

Can you name your Thailand company “[your name here] Limited”?

Prior to the legal formation of a company under Thailand Civil and Commercial Code, the company’s name must be approved, then reserved at the Thai authorities. The applicant must be a partner, a promoter or a director of that company. The form for reserving the company’s name is available at the: (i) Office of the Central Company and Partnership Registration, Nonthaburi Province; (ii) Office of Business Registration Service (seven locations in Bangkok); and (iii) the various Provincial Office of the Company Limited and Partnership Registration and can be submitted in person, either by the partner, the promoter or the director or by an individual under a power of attorney in person or post. The company’s name reservation can also be conducted via the Department of Business Development website, www.dbd.go.th^[1].

The maximum amount of names for each reservation is three and should be submitted in order of preference. If approval granted, it will be for only one of the names^[2], with a thirty-day validity period^[3], which means the application to form the company expecting to use such name must be filed at (i) or (ii) if its location is in Bangkok and at (iii) if its location is in other provinces, within thirty days after the approval.

It should be noted that a company’s name must not contain certain words or phrases, for example, names that are the same or similar to those of other registered companies or entities or those that have already been formally reserved for other purposes. Of course names of the royal family, ministries, bureaus, departments, government offices or organizations are also prohibited, unless special prior permission has been granted. Also names of countries, unless in brackets will not be approved. Finally, names which are contrary to morality, public policy or public order^[4] may not be registered.

The company’s name must also include wording that indicates that it is: (i) a company; and (ii) its liability is limited. But also, the company’s foreign language

name, if any, must have the same pronunciation or meaning as its Thai language name. It is the Registrar's discretion as to whether or not the foreign language name has the same pronunciation or meaning as in the Thai language. Thus, it may be that the spelling submitted, even if correct in the submitted language, and even if it is a personal name, may be rejected, at least initially. For example, in one case from our own experience, a company name reservation was rejected because part of the company's name was one of the German promoter's name as that promoter spelled it in English. However, according to the Registrar, it was spelled "incorrectly" in English.

What happened then? Did said German promoter have to give up how he actually spells his last name and use whatever spelling that the Registrar deemed appropriate? Fortunately, the answer was "no". In that and any such case, the following documents were and can be submitted to the Registrar at the head Company's Name Reservation Division, Office of the Central Company and Partnership Registration, Nonthaburi Province:

- 1) A letter from one of the promoters explaining why that specific word in the company's foreign language name should be spelt that way and disavowing any claim against the Registrar by the applicant for registering the name with a spelling that the Registrar does not think is correct;
- 2) A copy of the German promoter's passport, to show the Registrar how his last name is spelt;
- 3) Two original copies of the completed application form for reserving company's name signed by the same promoter who signs the letter mentioned in (1) together with a signed copy of his passport; and
- 4) A signed copy of an attorney-in-fact's identification card and house registration (if the promoter does not submit the documents by himself).

After reviewing the documents in the example case, the Registrar allowed the promoters to use the company's name with the applicant's previously disputed spelling.

[1] See: The Office of the Central Company and Partnership Registration's Regulations Regarding Company and Partnership Registration (B.E. 2549) Clause 23.

[2] *See: Ibid.*, Clause 24.

[3] *See: Ibid.*, Clause 25.

[4] *See: Ibid.*, Clause 37.

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