

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

TERRITORIAL EXTENT AND DEVOLUTION

Chapter 5: Change of Name

Section 78: Change of name by special resolution

181. This section is a new provision. It requires the company to notify the registrar of a change of name when it has been agreed by special resolution. This requirement is in addition to the obligation under Chapter 3 of Part 3 to forward a copy of the special resolution to the registrar. *Subsections (2) and (3)* address the particular situation where a company has passed a special resolution to change its name but the change is not to take place until some other event has occurred (e.g. a merger). The notice of change of name must say that the change is conditional and whether the event has occurred. If the event has not yet occurred, the registrar will not act on the notice to change the name until she has received a second notice stating that the specified event has occurred. The registrar may rely on that statement without further evidence.