

Trade Name and Business Name in Turkish Commercial Law

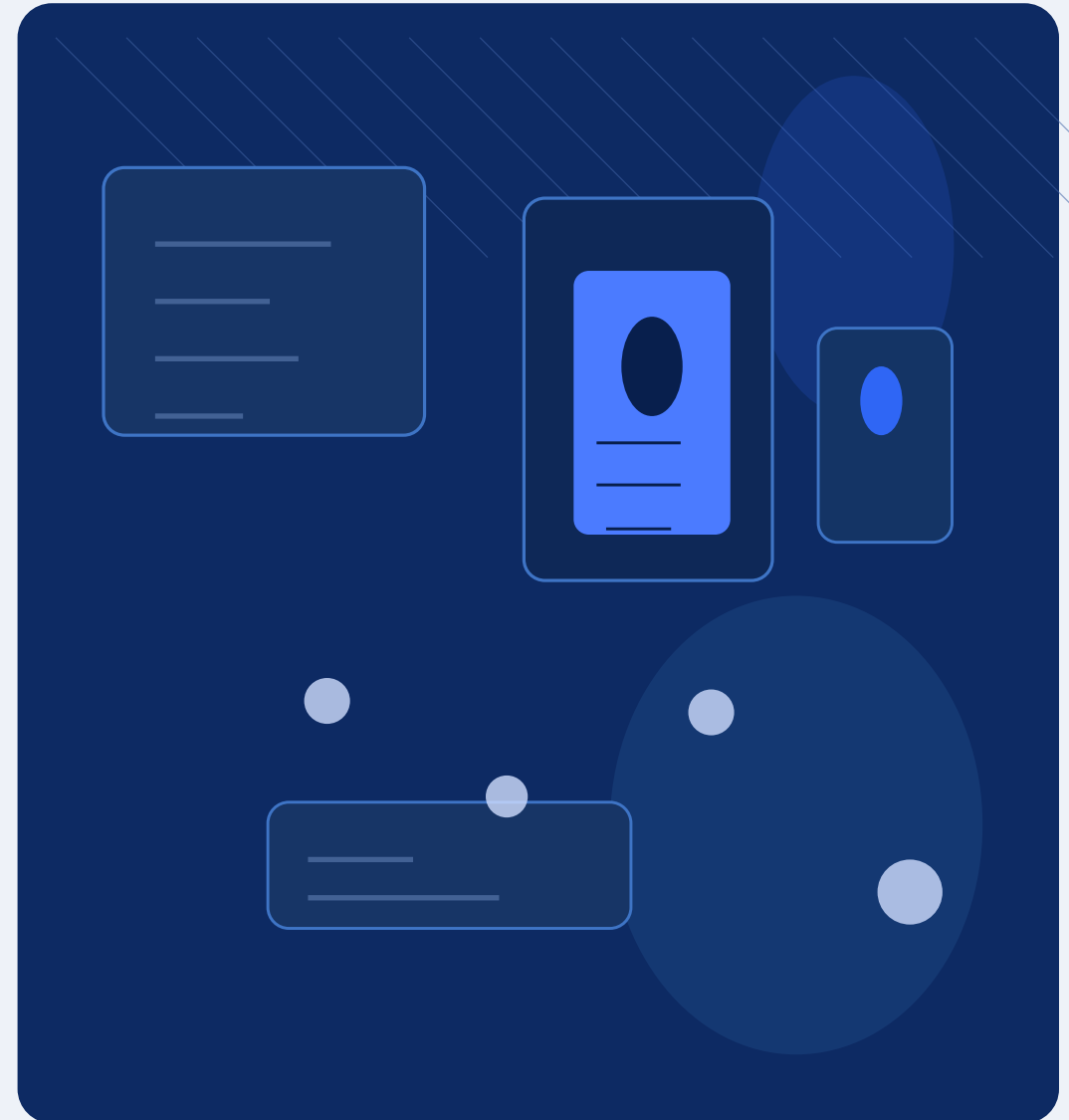
A student-friendly 60-minute lecture deck based on Chapter 5, with integrated Slido questions, two case discussions, and a 5-question mini quiz.

5 Slido polls

2 case questions

5-question quiz

Core teaching question: how does Turkish commercial law use names to connect market visibility with legal responsibility?



What students should leave with after 60 minutes

A structured route from definition to enforcement, with live interaction built in.

Three learning goals

- Distinguish trade name, business name, trademark, and digital identifiers.
- Explain the TCC rules on use, registration, formation, and transfer.

Interactive layer

- 5 Slido polls
- 2 case questions
- 5-question mini quiz

Core statutory frame

Main focus: TCC Part Three on Trade Name and Business Name, especially the logic of Arts. 39–53 and their registry connection.

0–10 min

Why names are regulated

10–25 min

Trade name structure and use

25–40 min

Distinctiveness, branch, transfer

40–50 min

Business name + enforcement

50–60 min

Slido recap + mini quiz

Teaching emphasis: names are not decorative labels; they are legal interfaces that tie market visibility to responsibility, publicity, and fair competition.

Why commercial law regulates names at all

Turkish commercial law treats names as tools of legal certainty, not just marketing choices.

1. Legal certainty

A commercial name helps third parties identify who is actually behind a business activity.

2. Liability visibility

The trade name communicates the merchant's legal form and the liability structure standing behind the enterprise.

3. Registry-based trust

Public registration and announcement reduce information asymmetry and speed up contracting.

4. Enforcement

Creditors, courts, and authorities can invoice, sue, serve, and supervise a clearly identifiable merchant.

1

Name used
in market

2

Registry
and documents

3

Trust, pricing,
and reliance

4

Dispute
and enforcement

The policy choice is simple: professional actors should be easy to find, easy to verify, and hard to confuse with someone else.

Trade name, business name, trademark, and digital identifiers

The first legal question is always functional: what exactly is this sign doing in commercial life?

Trade name (ticaret unvanı)

Function

Merchant's legal identifier

Can it replace the trade name?

Yes — it must appear on commercial documents.

Main legal lens

TCC commercial law

Typical risk

Confusion about who is liable

Business name (işletme adı)

Function

Public-facing name of the establishment

Can it replace the trade name?

No — it cannot replace the trade name.

Main legal lens

TCC commercial law

Typical risk

Confusion about the establishment

Trademark (marka)

Function

Sign for goods and services

Can it replace the trade name?

Not as the merchant's legal signature.

Main legal lens

Industrial property law

Typical risk

Confusion about market source

Digital identifiers

Function

Domain names, app names, social handles

Can it replace the trade name?

Only if separate law or unfair competition rules bite.

Main legal lens

Mixed regime

Typical risk

Online confusion and free riding

Method tip for students: before choosing a remedy, ask whether the sign is identifying the merchant, the establishment, the goods/services, or only an online access point.

Which sign is the merchant's legal identifier on invoices, contracts, and registry records?

Use this to test whether students can separate core commercial law categories.

A Trade name

B Business name

C Trademark

D Domain name

Suggested classroom move: collect answers first, then ask one student to justify why the other three signs belong to different legal regimes.

The merchant's legal signature in commercial life

The trade name is both a right and an obligation: it carries transactions, responsibility, and reputation.

Identification

Links the outward business activity to a natural person or legal entity that can hold rights and obligations.

Attribution

Connects documents, signatures, accounting records, and litigation to the correct merchant.

Trade name

Information

Signals the legal form and therefore helps counterparties infer the liability structure behind the enterprise.

Goodwill

Carries reputation and customer recognition — but only in a way that stays tied to legal accountability.

Key message: the trade name is not just the “brand” of the business; it is the legal interface of the merchant.

What the merchant must do with the trade name in practice

The TCC connects naming rules to daily workflow: signing, displaying, registering, and documenting.

1 Choose and use the trade name

Transactions related to the enterprise should be carried out under the registered trade name.

1

2 Register and announce it

The name is linked to the trade registry, authorised signatures, and public visibility.

2

3 Display it at the business premises

Third parties should see a clear, legible link between the establishment and the merchant.

3

4 Repeat it on commercial letters

Registry number, trade name, headquarters, and website details support accounting and enforcement.

4

Compliance risk

If the merchant uses the wrong name or omits required details, proof becomes harder and administrative sanctions may follow.

Teaching link

This is where naming law meets accounting, invoicing, representation, and trade registry practice.

Which statement best reflects the TCC duty to use the trade name?

A good way to test whether students understand the difference between a public-facing label and the legal signature of the merchant.

A A catchy storefront name alone is enough on invoices and promissory notes.

B The merchant must transact and sign business documents under the trade name and show required registry details on commercial letters.

C Only capital companies, not sole proprietors, need a trade name.

D Displaying the trade name at the place of business is optional.

Debrief prompt: ask students which part of the answer protects third parties most — signature, registry, display, or commercial letters.

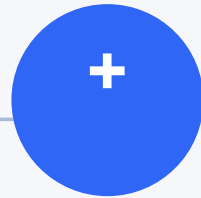
Every trade name has a core structure: main element + additions

The TCC balances standardisation and flexibility: enough formality for legal clarity, enough freedom for distinction.

Main element

Anchors the name to the merchant's legal identity or company form.

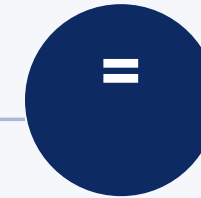
Examples: real name + surname, partner name, company type.



Additions

Can refer to activity, place, distinguishing features, or an imaginary expression.

Sometimes an addition is legally required to create distinctiveness.



Result

A legally recognisable and distinguishable trade name.

Truthfulness

The name should not include false factual claims.

No misleading impression

Avoid signals about size, importance, identity, or financial strength that do not match reality.

Public order

Restricted or inappropriate expressions remain outside the permitted zone of additions.

Student shortcut: the main element tells you who the merchant is; the addition helps you tell one lawful name from another.

The structure of the trade name mirrors the structure of liability

Where personal liability matters, personal identity tends to appear in the name.

Natural person merchant

- Real name + surname, without abbreviation.
- Additions are allowed, but they must not create a company-like impression.
- The legal owner remains fully visible.

Collective company

- Name of all partners or at least one partner.
- A phrase showing the company and its type must be present.
- Personal responsibility is part of the market signal.

Limited partnership

- Name of at least one unlimited partner + company type.
- Limited partner names must stay out of the title.
- The rule protects the logic of limited liability.

Capital company / cooperative

- Freely chosen expression + company type.
- If a real person's name is used, the company type should stay fully visible.

Other merchant legal entities

Associations, foundations, and similar merchant legal entities generally use their own legal names. Shipowning joint ventures use an owner or ship name together with a status expression that makes the form visible.

Teaching key: if students can explain why the legal form changes the naming rule, they usually understand the whole chapter.

Which proposed trade name is most problematic for a natural person merchant?

This is a compact way to test the “no false company impression” rule.

A Ayşe Demir Textile

B Ayşe Demir Consulting

C Ayşe Demir Group Holding

D Ayşe Demir Export

Follow-up prompt: ask students whether the same words would be less problematic if the merchant were a capital company and the legal form stayed visible.

Why a later merchant may need an addition even in another city

The trade name system works on a nationwide logic of confusion prevention.

Earlier registry entry

An earlier name registered in any trade registry office in Turkey can block a confusingly similar later title.

National
priority

Later application

A later applicant may keep the core sign only if a meaningful differentiating addition removes confusion.

Registry response

Trivial changes are not enough. Distinctiveness must work in the eyes of the relevant market.

Restricted or sensitive additions

Additions must not create false impressions about identity, importance, size, or financial status. “Turk”, “Turkey”, “Republic”, and “National” require Presidential approval.

Classroom synthesis

Distinctiveness and truthfulness work together: one stops confusion with earlier names; the other stops deception inside the later name itself.

Exam hint: if students see “same sign, different city,” they should immediately think of nationwide priority, not only local confusion.

Continuation, branch use, and transfer of the trade name

The law protects accumulated commercial identity, but it keeps the link between the name and the enterprise intact.

Continuation

- A known trade name may continue despite changes in the civil name of the owner or partner.
- In partnership-type settings, written consent helps protect the rights of heirs, departing partners, or name-holders.
- The name therefore becomes a sign of continuity, not just a literal list of current persons.

Branches

- A branch is not a separate merchant.
- It must use the headquarters trade name and clearly show that it is a branch.
- Foreign branches should also reveal the headquarters location and branch status, supporting service and accountability.

Transfer

- The trade name cannot be transferred separately from the commercial enterprise.
- When the enterprise is transferred as a whole, the trade name normally follows unless the parties expressly agree otherwise.
- This rule prevents empty-shell reputation trading.

Short teaching formula: continuation preserves trust; branch rules preserve unity; transfer rules preserve honesty about business reality.

Why the TCC separately protects the name of the establishment

The business name is establishment-focused: it speaks to the public, while the trade name continues to carry legal responsibility.

Trade name

Blue Horizon Home Retail Ltd. Co.

Business name

BlueDock Home

What it does

- Introduces the establishment directly to customers and the market.
- May differ from the merchant's trade name.
- Often matters most for stores, restaurants, chains, and service outlets.

What it cannot do

- It does not replace the trade name on invoices or other legal/commercial documents.
- It cannot lawfully be used in a way that obscures who the merchant is.

Why registration matters

- Registered business names benefit from distinctiveness, exclusivity, notification duties, sanctions, and infringement remedies similar to trade names.
- Transfer is textually more flexible, but confusion control remains essential.

Student rule: trade name = legal signature; business name = public-facing front door.

Can a sole proprietor hide behind a more “corporate” market image?

Use this case after the formation slides to surface the difference between a trade name and a public-facing label.

Scenario

Ayşe Demir runs a sole proprietorship. Her shopfront and invoices show only “Global Holding Studio”. Her registry filing uses “Ayşe Demir Global Holding Studio”. A supplier later asks whether this naming practice complies with Turkish commercial law.

Should the supplier be comfortable relying on the invoice as issued?

Discuss with students

- 1) What is the core naming problem?
- 2) Which element is legally mandatory for a natural person merchant?

Push the analysis

- 3) Does “Holding” create a misleading company-like impression?
- 4) Can the storefront label replace the trade name on invoices?

Instructor note

Suggested answer is provided separately in the case handout.

When use by another person becomes unlawful

Registration matters, but the real litigation question is whether the later use violates commercial honesty.

When the right bites

- A duly registered and announced trade name or business name belongs exclusively to its owner.
- Infringement usually appears as identity confusion, affiliation confusion, or free riding on another merchant's reputation.
- The standard is commercial honesty, not a mechanical monopoly over every shared word.

Main remedies

- Determination and prohibition of unlawful use
- Change or deletion of the unlawful registry entry
- Removal of signs or other material effects of the infringement
- Damages and, where appropriate, a profits-oriented monetary response
- Publication of the judgment, plus administrative or even criminal sanctions in serious cases

Strategic point for students: trade name/business name claims often travel together with unfair competition, and sometimes also with trademark claims if the sign functions as a mark.

A confusingly similar registered business name is harming another merchant. Which remedy best matches the TCC approach?

This helps students connect the abstract idea of exclusivity to concrete litigation tools.

A Only ask digital platforms to remove the page — the registry itself is irrelevant.

B Seek prohibition and, if necessary, change or deletion of the unlawful registry entry.

C Wait until the infringer becomes profitable before taking action.

D Only criminal sanctions are available.

Suggested debrief: ask students why the registry matters so much if trade name and business name protection are built on public notice and opposability.

When a public-facing establishment name starts to look too close to another one

This case lets students connect distinctiveness, business name protection, and unfair competition.

Scenario

Blue Horizon Home Retail Ltd. Şti. operates stores under the registered business name “BlueDock Home”. A later entrant in another city begins using “Blue Dock Living” on store signs, social media, and local advertisements. Customers start asking whether the two businesses are connected.

How should Blue Horizon frame the dispute?

Discussion prompts

- 1) Is this only a trademark problem?
- 2) Why does nationwide distinctiveness matter?

Push the analysis

- 3) Which role is the sign playing here: merchant identity, establishment identity, or both?
- 4) What remedies should be considered first?

Instructor note

Suggested answer is provided separately in the case handout.

Which statement best sums up the role of a business name under the TCC?

Use this near the end to see whether students now separate the business name from the trade name.

A It always replaces the trade name on invoices and contracts.

B It is the public-facing establishment name and may be registered and protected, but it does not replace the trade name as the legal identifier.

C It exists only for capital companies and never for sole proprietors.

D It cannot generate any civil remedies if copied by a competitor.

Rapid recap prompt: ask students to define “trade name” and “business name” in one sentence each before moving to the quiz.

Use as a final knowledge check or a short written exit ticket

Answer key is provided separately in the instructor handout.

Q1

What is the main reason Turkish commercial law regulates commercial names?

- A. To maximise advertising creativity
- B. To create a stable, verifiable commercial identity and reduce information asymmetry
- C. To replace contract law
- D. To hide the legal form of the enterprise

Q2

For a natural person merchant, the trade name must generally contain:

- A. Only a fantasy word
- B. The merchant's name and surname without abbreviation
- C. A trademark and a domain name
- D. Only the business activity

Q3

Which statement about the business name is correct?

- A. It always replaces the trade name on invoices
- B. It is establishment-focused and may differ from the trade name, but it does not replace the merchant's legal identifier
- C. It exists only for joint stock companies
- D. It can never be protected

Finish with transfer and enforcement

These questions check whether students can move from rule recall to legal consequence.

Q4

Which statement about transfer is correct?

- A. A trade name can always be sold separately from the enterprise
- B. A trade name cannot be transferred separately from the commercial enterprise; enterprise transfer usually carries it unless expressly excluded
- C. Trade name transfer requires no registry relevance
- D. Business name and trade name follow identical transfer rules in every respect

If a confusingly similar trade name or registered business name is used contrary to commercial honesty, the right holder may seek:

- A. Only a polite warning
- B. Prohibition, registry correction or deletion, damages, and publication
- C. Only criminal punishment
- D. No remedy until exact financial loss is proven

Four final takeaways

- Trade name = merchant's legal identity in commerce.
- Business name = establishment-facing public sign.
- Registration, truthfulness, and distinctiveness build trust.
- Remedies work together with unfair competition and sometimes trademark law.