



# Companies Act 2006

## 2006 CHAPTER 46

### PART 5

#### A COMPANY'S NAME

### CHAPTER 3

#### SIMILARITY TO OTHER NAMES

##### *Similarity to other name on registrar's index*

#### **66 Name not to be the same as another in the index**

- (1) A company must not be registered under this Act by a name that is the same as another name appearing in the registrar's index of company names.
- (2) The Secretary of State may make provision by regulations supplementing this section.
- (3) The regulations may make provision—
  - (a) as to matters that are to be disregarded, and
  - (b) as to words, expressions, signs or symbols that are, or are not, to be regarded as the same,for the purposes of this section.
- (4) The regulations may provide—
  - (a) that registration by a name that would otherwise be prohibited under this section is permitted—
    - (i) in specified circumstances, or
    - (ii) with specified consent, and
  - (b) that if those circumstances obtain or that consent is given at the time a company is registered by a name, a subsequent change of circumstances or withdrawal of consent does not affect the registration.

**Changes to legislation:** Companies Act 2006, Chapter 3 is up to date with all changes known to be in force on or before 02 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

(5) Regulations under this section are subject to negative resolution procedure.

(6) In this section “specified” means specified in the regulations.

**Modifications etc. (not altering text)**

- C1** Ss. 66-68 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **11** (with Sch. 1 paras. 3, 34, 35) (as amended (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), reg. 1(1), **Sch. 5 para. 4**)
- C2** S. 66(1) applied (with modifications) by [S.I. 1989/638](#), reg. 10(1A)-(1C) (as substituted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), **reg. 13** (with reg. 2))

**Commencement Information**

- II** S. 66 wholly in force at 1.10.2009; s. 66 not in force at Royal Assent, see s. 1300; s. 66 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 66 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(e)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

**67 Power to direct change of name in case of similarity to existing name**

(1) The Secretary of State may direct a company to change its name if it has been registered in a name that is the same as or, in the opinion of the Secretary of State, too like—

- (a) a name appearing at the time of the registration in the registrar's index of company names, or
- (b) a name that should have appeared in that index at that time.

[<sup>F1</sup>(1A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates (so far as it relates to the company to which the direction is given).]

(2) The Secretary of State may make provision by regulations supplementing this section.

(3) The regulations may make provision—

- (a) as to matters that are to be disregarded, and
- (b) as to words, expressions, signs or symbols that are, or are not, to be regarded as the same,

for the purposes of this section.

(4) The regulations may provide—

- (a) that no direction is to be given under this section in respect of a name—
  - (i) in specified circumstances, or
  - (ii) if specified consent is given, and
- (b) that a subsequent change of circumstances or withdrawal of consent does not give rise to grounds for a direction under this section.

(5) Regulations under this section are subject to negative resolution procedure.

(6) In this section “specified” means specified in the regulations.

**Changes to legislation:** Companies Act 2006, Chapter 3 is up to date with all changes known to be in force on or before 02 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

### Textual Amendments

- F1** [S. 67\(1A\)](#) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 14(3)**, 219(1)(2)(b); [S.I. 2024/269](#), reg. 2(j)

### Modifications etc. (not altering text)

- C3** [Ss. 66-68](#) applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **11** (with [Sch. 1](#) paras. 3, 34, 35) (as amended (31.1.2015) by [S.I. 2015/17](#), reg. 1(1), **Sch. 5 para. 4**; and (4.3.2024) by [S.I. 2024/234](#), regs. 1(2), **9(2)**)
- C4** [S. 67\(1\)](#) applied (with modifications) by [S.I. 1989/638](#), reg. 11(1A)(1B) (as inserted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), **reg. 14(3)** (with reg. 2))

### Commencement Information

- I2** [S. 67](#) wholly in force at 20.1.2007; [s. 67](#) not in force at Royal Assent, see s. 1300; [s. 67](#) in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); [s. 67](#) otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(e)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

## 68 Direction to change name: supplementary provisions

- (1) The following provisions have effect in relation to a direction under section 67 (power to direct change of name in case of similarity to existing name).
- (2) Any such direction—
- (a) must be given within twelve months of the company's registration by the name in question, and
  - (b) must specify the period within which the company is to change its name.

[<sup>F2</sup>(2A) The period must be a period of at least 28 days beginning with the date of the direction.]

- (3) The Secretary of State may by a further direction extend that period.

Any such direction must be given before the end of the period for the time being specified.

- (4) A direction under section 67 or this section must be in writing.

- (5) If a company fails to comply with the direction, an offence is committed by—

- (a) the company, and
- (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

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### Textual Amendments

- F2** S. 68(2A) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 13(3), 219(1)(2)(b); S.I. 2024/269, reg. 2(i)

### Modifications etc. (not altering text)

- C5** S. 68 applied (with modifications) by S.I. 1989/638, reg. 11(1A)(1B) (as inserted (1.10.2009) by The European Economic Interest Grouping (Amendment) Regulations 2009 (S.I. 2009/2399), reg. 14(3) (with reg. 2))
- C6** Ss. 66-68 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 11 (with Sch. 1 paras. 3, 34, 35) (as amended (31.1.2015) by S.I. 2015/17, reg. 1(1), Sch. 5 para. 4); and (4.3.2024) by S.I. 2024/234, regs. 1(2), 9(3))

*Similarity to other name in which person has goodwill*

## 69 Objection to company's registered name

- (1) A person (“the applicant”) may object to a company's registered name on the ground—
  - (a) that it is the same as a name associated with the applicant in which he has goodwill, or
  - (b) that it is sufficiently similar to such a name that its use in the United Kingdom [<sup>F3</sup>or elsewhere] would be likely to mislead [<sup>F4</sup>members of the public in the United Kingdom or elsewhere] by suggesting a connection between the company and the applicant.
- (2) The objection must be made by application to a company names adjudicator (see section 70).
- (3) The company concerned shall be the primary respondent to the application.
 

[<sup>F5</sup>Any of the following may be joined as respondents—

  - (a) any member or person who was a member at the time at which the name was registered;
  - (b) any director or person who was a director at the time at which the name was registered.]
- (4) If the ground specified in subsection (1)(a) or (b) is established, it is for the respondents to show—
  - (a) that the name was registered before the commencement of the activities on which the applicant relies to show goodwill; or
  - <sup>F6</sup>(b) . . . . .
  - (c) that the name was registered in the ordinary course of a company formation business and the company is available for sale to the applicant on the standard terms of that business; or
  - (d) that the name was adopted in good faith; or
  - (e) that the interests of the applicant are not adversely affected to any significant extent.

If none of those is shown, the objection shall be upheld.

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- (5) If the facts mentioned in subsection (4)(a) <sup>F7</sup>... or (c) are established, the objection shall nevertheless be upheld if the applicant shows that the main purpose of the respondents (or any of them) in registering the name was to obtain money (or other consideration) from the applicant or prevent him from registering the name.
- (6) If the objection is not upheld under subsection (4) or (5), it shall be dismissed.
- (7) In this section “goodwill” includes reputation of any description.

#### Textual Amendments

- F3** Words in s. 69(1)(b) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 15(2)(a)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(k)
- F4** Words in s. 69(1)(b) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 15(2)(b)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(k)
- F5** Words in s. 69(3) substituted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 15(3)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(k)
- F6** S. 69(4)(b) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 15(4)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(k)
- F7** Word in s. 69(5) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 15(5)**, 219(1)(2)(b); S.I. 2024/269, reg. 2(k)

#### Modifications etc. (not altering text)

- C7** Ss. 69-74 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **12** (as amended (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **10(2)**; S.I. 2024/269, **reg. 2(a)**)

## 70 Company names adjudicators

- (1) The Secretary of State shall appoint persons to be company names adjudicators.
- (2) The persons appointed must have such legal or other experience as, in the Secretary of State's opinion, makes them suitable for appointment.
- (3) An adjudicator—
- (a) holds office in accordance with the terms of his appointment,
  - (b) is eligible for re-appointment when his term of office ends,
  - (c) may resign at any time by notice in writing given to the Secretary of State, and
  - (d) may be dismissed by the Secretary of State on the ground of incapacity or misconduct.
- (4) One of the adjudicators shall be appointed Chief Adjudicator.
- He shall perform such functions as the Secretary of State may assign to him.
- (5) The other adjudicators shall undertake such duties as the Chief Adjudicator may determine.

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(6) The Secretary of State may—

- (a) appoint staff for the adjudicators;
- (b) pay remuneration and expenses to the adjudicators and their staff;
- (c) defray other costs arising in relation to the performance by the adjudicators of their functions;
- (d) compensate persons for ceasing to be adjudicators.

**Modifications etc. (not altering text)**

**C8** Ss. 69-74 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 12

## 71 Procedural rules

(1) The Secretary of State may make rules about proceedings before a company names adjudicator.

(2) The rules may, in particular, make provision—

- (a) as to how an application is to be made and the form and content of an application or other documents;
- (b) for fees to be charged;
- (c) about the service of documents and the consequences of failure to serve them;
- (d) as to the form and manner in which evidence is to be given;
- (e) for circumstances in which hearings are required and those in which they are not;
- (f) for cases to be heard by more than one adjudicator;
- (g) setting time limits for anything required to be done in connection with the proceedings (and allowing for such limits to be extended, even if they have expired);
- (h) enabling the adjudicator to strike out an application, or any defence, in whole or in part—
  - (i) on the ground that it is vexatious, has no reasonable prospect of success or is otherwise misconceived, or
  - (ii) for failure to comply with the requirements of the rules;
- (i) conferring power to order security for costs (in Scotland, caution for expenses);
- (j) as to how far proceedings are to be held in public;
- (k) requiring one party to bear the costs (in Scotland, expenses) of another and as to the taxing (or settling) the amount of such costs (or expenses).

(3) The rules may confer on the Chief Adjudicator power to determine any matter that could be the subject of provision in the rules.

(4) Rules under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.

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**Modifications etc. (not altering text)**

- C9** Ss. 69-74 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 12

**Commencement Information**

- I3** S. 71 wholly in force at 1.10.2008; s. 71 not in force at Royal Assent, see s. 1300; s. 71 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 71 in force at 1.10.2008 by [S.I. 2007/3495](#), [art. 5\(1\)\(a\)](#) (with savings in [arts. 7, 12](#))

**72 Decision of adjudicator to be made available to public**

- (1) A company names adjudicator must, within 90 days of determining an application under section 69, make his decision and his reasons for it available to the public.
- (2) He may do so by means of a website or by such other means as appear to him to be appropriate.

**Modifications etc. (not altering text)**

- C10** Ss. 69-74 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 12

**73 Order requiring name to be changed**

- (1) If an application under section 69 is upheld, the adjudicator shall make an order—
  - (a) requiring the respondent company to change its name to one that is not an offending name, and
  - (b) requiring all the respondents—
    - (i) to take all such steps as are within their power to make, or facilitate the making, of that change, and
    - (ii) not to cause or permit any steps to be taken calculated to result in another company being registered with a name that is an offending name.
- (2) An “offending name” means a name that, by reason of its similarity to the name associated with the applicant in which he claims goodwill, would be likely—
  - (a) to be the subject of a direction under section 67 (power of Secretary of State to direct change of name), or
  - (b) to give rise to a further application under section 69.
- (3) The order must specify a date by which the respondent company's name is to be changed and may be enforced—
  - (a) in England and Wales or Northern Ireland, in the same way as an order of the High Court;
  - (b) in Scotland, in the same way as a decree of the Court of Session.
- (4) If the respondent company's name is not changed in accordance with the order by the specified date, the adjudicator may determine a new name for the company.



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- (5) If the adjudicator determines a new name for the respondent company he must give notice of his determination—
- (a) to the applicant,
  - (b) to the respondents, and
  - (c) to the registrar.
- (6) For the purposes of this section a company's name is changed when the change takes effect in accordance with section 81(1) (on the issue of the new certification of incorporation).
- [<sup>F8</sup>(7) Where an order is made under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the order relates.]

#### Textual Amendments

**F8** S. 73(7) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 14(4), 219(1)(2)(b); S.I. 2024/269, reg. 2(j)

#### Modifications etc. (not altering text)

**C11** Ss. 69-74 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 12 (as amended (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), 10(3); S.I. 2024/269, reg. 2(a))

#### Commencement Information

**I4** S. 73 wholly in force at 1.10.2008; s. 73 not in force at Royal Assent see s. 1300; s. 73 in force at 1.10.2008 by S.I. 2007/3495, art. 5(1)(a) (with savings in arts. 7, 12 and subject to transitional adaptations in Sch. 1 para. 22)

## 74 Appeal from adjudicator's decision

- (1) An appeal lies to the court from any decision of a company names adjudicator to uphold or dismiss an application under section 69.
- (2) Notice of appeal against a decision upholding an application must be given before the date specified in the adjudicator's order by which the respondent company's name is to be changed.
- (3) If notice of appeal is given against a decision upholding an application, the effect of the adjudicator's order is suspended.
- (4) If on appeal the court—
  - (a) affirms the decision of the adjudicator to uphold the application, or
  - (b) reverses the decision of the adjudicator to dismiss the application,
 the court may (as the case may require) specify the date by which the adjudicator's order is to be complied with, remit the matter to the adjudicator or make any order or determination that the adjudicator might have made.
- (5) If the court determines a new name for the company it must give notice of the determination—



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- (a) to the parties to the appeal, and
- (b) to the registrar.

**Modifications etc. (not altering text)**

**C12** Ss. 69-74 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **12**

**Changes to legislation:**

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**Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

**Whole provisions yet to be inserted into this Act (including any effects on those provisions):**

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- Sch. 2 Pt. 2 Section (A) para. 25(m) inserted by [2024 c. 13 Sch. 30 para. 30](#)
- Sch. 2 Pt. 2 Section (A) para. 25(j) omitted by [2024 c. 13 Sch. 21 para. 10](#)
- Sch. 2 Pt. 2 Section (A) para. 28 words substituted by [2024 c. 13 Sch. 18 para. 9\(2\)\(a\)\(i\)](#)
- Sch. 2 Pt. 2 Section (A) para. 29 words substituted by [2024 c. 13 Sch. 18 para. 9\(2\)\(a\)\(ii\)](#)
- Sch. 2 Pt. 2 Section (A) para. 36 words substituted by [2024 c. 13 Sch. 18 para. 9\(2\)\(b\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))