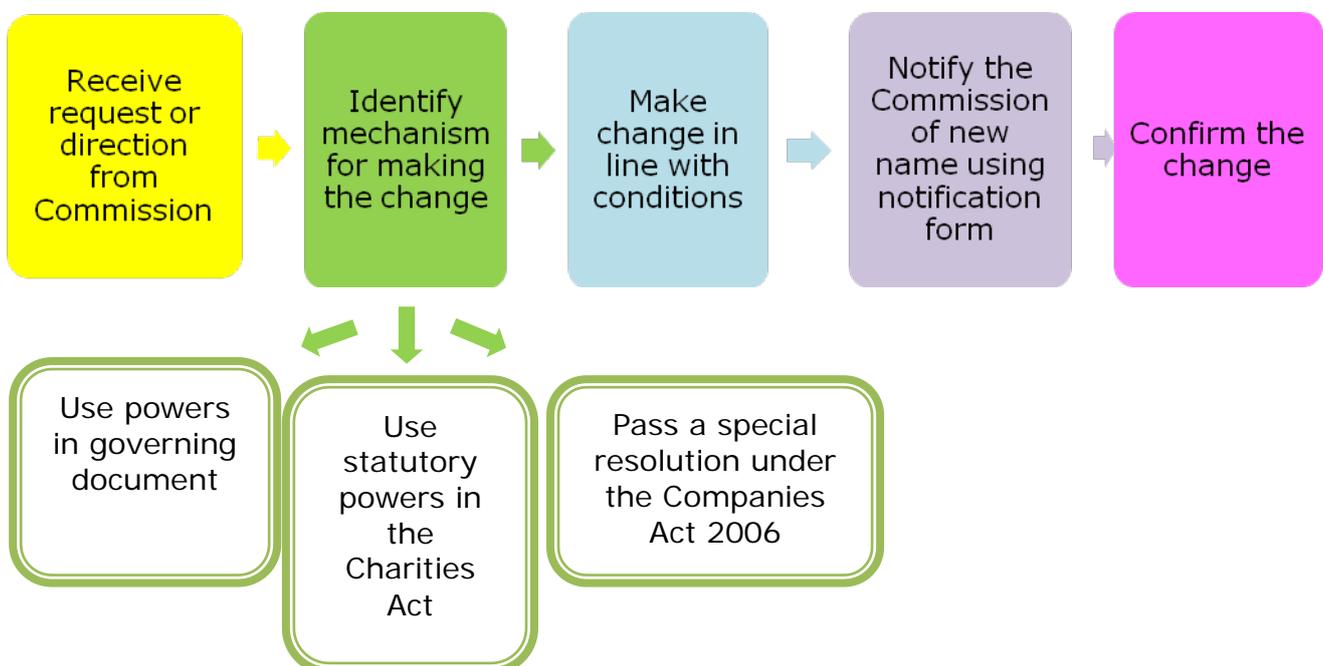
If we issue a request and the charity does not comply, we may issue a **direction** to the charity trustees. Where we issue a direction, we may update the charity's entry on the *register of charities* or *deemed list* as appropriate with a note beside the name; *'Subject to a change of name direction under section 20(1) and section 20(2) of the Charities Act (Northern Ireland) 2008 [dd/mm/yyyy].'*

If a charity still does not comply, we may take legal action against the charity trustees.

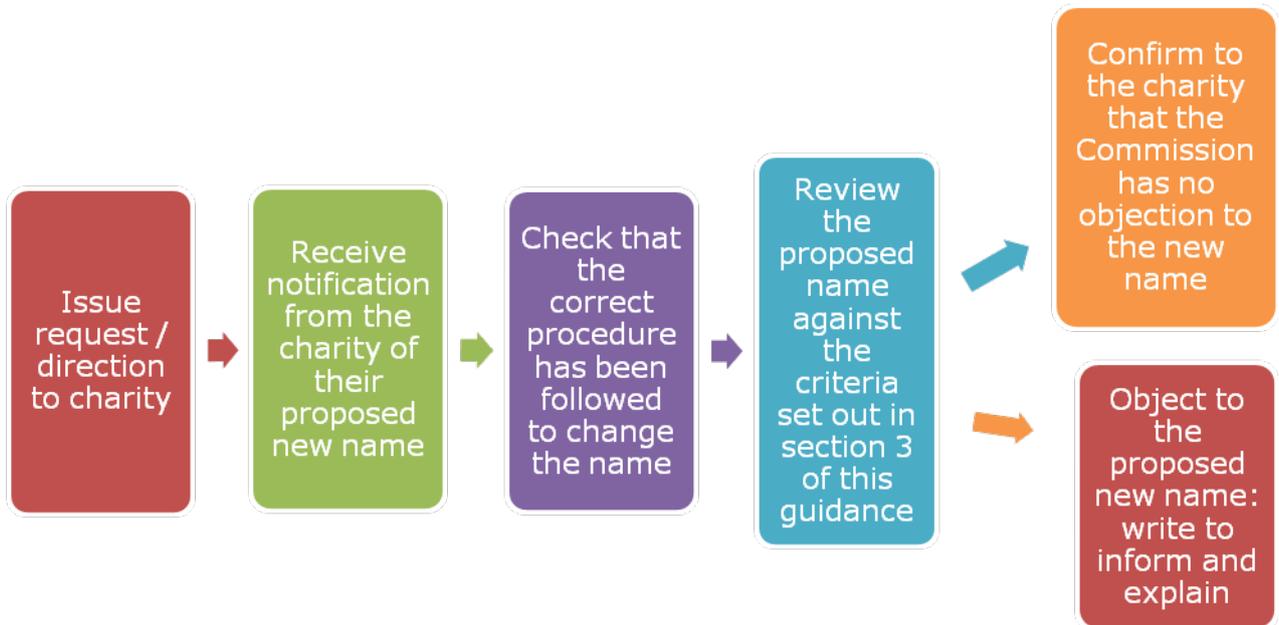
Where the charity does comply, and sends notification of a change of name, we will review the notification, and write to the trustees either stating that we have no objection to the new name or informing you of our objection to it. If we object to the new name we will inform you of our reasons.

The following charts may help to illustrate the process for you.

What is the process you should follow?



What process does the Commission follow?



Section 5: Unincorporated charity notifying the Commission of a change of name

5.1 How do charity trustees change a charity's name?

If your organisation is an **unincorporated charity** which wants to change its name, first check if the power to do so is in the charity's governing document. If so, follow the procedure the governing document sets out.

If the power is not set out in the governing document, use the statutory powers in **section 127** of the Charities Act.

Charity trustees of all unincorporated charities have a **statutory power** granted to them by the Charities Act to change the administrative procedures of their charity. This includes changing the name of the charity.

5.2 What process should charity trustees follow?

When an unincorporated association wants to change its name the charity trustees must decide whether they can use the powers in their governing document or in the Charities Act and follow the process relevant to the individual organisation.

When informing the Commission of the change of name, use the *name change notification form*, attaching any relevant documentation as set out in Appendix 1 of this guidance. Relevant information may include, but is not limited to, a copy of any resolution passed, a copy of the governing document and copies of any information referred to on the notification form.

5.2.1 Using the power in the governing document

There may be conditions that trustees must comply with that are set out in the **governing document**. These may include:

- obtaining consent from the Charity Commission for Northern Ireland or another third party, for example a local council
- obtaining consent from **members** if the organisation has a membership
- the requirement that a **resolution** is passed by a certain percentage of trustees and/or membership.

If the charity is on the *register of charities* or on the *deemed list*, once the trustees have made the change, write to inform us of the proposed new name using the *name change notification form*.

5.2.2 Using the statutory powers in the Charities Act

Section 127 of the Charities Act contains the power which charity trustees of unincorporated charities can use to change the charity's name. There are three steps to using this power:

1. Trustees must pass a resolution according to the conditions set out in the governing document.
2. If the charity has a membership that is separate to the trustees, the resolution must be approved by either:
 - a. a further resolution passed at a general meeting of members, by a majority of not less than two thirds of the members who are entitled to attend and vote at the meeting and do so, or
 - b. a decision taken without a vote where there is no expression of dissent in response to the questions put to the meeting.
3. Send the Commission a copy of the resolutions passed which change the name.

5.3 What will the Commission do with this information?

We will review the information provided to identify whether we need any further information or to liaise with any known potentially **affected third party**.

If the charity is registered with the Commission, we will check to ensure that the name is not the same as, or too like, that of another charity. Additionally, we will determine whether the proposed new name is, or has the potential to be, misleading or offensive.

Once we have made a decision, we will write to notify the charity's trustees.

If we have no objection to the proposed new name, we will update the *register of charities* or make a note on the *deemed list* as appropriate.

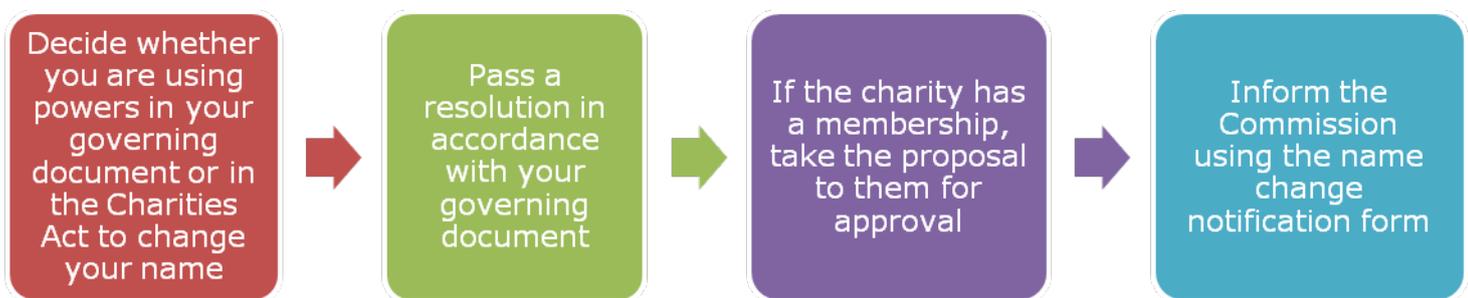
If we object, we will explain our reasoning to the charity trustees and request that they choose a new name.

5.4 How long will it take the Commission?

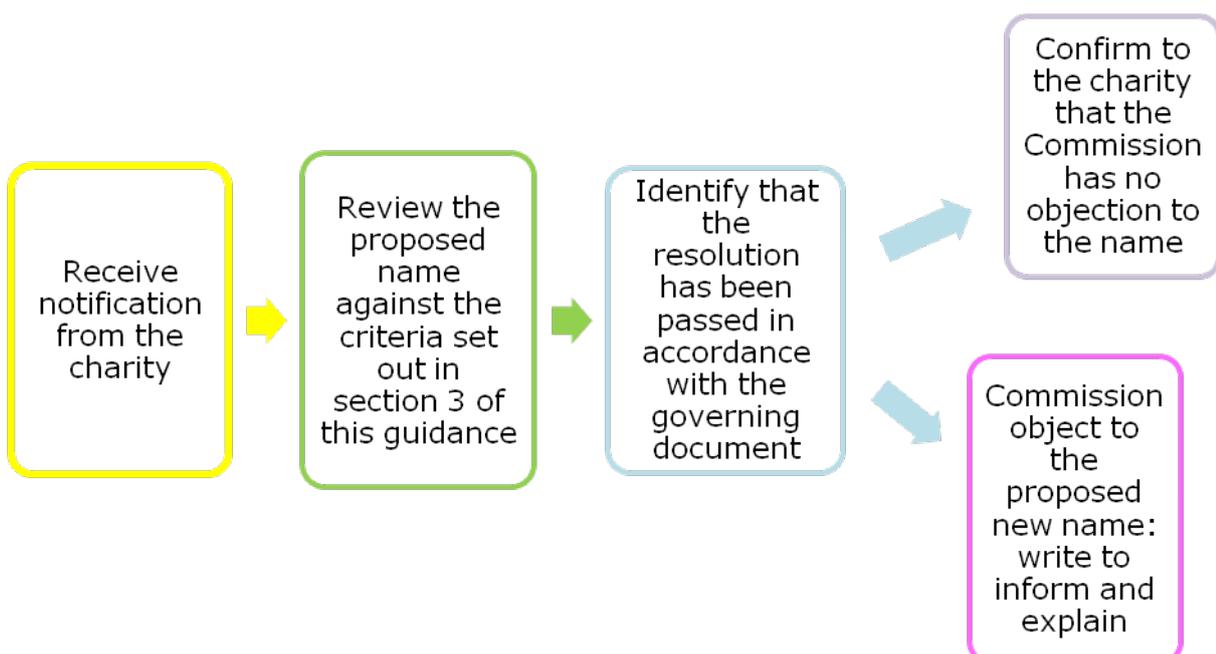
We normally aim to complete this within three months. We will inform you if there is going to be any delay.

The following charts may help to illustrate the process for you.

What is the process you should follow?



What will the Commission do with this information?



Section 6: Charitable company notifying the Commission of a change of name

6.1 How do trustees of a charitable company change its name?

If your organisation is a **charitable company** that wants to change its name, check if the power to do so is in the company's **articles of association** (the 'articles'). If so, follow the procedure set out in the articles.

If there is no power set out in the company's articles, use the powers in section 78 of the *Companies Act 2006* (the 'Companies Act') to pass a **special resolution**.

6.2 What process should the charity trustees follow?

This will depend on whether the organisation has the power in its governing document or has to use the powers set out in the Companies Act.

6.2.1 What if the power is in the company's articles?

Trustees of a charitable company, often referred to as directors, can usually change the charity's name using a power of amendment in the company's articles. File the required form of notice with Companies House, together with a statement that the change of name has been made by means provided in the company's articles and the appropriate fee for a new **certificate of incorporation**, within **15 days** of the name being changed.

There may be conditions set out in the company's articles that trustees must comply with. These may include, but are not limited to:

- obtaining consent from the Charity Commission for Northern Ireland or another relevant authority, for example a local council
- obtaining consent from members if the organisation has a membership
- the passing of a resolution by a certain percentage of charity trustees and/or membership.

If the organisation is on the *register of charities* or the *deemed list*, write to inform the Commission of the proposed new name using the *name*

change notification form attaching any relevant documentation as set out in Appendix 1 of this guidance.

We will review the information you send and write to you, either stating that we have no objection to the new name, or informing you of our objection to it. If we object to the new name we will inform you of our reasons.

6.3 What if charity trustees need to use the Companies Act?

If a charitable company is required to use the procedures set out in the Companies Act to change its name, trustees should refer to the Companies House website for guidance www.companieshouse.gov.uk.

Notify the Commission of the change of name using the *name change notification form* enclosing a certified copy of the new certificate of incorporation from Companies House.

6.4 What about the use of 'charity' or 'charitable' in a charitable company's name?

If a charitable company wishes its name to include the words 'charity' or 'charitable' then Companies House requires us to confirm that we do not object.

We will offer our view in writing about the inclusion of these words, which the trustees can send to Companies House as evidence of our opinion.

We will not usually give permission for the use of the words 'charity' or 'charitable' for charitable organisations that are not on the *register of charities* or on the *deemed list*.

If your organisation is not on the *deemed list* or registered as a charity with the Commission and listed on the *register of charities*, complete an *Expression of intent* form, which is available on our website www.charitycommissionni.org.uk. This will enable the organisation to be called forward to apply to register as a charity. If the organisation is registered, we will be able to offer our view on the inclusion of the words 'charity' or 'charitable' in its name.

6.5 What will the Commission do with this information?

We will review the information provided to identify whether we need any further information or to liaise with any known potentially **affected third party**. This will help us to determine whether the proposed new name is, or has the potential to be, misleading or offensive.

Once we have made a decision, we will write to notify the charity's trustees.

If the proposed new name is approved, we will update the *register of charities* or make a note on the *deemed list* as appropriate.

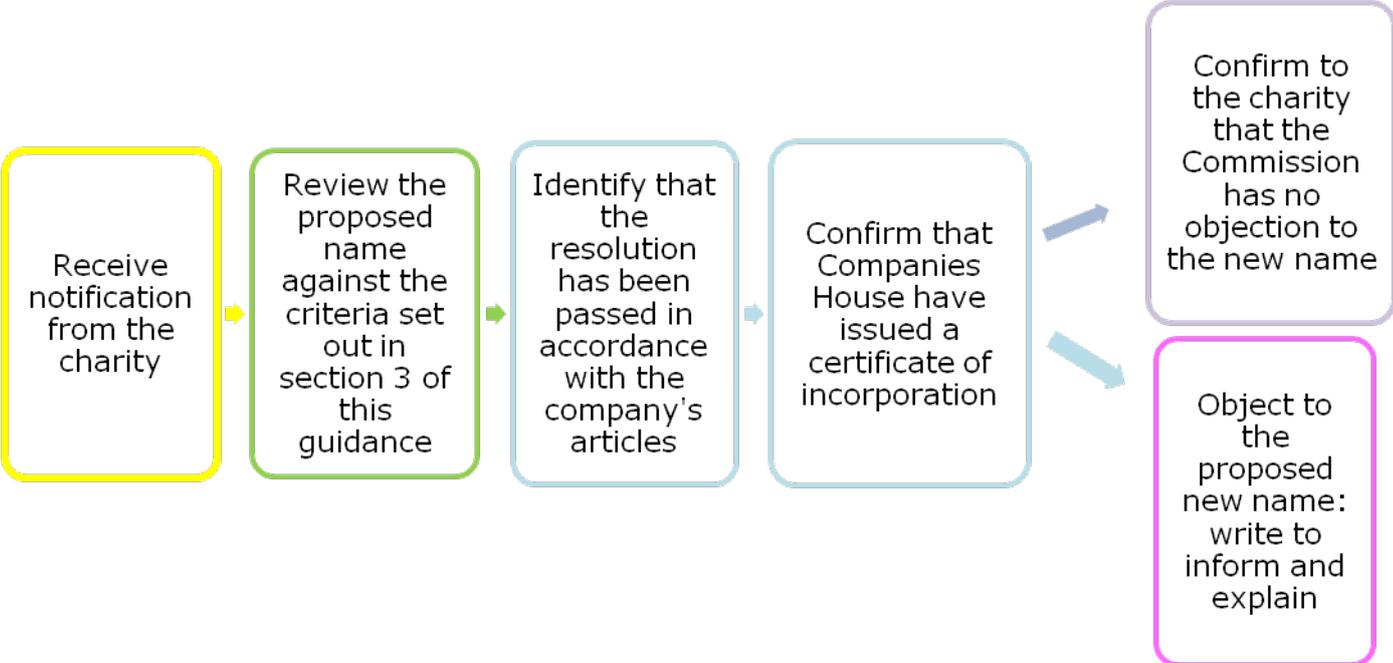
If we object, we will explain our reasoning to the charity trustees, and request that they choose a new name.

6.5 How long will this take the Commission?

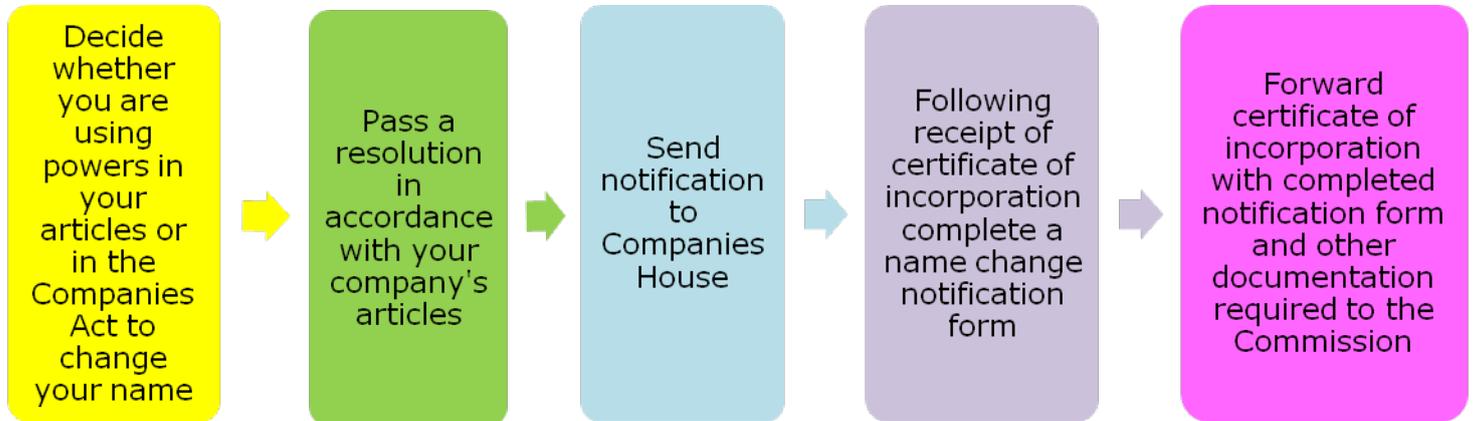
We normally aim to complete this within three months. We will inform you if there is going to be any delay.

The following charts may help to illustrate the process for you.

What is the process you should follow?



What will the Commission do with this information?



Section 7: Non-charitable company using the words 'charity' or 'charitable' in its name

7.1 Who does this section of the guidance apply to?

This section applies to **non-charitable companies** that wish to use the words 'charity' and/or 'charitable' in their names.

A non-charitable company wanting to use the words 'charity' or 'charitable' in its name is required by Companies House to seek our view about the proposed use of the words.

7.2 Can a non-charitable company use the words 'charity' or 'charitable' in its name?

To comply with our objective to increase public trust and confidence in the charitable sector, we will not usually support any proposal to use 'charity' or 'charitable' in the name of a non-charitable company. However, we recognise that there are likely to be exceptions to this general rule.

An example of this would be 'Typing *For* Charities', an organisation providing a typing service for charities, and whose **governing document** restricts the service to charities. In this example, the name describes the activities of the organisation but does not imply that the organisation is itself a charity.

Another example would be a charity's trading company which is legally required to pass its profits to its 'parent' charity. In this case there may be a benefit to the charity sector in permitting the trading company to have 'charity' or 'charitable' in its name.

7.3 What process should the non-charitable company follow?

A non-charitable company that wants to use the words 'charity', or 'charitable' in its name should apply to do so using the *name change notification form*.

7.4 What will the Commission do with this information?

We will review the information provided and, if necessary, request further documentation. We will consider:

- why the company wants to use 'charity' or 'charitable' in its name
- whether, exceptionally, there are strong arguments not to object
- any evidence to demonstrate that the public will not be misled as to the nature of the organisation
- any evidence of the clear benefit to the charitable sector
- any evidence that the name describes the nature of the organisation's activities and not its legal status.

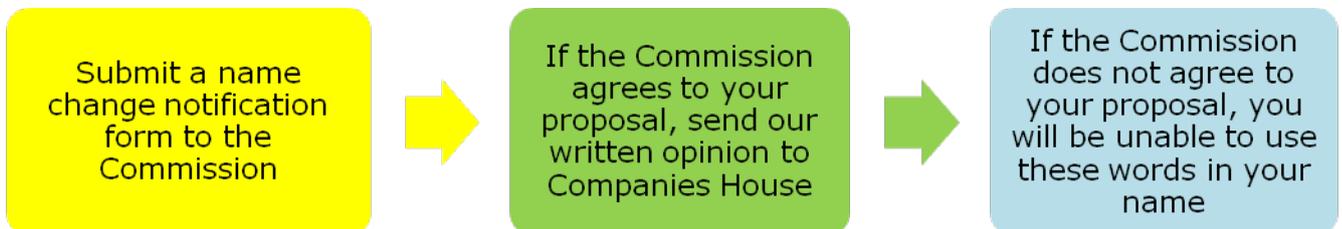
We will then write to the company with our opinion and reasons. This letter must be provided by the company, to Companies House, as evidence of our opinion.

7.5 How long will it take the Commission?

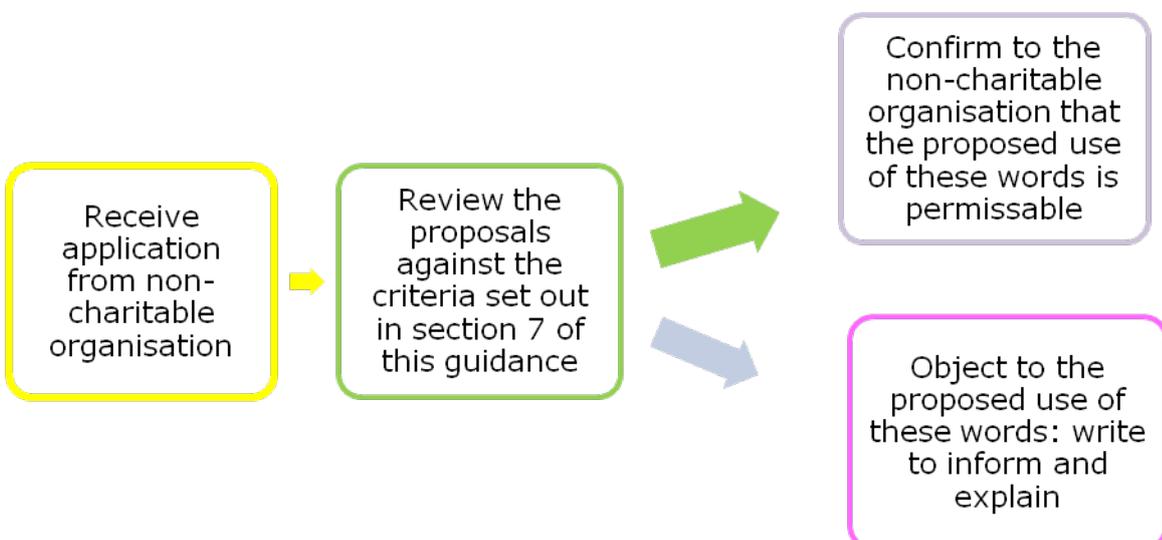
We normally aim to write to the company within three months. We will inform you if there is going to be any delay.

The charts following may help to illustrate the process for you.

What is the process you should follow?



What will the Commission do with this information?



Appendix 1: Notification form attachments

Documents needed	Route of notification and type of organisation			
	Unincorporated Self notification	Unincorporated: request or direction	Incorporated Self notification	Incorporated: request or direction
Fully completed name change notification form	✓	✓	✓	✓
Copy of governing document	✓		✓	
Copy of Resolution	✓			
Certificate of change of name			✓	
Evidence referred to on the notification form	✓	✓	✓	✓
In the case of a foreign name, a translation of that name	✓	✓	✓	✓

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Term	Definition
Affected third parties	Any individual or other entity who does not have a direct connection with an agreement or interaction but who has an interest in it or might be affected by it.
Articles of association	A document that specifies the regulations for a company's operations. The articles of association define the company's purpose and lay out how tasks are to be accomplished within the organisation, including the process for appointing directors and how financial records will be handled.
Beneficiaries	A legal term for a person, group of people or an entity (like a charity) eligible to benefit or receive assets from a charity's work. The beneficiary group of a charity will be defined in the charity's governing document. Beneficiaries may sometimes be called clients or service users.
Certificate of incorporation	<p>The certificate of incorporation is conclusive evidence that the requirements of the Companies Act 2006 as to registration have been complied with and that the company is duly registered under this Act. The certificate will state:</p> <ul style="list-style-type: none"> • the name and registered number of the company • the date of its incorporation • whether it is a limited or unlimited company, and if it is limited whether it is limited by shares or limited by guarantee • whether it is a private or a public company • whether the company's registered office is situated in England and Wales, Wales, Scotland or Northern Ireland <p>The certificate must be signed by the registrar or authenticated by the registrar's official seal.</p>
Charitable company	This is a charity, which is formed and registered under the Companies Act 2006, or any companies that were already established under previous legislation.

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Term	Definition
	<p>Charitable companies are registered with Companies House. It will usually have memorandum and articles of association as its governing document and has its own legal identity. It must be established for exclusively charitable purposes.</p>
<p>Charities Act (Northern Ireland) 2008</p>	<p>The Charities Act (Northern Ireland) 2008 is the main piece of legislation establishing the Charity Commission for Northern Ireland and setting out its functions and powers.</p> <p>References to ‘the Charities Act’ are to the Charities Act (Northern Ireland) 2008, as amended. The full content of the 2008 Charities Act can be found at www.legislation.gov.uk</p> <p>Not all of the sections of the Charities Act are in force yet. Details of the sections that are in force are available on the Commission’s website www.charitycommissionni.org.uk</p>
<p>Charities Act (Northern Ireland) 2013</p>	<p>The Charities Act (Northern Ireland) 2013 is a much shorter Act and was primarily brought in to amend the definition of a charity in the Charities Act (Northern Ireland) 2008.</p> <p>The full content of the 2013 Act can be found at www.legislation.gov.uk</p>
<p>Charity directors</p>	<p>In the context of a charitable company, charity trustees are referred to as directors.</p>
<p>Charity trustees</p>	<p>These are the people who are legally responsible for the control and management of the administration of a charity. In the charity’s governing document they may be called trustees, managing trustees, committee members, governors or directors or they may be referred to by some other title.</p> <p>Some people are disqualified by law from acting as charity trustees. These disqualifications are set out in the Charities Act and broadly include but are not limited to anyone who:</p> <ul style="list-style-type: none"> • has been convicted of an offence involving

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Term	Definition
	<p>deception or dishonesty, unless the conviction is a spent conviction under the Rehabilitation of Offenders (NI) Order 1978</p> <ul style="list-style-type: none"> • is an undischarged bankrupt or has made arrangement with creditors • has previously been removed as a trustee by the Commission or by the Courts • is subject to disqualification under company legislation.
Decision	<p>A decision is a statutory decision which the Commission is empowered to make under the provisions of the Charities Act.</p>
Deemed list	<p>This is a list of organisations registered with Her Majesty's Revenue and Customs (HMRC) for charitable tax purposes as at 18 August 2013 and, as a consequence of this, are treated as if they are charities in law.</p> <p>This deemed list can be viewed on our website www.charitycommissionni.org.uk</p>
Direction	<p>This is a legal document issued when we require people to take a particular action. This may be to give us particular information or documents, or to attend a meeting with us. The Direction will specify what information or documents must be provided and within what timescale. Serious legal consequences arise if you do not comply with a Direction of the Commission.</p>
Governing document	<p>A charity's governing document is any document which sets out the charity's purposes and, usually, how it is to be administered. It may be a trust deed, constitution, memorandum and articles of association, conveyance, will, Royal Charter, scheme of the Commission or other formal document.</p>
Harm	<p>Something that causes damage, injury or loss, whether physical, mental, environmental or social.</p>
Main name	<p>Full official name of the charity which appears on its governing document, or which the charity has otherwise formally adopted. A charity can only have one main name.</p>

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Term	Definition
Members	<p>A member is defined as a person who has agreed to become a member and whose name is entered on the organisation's register of members. They are not involved in the day-to-day management of an organisation but are usually entitled to do the following things:</p> <ul style="list-style-type: none"> • attend and vote at general meetings; receive the annual accounts of the organisation • elect and remove trustees by voting at the meeting • vote on any fundamental changes to the nature of the organisation, its name, its purposes or what happens to its profits. <p>Normally there will be one meeting per year, called the Annual General Meeting (AGM), and members will be given at least three weeks' notice of the place and time of the meeting. Other general meetings may be called in exceptional circumstances. An AGM is best practice but not compulsory.</p> <p>They are not entitled to receive dividends or other income from their organisation. If the organisation makes a profit this will be retained to help pay for the organisation's activities in the following years. If the organisation is wound up members will not receive any money from the organisation because its constitution usually requires that it should be paid to another similar organisation or to a charity. If it is not in the governing document, charity law would require that the monies be transferred in this manner by use of a scheme or other power.</p>
Non- Charitable Organisation	<p>An organisation whose purposes are not wholly charitable for the purposes of the law relating to charities in Northern Ireland.</p>
Non-charitable company	<p>A non-charitable company is a body corporate. It is not required to have purposes. If a non-charitable company has purposes, they are not wholly charitable for the purposes of the law relating to charities in Northern Ireland.</p>
Objects	<p>This term is sometimes used to describe and identify the purpose for which the charity has been set up. They do not say what the organisation will do on a daily basis.</p>

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Term	Definition
	<p>Sometimes the word purpose is used instead.</p> <p>A charity's purposes must be exclusively charitable. They are usually set out in a clause or paragraph of the charity's governing document. If the purposes allow the organisation to do something which the law does not recognise as charitable the organisation is not a charity and could not be registered with us.</p>
Prominent	<p>An organisation with a high enough public profile to have an impact on public awareness beyond the particular field and specialism of the charity, for example the National Trust.</p>
Purposes	<p>The purposes of a charity will usually be defined by what its governing document says that it is set up to do.</p> <p>According to the Charities Act, all the organisation's purposes must:</p> <ul style="list-style-type: none"> • fall under one or more of the list of 12 descriptions of charitable purposes in the Charities Act and • be for the public benefit. <p>In some governing documents purposes may be referred to as objects.</p>
Register of charities	<p>The Charity Commission for Northern Ireland has a legal obligation to establish and maintain a <i>register of charities</i> operating in Northern Ireland. This growing register is publicly available on www.charitycommisisonni.org.uk.</p>
Resolution	<p>A written motion adopted by a deliberative body. The substance of the resolution can be anything that can normally be proposed as a motion. For long or important motions, though, it is often better to have them written out so that discussion is easier or so that it can be distributed outside of the body after its adoption.</p>
Royal Charter	<p>A Royal Charter is a formal document issued by a monarch as letters patent, granting a right or power to an individual or a body corporate.</p>
Section 20	<p>Section 20 of the Charities Act (Northern Ireland) 2008 grants powers to the Commission to require a charity to change its name. Section 20 outlines the grounds on which the Commission can issue a direction to a charity</p>

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Term	Definition
	to change its name. Each of these grounds is dealt with in Section 3 of this guidance.
Section 127	Section 127 of the Charities Act (Northern Ireland) 2008 sets out powers that can be used by unincorporated charities to modify their administrative powers or procedures. The provisions under section 127 of the Charities Act can be used by any charity as long as it is not a charitable company or other corporate body.
Special resolution	<p>This is a resolution passed by the vote of a majority of 75 per cent or over of all the members of a company eligible to vote (section 283 of the Companies Act 2006). All the members of the charitable company will usually be eligible to vote.</p> <p>The resolution can be passed as a written resolution or at a meeting by a show of hands. In the event of a meeting, the notice of the meeting must include the text of the resolution and specify the intention to pass it as a special resolution</p>
Statutory power	This means the power or mechanism to do something is based on a legislative provision or law.
Unincorporated charity	An unincorporated charity is one which is not a company or corporate body. Unincorporated charities may be a trust or association and have a trust deed, constitution, or will as its governing document. Unlike a charitable company, unincorporated charities do not have their own separate legal identity. Charity trustees of unincorporated charities are liable for what the charity does. You may need to take legal advice if you are uncertain of your liabilities.
Working name	A name a charity might use for its convenience when it carries out its business. A charity can have any number of working names. We have no legal power to direct trustees to change a working name however, we can refuse to enter their working name on the <i>register of charities</i> .

Useful contacts

Charity Commission for
England and Wales

P.O.Box 1227
Liverpool
L69 3UG
Telephone: 0845 300 0218
Website: www.charitycommission.gov.uk

Companies House

Second Floor
The Linenhall
32-38 Linenhall Street
Belfast
BT2 8BG
Telephone: 0303 1234 500
Website: www.companieshouse.gov.uk

Intellectual Property Office

Concept House
Cardiff Road
Newport
South Wales
NP10 8QQ
Telephone: 01633 814000
Website: www.ipo.gov.uk

Office of the Scottish
Charity Regulator

2nd Floor
Quadrant House
9 Riverside Drive
Dundee
DD1 4NY
Telephone: 01382 220446
Website: www.oscr.org.uk

If you disagree with our decision

If you disagree with one of our decisions, we would like to reconsider it ourselves in the first instance. Our decision review procedure offers a genuine opportunity for our decisions to be looked at afresh. If you ask us to review a decision, where possible we will refer the matter to someone who did not make the original decision. You can also seek a review from the Charity Tribunal.

If you are dissatisfied with our service

The Commission is committed to delivering a quality service at all times. However, we know that sometimes things can go wrong. If you are dissatisfied with the service you have received, we would like to hear from you, and have a procedure that you can use. You will find further information on these processes in our guidance, *Making a complaint about our services*, which is on our website www.charitycommissionni.org.uk

Freedom of information and data protection

Data protection

Any information you give us will be held securely and in accordance with the rules on data protection. Your personal details will be treated as private and confidential and safeguarded, and will not be disclosed to anyone not connected to the Charity Commission for Northern Ireland unless you have agreed to their release, or in certain circumstances where:

- we are legally obliged to do so;
- it is necessary for the proper discharge of our statutory functions;
- it is necessary to disclose this information in compliance with our function as regulator of charities where it is in the public interest to do so.

We will ensure that any disclosure made for this purpose is proportionate, considers your right to privacy and is dealt with fairly and lawfully in accordance with the Data Protection Principles of the Data Protection Act.

The Data Protection Act 1998 regulates the use of “personal data”, which is essentially any information, whether kept in computer or paper files, about identifiable individuals. As a “data controller” under the Act, the Charity Commission for Northern Ireland must comply with its requirements.

Freedom of Information

The Freedom of Information Act 2000 gives members of the public the right to know about and request information that we hold. This includes information received from third parties.

If information is requested under the Freedom of Information Act we will release it, unless there are relevant exemptions. We may choose to consult with you first if this relates to your consultation or application. If you think that information you are providing may be exempt from release if requested, please let us know.

Further information on our activities is available from:

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