



# Companies Act 2006

## 2006 CHAPTER 46

### PART 5

#### A COMPANY'S NAME

### CHAPTER 5

#### CHANGE OF NAME

#### **77 Change of name**

- (1) A company may change its name—
  - (a) by special resolution (see section 78), or
  - (b) by other means provided for by the company's articles (see section 79).
- (2) The name of a company may also be changed—
  - (a) by resolution of the directors acting under section 64 (change of name to comply with direction of Secretary of State under that section);
  - (b) on the determination of a new name by a company names adjudicator under section 73 (powers of adjudicator on upholding objection to company name);
  - (c) on the determination of a new name by the court under section 74 (appeal against decision of company names adjudicator);
  - (d) under section 1033 (company's name on restoration to the register).

#### **78 Change of name by special resolution**

- (1) Where a change of name has been agreed to by a company by special resolution, the company must give notice to the registrar.

This is in addition to the obligation to forward a copy of the resolution to the registrar.

- (2) Where a change of name by special resolution is conditional on the occurrence of an event, the notice given to the registrar of the change must—

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*Status: This is the original version (as it was originally enacted).*

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- (a) specify that the change is conditional, and
  - (b) state whether the event has occurred.
- (3) If the notice states that the event has not occurred—
- (a) the registrar is not required to act under section 80 (registration and issue of new certificate of incorporation) until further notice,
  - (b) when the event occurs, the company must give notice to the registrar stating that it has occurred, and
  - (c) the registrar may rely on the statement as sufficient evidence of the matters stated in it.

### **79 Change of name by means provided for in company's articles**

- (1) Where a change of a company's name has been made by other means provided for by its articles—
- (a) the company must give notice to the registrar, and
  - (b) the notice must be accompanied by a statement that the change of name has been made by means provided for by the company's articles.
- (2) The registrar may rely on the statement as sufficient evidence of the matters stated in it.

### **80 Change of name: registration and issue of new certificate of incorporation**

- (1) This section applies where the registrar receives notice of a change of a company's name.
- (2) If the registrar is satisfied—
- (a) that the new name complies with the requirements of this Part, and
  - (b) that the requirements of the Companies Acts, and any relevant requirements of the company's articles, with respect to a change of name are complied with,
- the registrar must enter the new name on the register in place of the former name.
- (3) On the registration of the new name, the registrar must issue a certificate of incorporation altered to meet the circumstances of the case.

### **81 Change of name: effect**

- (1) A change of a company's name has effect from the date on which the new certificate of incorporation is issued.
- (2) The change does not affect any rights or obligations of the company or render defective any legal proceedings by or against it.
- (3) Any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.