



Companies Act 2006

2006 CHAPTER 46

PART 5

A COMPANY'S NAME

CHAPTER 5

CHANGE OF NAME

Modifications etc. (not altering text)

- C1** Pts. 1-39 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **97** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1))

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).

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) [View outstanding changes](#)

[^{F1}(e) by resolution of the directors acting under section 45(3) of the Charities Act 2011 (change of name to comply with direction of Charity Commission).]

Textual Amendments

F1 S. 77(2)(e) inserted (14.6.2023) by [Charities Act 2022 \(c. 6\)](#), s. 41(4), **Sch. 2 para. 46**; S.I. 2023/643, Sch. para. 20(v)

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.

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

[^{F2}(1) This section applies where—

- (a) the registrar receives notice of a change of a company's name and is satisfied—
 - (i) that the new name complies with the requirements of this Part, and
 - (ii) 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, or
- (b) the registrar determines a new name for a company under section 76C or 76D.

(2) The registrar must enter the new name on the register in place of the former name.]

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- (3) On the registration of the new name, the registrar must issue a certificate of incorporation altered to meet the circumstances of the case.

Textual Amendments

- F2** S. 80(1)(2) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 21(1)**, 219(1)(2)(b)

Modifications etc. (not altering text)

- C2** S. 80 modified (31.12.2020) by [S.I. 2004/2326](#), **reg. 12B** (as inserted by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), **regs. 1, 8** (with **regs. 140-145**) (as amended by [S.I. 2020/523](#), **regs. 1(2)**, **5(a)-(f)**); 2020 c. 1, **Sch. 5 para. 1(1)**)

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.

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. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- 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. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- 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)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- 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))