

COMPANIES ACT 2006

EXPLANATORY NOTES

TERRITORIAL EXTENT AND DEVOLUTION

Chapter 5: Change of Name

Section 77: Change of name

179. This section replaces section 28(1) of the 1985 Act. Under the existing provision, companies can only change their names:
- by special resolution; or
 - following a direction by the Secretary of State in the restricted circumstances provided by section 31 of the 1985 Act, which apply only to companies exempt from their name concluding in “limited.”
180. This section also provides for the following means:
- whatever means are provided in the company’s articles (this means that the company will be able to determine the procedures for changing its own name);
 - by an order of the company names adjudicator if an objection under section 73 is upheld, or by a court following an appeal against the adjudicator’s decision under section 74; and
 - under section 1033 on the company’s restoration to the register.

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.

Section 79: Change of name by means provided for in company’s articles

182. This section is a new provision, supplementing the new provision (section 77(1)(b)) whereby a company may change its name by any means provided for in its articles. *Subsection (1)* requires the company to provide the registrar with both a notice of the name change and a statement that the change has been made in accordance with the company’s articles. *Subsection (2)* ensures the registrar may rely on that statement without further evidence.

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

Section 80: Change of name: registration and issue of new certificate of incorporation

183. This section, which partly replaces sections 28(6) and 32(5) of the 1985 Act, provides for the procedures that the registrar must perform before a company's proposed new name is effective. *Subsection (2)* provides for the checks both that the name meets all the requirements for a company's name in this Part of the Act and that the necessary documents have been provided. *Subsection (3)* provides for the company to be issued with a certificate of incorporation with the new name.

Section 81: Change of name: effect

184. This section, which replaces sections 28(6) and 32(5) in part and, in total, section 28(7) of the 1985 Act, provides that the new name is effective as soon as the altered certificate of incorporation is issued. It also provides that the change of name does not affect the company's rights or obligations or legal proceedings by or against it in its previous name.