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Companies Act 2006

2006 CHAPTER 46

PART 5

A COMPANY'S NAME

Modifications etc. (not altering text)

- C1** Pts. 1-39 (except for Pt. 7 and ss. 662-669), 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 2](#)
- C2** Pt. 5: power to apply (with modifications) conferred (E.W.S.) (prosp.) by [Co-operative and Community Benefit Societies and Credit Unions Act 2010 \(c. 7\)](#), ss. [4\(1\)\(2\)\(b\)](#), 8(2) (with s. 4(6))

CHAPTER 1

GENERAL REQUIREMENTS

Prohibited names

53 Prohibited names

A company must not be registered under this Act by a name if, in the opinion of the Secretary of State—

- (a) its use by the company would constitute an offence, or
- (b) it is offensive.

Modifications etc. (not altering text)

- C3** S. 53 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](#)))

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- C4** Ss. 53-56 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 8 (with Sch. 1 paras. 3, 4, 34, 35) (as amended (14.12.2009) by S.I. 2009/2995, [reg. 2\(2\)](#))

Sensitive words and expressions

54 Names suggesting connection with government or public authority

- (1) The approval of the Secretary of State is required for a company to be registered under this Act by a name that would be likely to give the impression that the company is connected with—
- (a) Her Majesty's Government, any part of the Scottish administration [^{F1}, the Welsh Assembly Government] or Her Majesty's Government in Northern Ireland,
 - (b) a local authority, or
 - (c) any public authority specified for the purposes of this section by regulations made by the Secretary of State.
- (2) For the purposes of this section—
- “local authority” means—
- (a) a local authority within the meaning of the Local Government Act 1972 (c. 70), the Common Council of the City of London or the Council of the Isles of Scilly,
 - (b) a council constituted under section 2 of the Local Government etc. (Scotland) Act 1994 (c. 39), or
 - (c) a district council in Northern Ireland;
- “public authority” includes any person or body having functions of a public nature.
- (3) Regulations under this section are subject to affirmative resolution procedure.

Textual Amendments

- F1** Words in s. 54(1)(a) inserted (6.11.2009) by [The Government of Wales Act 2006 \(Consequential Modifications, Transitional Provisions and Saving\) Order 2009 \(S.I. 2009/2958\)](#), [art. 9](#)

Modifications etc. (not altering text)

- C5** S. 54 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](#)))
- C6** Ss. 53-56 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 8 (with Sch. 1 paras. 3, 4, 34, 35) (as amended (14.12.2009) by S.I. 2009/2995, [reg. 2\(2\)](#))

Commencement Information

- I1** S. 54 wholly in force at 1.10.2009; s. 54 not in force at Royal Assent, see s. 1300; s. 54 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](#),

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8, Sch. 5); s. 32 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)

55 Other sensitive words or expressions

- (1) The approval of the Secretary of State is required for a company to be registered under this Act by a name that includes a word or expression for the time being specified in regulations made by the Secretary of State under this section.
- (2) Regulations under this section are subject to approval after being made.

Modifications etc. (not altering text)

- C7** S. 55 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**))
- C8** Ss. 53-56 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by **The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009** (S.I. 2009/1804), **regs. 2, 8** (with **Sch. 1 paras. 3, 4, 34, 35**) (as amended (14.12.2009) by S.I. 2009/2995, **reg. 2(2)**)

Commencement Information

- I2** S. 55 wholly in force at 1.10.2009; s. 55 not in force at Royal Assent see s. 1300; s. 55 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. 55 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)

56 Duty to seek comments of government department or other specified body

- (1) The Secretary of State may by regulations under—
 - (a) section 54 (name suggesting connection with government or public authority),
or
 - (b) section 55 (other sensitive words or expressions),require that, in connection with an application for the approval of the Secretary of State under that section, the applicant must seek the view of a specified Government department or other body.
- (2) Where such a requirement applies, the applicant must request the specified department or other body (in writing) to indicate whether (and if so why) it has any objections to the proposed name.
- (3) Where a request under this section is made in connection with an application for the registration of a company under this Act, the application must—
 - (a) include a statement that a request under this section has been made, and
 - (b) be accompanied by a copy of any response received.
- (4) Where a request under this section is made in connection with a change in a company's name, the notice of the change sent to the registrar must be accompanied by—
 - (a) a statement by a director or secretary of the company that a request under this section has been made, and
 - (b) a copy of any response received.

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

Modifications etc. (not altering text)

- C9** S. 56 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](#)))
- C10** Ss. 53-56 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 8](#) (with [Sch. 1 paras. 3, 4, 34, 35](#)) (as amended (14.12.2009) by [S.I. 2009/2995](#), [reg. 2\(2\)](#))

Commencement Information

- I3** S. 56 wholly in force at 1.10.2009; s. 56 not in force at Royal Assent, see s. 1300; s. 56 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. 56 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](#))

Permitted characters etc

57 Permitted characters etc

- (1) The Secretary of State may make provision by regulations—
- (a) as to the letters or other characters, signs or symbols (including accents and other diacritical marks) and punctuation that may be used in the name of a company registered under this Act; and
 - (b) specifying a standard style or format for the name of a company for the purposes of registration.
- (2) The regulations may prohibit the use of specified characters, signs or symbols when appearing in a specified position (in particular, at the beginning of a name).
- (3) A company may not be registered under this Act by a name that consists of or includes anything that is not permitted in accordance with regulations under this section.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) In this section “specified” means specified in the regulations.

Modifications etc. (not altering text)

- C11** S. 57 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 9](#) (with [Sch. 1 paras. 3, 34, 35](#))
- C12** S. 57(3) 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

- I4** S. 57 wholly in force at 1.10.2009; s. 57 not in force at Royal Assent, see s. 1300; s. 57 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,](#)

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8, Sch. 5); s. 56 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)

CHAPTER 2

INDICATIONS OF COMPANY TYPE OR LEGAL FORM

Required indications for limited companies

58 Public limited companies

- (1) The name of a limited company that is a public company must end with “public limited company” or “p.l.c.”.
- (2) In the case of a Welsh company, its name may instead end with “cwmni cyfyngedig cyhoeddus” or “c.c.c.”.
- (3) This section does not apply to community interest companies (but see section 33(3) and (4) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)).

59 Private limited companies

- (1) The name of a limited company that is a private company must end with “limited” or “ltd.”.
- (2) In the case of a Welsh company, its name may instead end with “cyfyngedig” or “cyf.”.
- (3) Certain companies are exempt from this requirement (see section 60).
- (4) This section does not apply to community interest companies (but see section 33(1) and (2) of the Companies (Audit, Investigations and Community Enterprise) Act 2004).

60 Exemption from requirement as to use of “limited”

- (1) A private company is exempt from section 59 (requirement to have name ending with “limited” or permitted alternative) if—
 - (a) it is a charity,
 - (b) it is exempted from the requirement of that section by regulations made by the Secretary of State, or
 - (c) it meets the conditions specified in—
 - section 61 (continuation of existing exemption: companies limited by shares), or
 - section 62 (continuation of existing exemption: companies limited by guarantee).
- (2) The registrar may refuse to register a private limited company by a name that does not include the word “limited” (or a permitted alternative) unless a statement has been delivered to him that the company meets the conditions for exemption.
- (3) The registrar may accept the statement as sufficient evidence of the matters stated in it.

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

Commencement Information

I5 S. 60 wholly in force at 1.10.2009; s. 60 not in force at Royal Assent, see s. 1300; s. 60 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. 60 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**)

61 Continuation of existing exemption: companies limited by shares

- (1) This section applies to a private company limited by shares—
- (a) that on 25th February 1982—
 - (i) was registered in Great Britain, and
 - (ii) had a name that, by virtue of a licence under section 19 of the Companies Act 1948 (c. 38) (or corresponding earlier legislation), did not include the word “limited” or any of the permitted alternatives, or
 - (b) that on 30th June 1983—
 - (i) was registered in Northern Ireland, and
 - (ii) had a name that, by virtue of a licence under section 19 of the Companies Act (Northern Ireland) 1960 (c. 22 (N.I.)) (or corresponding earlier legislation), did not include the word “limited” or any of the permitted alternatives.
- (2) A company to which this section applies is exempt from section 59 (requirement to have name ending with “limited” or permitted alternative) so long as—
- (a) it continues to meet the following two conditions, and
 - (b) it does not change its name.
- (3) The first condition is that the objects of the company are the promotion of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects.
- (4) The second condition is that the company's articles—
- (a) require its income to be applied in promoting its objects,
 - (b) prohibit the payment of dividends, or any return of capital, to its members, and
 - (c) require all the assets that would otherwise be available to its members generally to be transferred on its winding up either—
 - (i) to another body with objects similar to its own, or
 - (ii) 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).

62 Continuation of existing exemption: companies limited by guarantee

- (1) A private company limited by guarantee that immediately before the commencement of this Part—
- (a) was exempt by virtue of section 30 of the Companies Act 1985 (c. 6) or Article 40 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.

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- 6)) from the requirement to have a name including the word “limited” or a permitted alternative, and
 - (b) had a name that did not include the word “limited” or any of the permitted alternatives,
- is exempt from section 59 (requirement to have name ending with “limited” or permitted alternative) so long as it continues to meet the following two conditions and does not change its name.
- (2) The first condition is that the objects of the company are the promotion of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects.
 - (3) The second condition is that the company's articles—
 - (a) require its income to be applied in promoting its objects,
 - (b) prohibit the payment of dividends to its members, and
 - (c) require all the assets that would otherwise be available to its members generally to be transferred on its winding up either—
 - (i) to another body with objects similar to its own, or
 - (ii) 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).

63 Exempt company: restriction on amendment of articles

- (1) A private company—
 - (a) that is exempt under section 61 or 62 from the requirement to use “limited” (or a permitted alternative) as part of its name, and
 - (b) whose name does not include “limited” or any of the permitted alternatives,must not amend its articles so that it ceases to comply with the conditions for exemption under that section.
- (2) If subsection (1) above is contravened 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.

- (3) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (4) Where immediately before the commencement of this section—
 - (a) a company was exempt by virtue of section 30 of the Companies Act 1985 (c. 6) or Article 40 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) from the requirement to have a name including the word “limited” (or a permitted alternative), and
 - (b) the company's memorandum or articles contained provision preventing an alteration of them without the approval of—
 - (i) the Board of Trade or a Northern Ireland department (or any other department or Minister), or
 - (ii) the Charity Commission,

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that provision, and any condition of any such licence as is mentioned in section 61(1)(a)(ii) or (b)(ii) requiring such provision, shall cease to have effect.

This does not apply if, or to the extent that, the provision is required by or under any other enactment.

- (5) It is hereby declared that any such provision as is mentioned in subsection (4)(b) formerly contained in a company's memorandum was at all material times capable, with the appropriate approval, of being altered or removed under section 17 of the Companies Act 1985 or Article 28 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) (or corresponding earlier enactments).

64 Power to direct change of name in case of company ceasing to be entitled to exemption

- (1) If it appears to the Secretary of State that a company whose name does not include “limited” or any of the permitted alternatives—
- (a) has ceased to be entitled to exemption under section 60(1)(a) or (b), or
 - (b) in the case of a company within section 61 or 62 (which impose conditions as to the objects and articles of the company)—
 - (i) has carried on any business other than the promotion of any of the objects mentioned in subsection (3) of section 61 or, as the case may be, subsection (2) of section 62, or
 - (ii) has acted inconsistently with the provision required by subsection (4)(a) or (b) of section 61 or, as the case may be, subsection (3)(a) or (b) of section 62,

the Secretary of State may direct the company to change its name so that it ends with “limited” or one of the permitted alternatives.

- (2) The direction must be in writing and must specify the period within which the company is to change its name.
- (3) A change of name in order to comply with a direction under this section may be made by resolution of the directors.

This is without prejudice to any other method of changing the company's name.

- (4) Where a resolution of the directors is passed in accordance with subsection (3), the company must give notice to the registrar of the change.

Sections 80 and 81 apply as regards the registration and effect of the change.

- (5) If the company fails to comply with a direction under this section an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (7) A company that has been directed to change its name under this section may not, without the approval of the Secretary of State, subsequently change its name so that it does not include “limited” or one of the permitted alternatives.

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This does not apply to a change of name on re-registration or on conversion to a community interest company.

Inappropriate use of indications of company type or legal form

65 Inappropriate use of indications of company type or legal form

- (1) The Secretary of State may make provision by regulations prohibiting the use in a company name of specified words, expressions or other indications —
 - (a) that are associated with a particular type of company or form of organisation, or
 - (b) that are similar to words, expressions or other indications associated with a particular type of company or form of organisation.
- (2) The regulations may prohibit the use of words, expressions or other indications—
 - (a) in a specified part, or otherwise than in a specified part, of a company's name;
 - (b) in conjunction with, or otherwise than in conjunction with, such other words, expressions or indications as may be specified.
- (3) A company must not be registered under this Act by a name that consists of or includes anything prohibited by regulations under this section.
- (4) In this section “specified” means specified in the regulations.
- (5) Regulations under this section are subject to negative resolution procedure.

Modifications etc. (not altering text)

C13 S. 65 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 10 (with Sch. 1 paras. 3, 34, 35)

Commencement Information

I6 S. 65 wholly in force at 1.10.2009; s. 65 not in force at Royal Assent, see s. 1300; s. 65 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. 65 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](#))

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.

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- (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.
- (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)

- C14** 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)
- C15** 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

- I7** 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.
- (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—

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- (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.

Modifications etc. (not altering text)

- C16** 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](#))
- C17** 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

- I8** 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.
- (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.

Status: Point in time view as at 01/10/2011.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details)

Modifications etc. (not altering text)

- C18** 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))
- C19** 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)

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 would be likely to mislead 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.
 Any of its members or directors may be joined as respondents.
- (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
 - (b) that the company—
 - (i) is operating under the name, or
 - (ii) is proposing to do so and has incurred substantial start-up costs in preparation, or
 - (iii) was formerly operating under the name and is now dormant; or
 - (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.

- (5) If the facts mentioned in subsection (4)(a), (b) 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.

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Modifications etc. (not altering text)

C20 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

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.
- (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)

C21 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;

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- (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.

Modifications etc. (not altering text)

C22 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

I9 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)

C23 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—

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- (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.
- (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).

Modifications etc. (not altering text)

C24 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

I10 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.

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

Modifications etc. (not altering text)

C25 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

CHAPTER 4

OTHER POWERS OF THE SECRETARY OF STATE

75 Provision of misleading information etc

- (1) If it appears to the Secretary of State—
- (a) that misleading information has been given for the purposes of a company's registration by a particular name, or
 - (b) that an undertaking or assurance has been given for that purpose and has not been fulfilled,
- the Secretary of State may direct the company to change its name.
- (2) Any such direction—
- (a) must be given within five years of the company's registration by that name, and
 - (b) must specify the period within which the company is to change its name.
- (3) The Secretary of State may by a further direction extend the period within which the company is to change its name.
- Any such direction must be given before the end of the period for the time being specified.
- (4) A direction under this section must be in writing.
- (5) If a company fails to comply with a direction under this section, 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.

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- (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.

Modifications etc. (not altering text)

C26 S. 75 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 13

76 Misleading indication of activities

- (1) If in the opinion of the Secretary of State 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, the Secretary of State may direct the company to change its name.
- (2) The direction must be in writing.
- (3) The direction must be complied with within a period of six weeks from the date of the direction or such longer period as the Secretary of State may think fit to allow.

This does not apply if an application is duly made to the court under the following provisions.

- (4) The company may apply to the court to set the direction aside.

The application must be made within the period of three weeks from the date of the direction.

- (5) The court may set the direction aside or confirm it.

If the direction is confirmed, the court shall specify the period within which the direction is to be complied with.

- (6) If a company fails to comply with a direction under this section, an offence is committed by—
- the company, and
 - every officer of the company who is in default.

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

- (7) 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.

Modifications etc. (not altering text)

C27 S. 76 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 13

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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—
 - (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.

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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.

CHAPTER 6

TRADING DISCLOSURES

82 Requirement to disclose company name etc

- (1) The Secretary of State may by regulations make provision requiring companies—
 - (a) to display specified information in specified locations,
 - (b) to state specified information in specified descriptions of document or communication, and
 - (c) to provide specified information on request to those they deal with in the course of their business.
- (2) The regulations—
 - (a) must in every case require disclosure of the name of the company, and
 - (b) may make provision as to the manner in which any specified information is to be displayed, stated or provided.
- (3) The regulations may provide that, for the purposes of any requirement to disclose a company's name, any variation between a word or words required to be part of the name and a permitted abbreviation of that word or those words (or vice versa) shall be disregarded.
- (4) In this section “specified” means specified in the regulations.
- (5) Regulations under this section are subject to affirmative resolution procedure.

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Modifications etc. (not altering text)

- C28** S. 82 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 14
- C29** Ss. 82-85 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 4** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

Commencement Information

- I11** S. 82 wholly in force at 1.10.2008; s. 82 not in force at Royal Assent, see s. 1300; s. 82 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. 82 in force at 1.10.2008 by [S.I. 2007/3495](#), **art. 5(1)(b)** (with savings in [arts. 7](#), [12](#))

83 Civil consequences of failure to make required disclosure

- (1) This section applies to any legal proceedings brought by a company to which section 82 applies (requirement to disclose company name etc) to enforce a right arising out of a contract made in the course of a business in respect of which the company was, at the time the contract was made, in breach of regulations under that section.
- (2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—
- that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter's breach of the regulations, or
 - that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of the regulations,
- unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.
- (3) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.

Modifications etc. (not altering text)

- C30** S. 83 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 14
- C31** Ss. 82-85 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 4** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

84 Criminal consequences of failure to make required disclosures

- (1) Regulations under section 82 may provide—
- that where a company fails, without reasonable excuse, to comply with any specified requirement of regulations under that section an offence is committed by—
 - the company, and
 - every officer of the company who is in default;

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- (b) that a person guilty of such an offence 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.
- (2) The regulations may provide that, for the purposes of any provision made under subsection (1), a shadow director of the company is to be treated as an officer of the company.
- (3) In subsection (1)(a) “specified” means specified in the regulations.

Modifications etc. (not altering text)

- C32** S. 84 modified (22.2.2008) by The Northern Rock plc [Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), [Sch. para. 2\(a\)](#)
- C33** S. 84 modified (8.00 a.m. on 29.9.2008) by The Bradford & Bingley plc [Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), [Sch. 1 para. 2](#)
- C34** S. 84 modified (9.30 a.m. on 7.10.2008) by The Heritable Bank plc [Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, [Sch. 2 para. 2\(a\)](#)
- C35** S. 84 modified (retrospective to 30.3.2009 at 8.00 a.m.) by The Amendments to Law (Resolution of Dunfermline Building Society) Order 2009 (S.I. 2009/814), arts. 1(2), 7, [Sch. para. 2\(a\)](#)
- C36** Ss. 82-85 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 4](#) (with transitional provisions and savings in regs. 7, 9, Sch. 2)

Commencement Information

- I12** S. 84 wholly in force at 1.10.2008; s. 84 not in force at Royal Assent, see s. 1300; s. 84 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. 84 in force at 1.10.2008 by [S.I. 2007/3495](#), [art. 5\(1\)\(b\)](#) (with savings in [arts. 7](#), [12](#))

85 Minor variations in form of name to be left out of account

- (1) For the purposes of this Chapter, in considering a company's name no account is to be taken of—
- (a) whether upper or lower case characters (or a combination of the two) are used,
- (b) whether diacritical marks or punctuation are present or absent,
- (c) whether the name is in the same format or style as is specified under section 57(1)(b) for the purposes of registration,
- provided there is no real likelihood of names differing only in those respects being taken to be different names.
- (2) This does not affect the operation of regulations under section 57(1)(a) permitting only specified characters, diacritical marks or punctuation.

Modifications etc. (not altering text)

- C37** S. 85 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, [15](#)
- C38** Ss. 82-85 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 4](#) (with transitional provisions and savings in regs. 7, 9, Sch. 2)

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Commencement Information

- I13** S. 85 wholly in force at 1.10.2008; s. 85 not in force at Royal Assent see s. 1300; s. 85 in force at 1.10.2008 by [S.I. 2007/3495](#), [art. 5\(1\)\(b\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 para. 23](#))

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