



# Companies Act 1985

## 1985 CHAPTER 6

### PART I

#### FORMATION AND REGISTRATION OF COMPANIES ; JURIDICAL STATUS AND MEMBERSHIP

### CHAPTER II

#### COMPANY NAMES

#### **25 Name as stated in memorandum**

- (1) The name of a public company must end with the words " public limited company " or, if the memorandum states that the company's registered office is to be situated in Wales, those words or their equivalent in Welsh ("cwmni cyfyngedig cyhoeddus "); and those words or that equivalent may not be preceded by the word " limited " or its equivalent in Welsh (" cyfyngedig ").
- (2) In the case of a company limited by shares or by guarantee (not being a public company), the name must have " limited " as its last word, except that—
  - (a) this is subject to section 30 (exempting, in certain circumstances, a company from the requirement to have " limited " as part of the name), and
  - (b) if the company is to be registered with a memorandum stating that its registered office is to be situated in Wales, the name may have " cyfyngedig " as its last word.

#### **26 Prohibition on registration of certain names**

- (1) A company shall not be registered under this Act by a name—
  - (a) which includes, otherwise than at the end of the name, any of the following words or expressions, that is to say, " limited ", " unlimited " or " public limited company " or their Welsh equivalents (" cyfyngedig ", " anghyfyngedig " and " cwmni cyfyngedig cyhoeddus " respectively) ;

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- (b) which includes, otherwise than at the end of the name, an abbreviation of any of those words or expressions;
  - (c) which is the same as a name appearing in the registrar's index of company names;
  - (d) the use of which by the company would in the opinion of the Secretary of State constitute a criminal offence; or
  - (e) which in the opinion of the Secretary of State is offensive.
- (2) Except with the approval of the Secretary of State, a company shall not be registered under this Act by a name which—
- (a) in the opinion of the Secretary of State would be likely to give the impression that the company is connected in any way with Her Majesty's Government or with any local authority; or
  - (b) includes any word or expression for the time being specified in regulations under section 29.

" Local authority " means any local authority within the meaning of the Local Government Act 1972 or the Local Government (Scotland) Act 1973, the Common Council of the City of London or the Council of the Isles of Scilly.

- (3) In determining for purposes of subsection (1)(c) whether one name is the same as another, there are to be disregarded—
- (a) the definite article, where it is the first word of the name;
  - (b) the following words and expressions where they appear at the end of the name, that is to say—
    - " company " or its Welsh equivalent (" cwmni "), " and company " or its Welsh equivalent (" a'r cwmni"),
    - " company limited " or its Welsh equivalent (" cwmni cyfyngedig "), " and company limited " or its Welsh equivalent (" a'r cwmni cyfyngedig " ),
    - " limited " or its Welsh equivalent (" cyfyngedig "), " unlimited " or its Welsh equivalent (" anghyfyngedig "), and
    - " public limited company " or its Welsh equivalent (" cwmni cyfyngedig cyhoeddus ");
  - (c) abbreviations of any of those words or expressions where they appear at the end of the name; and
  - (d) type and case of letters, accents, spaces between letters and punctuation marks;
- and " and " and " & " are to be taken as the same.

## **27 Alternatives of statutory designations**

- (1) A company which by any provision of this Act is either required or entitled to include in its name, as its last part, any of the words specified in subsection (4) below may, instead of those words, include as the last part of the name the abbreviations there specified as alternatives in relation to those words.
- (2) A reference in this Act to the name of a company or to the inclusion of any of those words in a company's name includes a reference to the name including (in place of any of the words so specified) the appropriate alternative, or to the inclusion of the appropriate alternative, as the case may be.

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- (3) A provision of this Act requiring a company not to include any of those words in its name also requires it not to include the abbreviated alternative specified in subsection (4).
- (4) For the purposes of this section—
  - (a) the alternative of " limited " is " ltd. ";
  - (b) the alternative of " public limited company " is p.l.c. ;
  - (c) the alternative of " cyfyngedig " is " cyf. "; and
  - (d) the alternative of " cwmni cyfyngedig cyhoeddus " is " c.c.c. ".

## **28 Change of name**

- (1) A company may by special resolution change its name (but subject to section 31 in the case of a company which has received a direction under subsection (2) of that section from the Secretary of State).
- (2) Where a company has been registered by a name which—
  - (a) is the same as or, in the opinion of the Secretary of State, too like a name appearing at the time of the registration in the registrar's index of company names, or
  - (b) is the same as or, in the opinion of the Secretary of State, too like a name which should have appeared in that index at that time,the Secretary of State may within 12 months of that time, in writing, direct the company to change its name within such period as he may specify.

Section 26(3) applies in determining under this subsection whether a name is the same as or too like another.
- (3) If it appears to the Secretary of State that misleading information has been given for the purpose of a company's registration with a particular name, or that undertakings or assurances have been given for that purpose and have not been fulfilled, he may within 5 years of the date of its registration with that name in writing direct the company to change its name within such period as he may specify.
- (4) Where a direction has been given under subsection (2) or (3), the Secretary of State may by a further direction in writing extend the period within which the company is to change its name, at any time before the end of that period.
- (5) A company which fails to comply with a direction under this section, and any officer of it who is in default, is liable to a fine and, for continued contravention, to a daily default fine.
- (6) Where a company changes its name under this section, the registrar of companies shall (subject to section 26) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.
- (7) A change of name by a company under this section does not affect any rights or obligations of the company or render defective any legal proceedings by or against it; and 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.

## **29 Regulations about names**

- (1) The Secretary of State may by regulations—
  - (a) specify words or expressions for the registration of which as or as part of a company's corporate name his approval is required under section 26(2)(b), and
  - (b) in relation to any such word or expression, specify a Government department or other body as the relevant body for purposes of the following subsection.
- (2) Where a company proposes to have as, or as part of, its corporate name any such word or expression and a Government department or other body is specified under subsection (1)(b) in relation to that word or expression, a request shall be made (in writing) to the relevant body to indicate whether (and if so why) it has any objections to the proposal; and the person to make the request is—
  - (a) in the case of a company seeking to be registered under this Part, the person making the statutory declaration required by section 12(3),
  - (b) in the case of a company seeking to be registered under section 680, the persons making the statutory declaration required by section 686(2), and
  - (c) in any other case, a director or secretary of the company concerned.
- (3) The person who has made that request to the relevant body shall submit to the registrar of companies a statement that it has been made and a copy of any response received from that body, together with—
  - (a) the requisite statutory declaration, or
  - (b) a copy of the special resolution changing the company's name, according as the case is one or other of those mentioned in subsection (2).
- (4) Sections 709 and 710 (public rights of inspection of documents kept by registrar of companies) do not apply to documents sent under subsection (3) of this section.
- (5) Regulations under this section may contain such transitional provisions and savings as the Secretary of State thinks appropriate and may make different provision for different cases or classes of case.
- (6) The regulations shall be made by statutory instrument, to be laid before Parliament after it is made; and the regulations shall cease to have effect at the end of 28 days beginning with the day on which the regulations were made (but without prejudice to anything previously done by virtue of them or to the making of new regulations), unless during that period they are approved by resolution of each House. In reckoning that period, no account is to be taken of any time during which Parliament is dissolved or prorogued or during which both Houses are adjourned for more than 4 days.

## **30 Exemption from requirement of " limited " as part of the name**

- (1) Certain companies are exempt from requirements of this Act relating to the use of " limited " as part of the company name.
- (2) A private company limited by guarantee is exempt from those requirements, and so too is a company which on 25th February 1982 was a private company limited by shares with a name which, by virtue of a licence under section 19 of the Companies Act 1948, did not include " limited "; but in either case the company must, to have the exemption, comply with the requirements of the following subsection.
- (3) Those requirements are that—

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- (a) the objects of the company are (or, in the case of a company about to be registered, are to be) the promotion of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects; and
  - (b) the company's memorandum or articles—
    - (i) require its profits (if any) or other income to be applied in promoting its objects,
    - (ii) prohibit the payment of dividends to its members, and
    - (iii) require all the assets which would otherwise be available to its members generally to be transferred on its winding up either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company).
- (4) A statutory declaration that a company complies with the requirements of subsection (3) may be delivered to the registrar of companies, who may accept the declaration as sufficient evidence of the matters stated in it; and the registrar may refuse to register a company by a name which does not include the word " limited " unless such a declaration has been delivered to him.
- (5) The statutory declaration must be in the prescribed form and be made—
- (a) in the case of a company to be formed, by a solicitor engaged in its formation or by a person named as director or secretary in the statement delivered under section 10(2);
  - (b) in the case of a company to be registered in pursuance of section 680, by two or more directors or other principal officers of the company ; and
  - (c) in the case of a company proposing to change its name so that it ceases to have the word " limited " as part of its name, by a director or secretary of the company.
- (6) References in this section to the word " limited " include (in an appropriate case) its Welsh equivalent (" cyfyngedig "), and the appropriate alternative (" ltd." or " cyf.", as the case may be).
- (7) A company which is exempt from requirements relating to the use of " limited " and does not include that word as part of its name, is also exempt from the requirements of this Act relating to the publication of its name and the sending of lists of members to the registrar of companies.

### **31 Provisions applying to company exempt under s. 30**

- (1) A company which is exempt under section 30 and whose name does not include " limited " shall not alter its memorandum or articles of association so that it ceases to comply with the requirements of subsection (3) of that section.
- (2) If it appears to the Secretary of State that such a company—
  - (a) has carried on any business other than the promotion of any of the objects mentioned in that subsection, or
  - (b) has applied any of its profits or other income otherwise than in promoting such objects, or
  - (c) has paid a dividend to any of its members,

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he may, in writing, direct the company to change its name by resolution of the directors within such period as may be specified in the direction, so that its name ends with " limited ".

A resolution passed by the directors in compliance with a direction under this subsection is subject to section 380 of this Act (copy to be forwarded to the registrar of companies within 15 days).

- (3) A company which has received a direction under subsection (2) shall not thereafter be registered by a name which does not include " limited ", without the approval of the Secretary of State.
- (4) References in this section to the word " limited " include (in an appropriate case) its Welsh equivalent (" cyfyngedig"), and the appropriate alternative (" ltd." or " cyf.", as the case may be).
- (5) A company which contravenes subsection (1), and any officer of it who is in default, is liable to a fine and, for continued contravention, to a daily default fine.
- (6) A company which fails to comply with a direction by the Secretary of State under subsection (2), and any officer of the company who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

### **32 Power to require company to abandon misleading name**

- (1) If in the Secretary of State's opinion the name by which a company is registered gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public, he may direct it to change its name.
- (2) The direction must, if not duly made the subject of an application to the court under the following subsection, be complied with within a period of 6 weeks from the date of the direction or such longer period as the Secretary of State may think fit to allow.
- (3) The company may, within a period of 3 weeks from the date of the direction, apply to the court to set it aside; and the court may set the direction aside or confirm it and, if it confirms the direction, shall specify a period within which it must be complied with.
- (4) If a company makes default in complying with a direction under this section, it is liable to a fine and, for continued contravention, to a daily default fine.
- (5) Where a company changes its name under this section, the registrar shall (subject to section 26) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.
- (6) A change of name by a company under this section does not affect any of the rights or obligations of the company, or render defective any legal proceedings by or against it; and 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.

### **33 Prohibition on trading under misleading name**

- (1) A person who is not a public company is guilty of an offence if he carries on any trade, profession or business under a name which includes, as its last part, the words " public limited company" or their equivalent in Welsh (" cwmni cyfyngedig cyhoeddus").

- (2) A public company is guilty of an offence if, in circumstances in which the fact that it is a public company is likely to be material to any person, it uses a name which may reasonably be expected to give the impression that it is a private company.
- (3) A person guilty of an offence under subsection (1) or (2) and, if that person is a company, any officer of the company who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

#### **34 Penalty for improper use of " limited " or " cyfyngedig "**

If any person trades or carries on business under a name or title of which " limited " or " cyfyngedig ", or any contraction or imitation of either of those words, is the last word, that person, unless duly incorporated with limited liability, is liable to a fine and, for continued contravention, to a daily default fine.