

1. Introduction

This guidance note is a broad overview of the law as it relates to company names and particularly the process of changing a company's registered name. This note only deals with the law relating to limited companies.

This note does not intend to provide legal advice. The Government's guidance on company names is available on Companies House website. This note deals in detail with both choosing a company name and subsequently changing it. It is not intended to be a substitute for legal advice.

The rules governing company names are set out in the Companies Act 2006, the Companies (Names and Trading Disclosures) Regulations 2014 (SI 2014/3140), the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2014 (SI 2014/3140).

2. Company Incorporation and Name Choice

In order to incorporate a new company, there are however restrictions on the name that can be used at incorporation or subsequently. The most significant restrictions to note are:

- the name of the company must not be the same as the name of a company already registered in the UK;
- the name must not be the same as the name of a company already registered in the UK, or a company that is in the process of being registered in the UK;
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- the name must not be the same as the name of a company already registered in the UK, or a company that is in the process of being registered in the UK;
- the use of certain words or expressions is not allowed.

It is always advisable to check the proposed name with your proposed name (or name change). They will alert you to any problems. So long as the proposed name is outside the restrictions above and previously unregistered, it should not have any problems.

However, please note that a company may object to a company name if it is felt that the name has a distinctive registration. This will be the case if the company's name is the same as a name already registered, or so similar that its use would be likely to mislead by suggesting a connection with the complainant in which he has a right to the name.

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Name choice

ny will require a name. There are however restrictions on the name and these apply whether on incorporation or subsequently. The most significant restrictions to note are:

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Notwithstanding the above, punctuation are permitted to be used in company names. This includes the ability to use symbols such as £, \$, and other currency symbols may only be used at the discretion of the Registrar. The details are set out in the relevant regulations themselves. Companies House will be able to provide guidance and assistance as to whether a particular sign or symbol may be used.

Section 66 of the Companies Act 2006 provides that a company cannot be registered with the same name as an existing company. Previous company names can be disregarded in determining if a company name is the same. Particular difficulties for companies registered within this list were words such as "Group" and "Holdings". From 1 October 2015, words such as "Group", "Holdings", "International Business (Names and Trading)" and "Intercontinental" have all been disregarded for this purpose and this makes it possible to choose related, but different company names, such as "Simply Holdings Limited".

This list has also been revised to ensure that names did not treat names as the same. The Government's explanatory notes state that for example, "Stone Company Limited" and "Stone and Sons Limited" will be treated as the same and disallowed by the Registrar. Guidance also states that 'REAL COFFEE CAFÉ LTD' is the same as 'REAL COFFEE CAFE LTD' and 'PLUM TECHNOLOGY LTD' is the same as 'PLUM TECHNOLOGY & COMPANY LTD'.

In comparing company names, punctuation, the company's status and the words, "the" and "and" are treated as the same. Words and symbols such as "£" and "pound" and "two" are treated as the same.

More details are available on the Companies House website and as stated above, you should **always** consult Companies House before any proposed choice of company name.

3. Procedure to change a company name

Section 77 of the Companies Act 2006 sets out the procedure a company must follow in order to change its name.

A company may change its name by special resolution, either in a general meeting or by the written resolution of the shareholders. Alternatively, if there is another association, the company may choose to change its name using the provisions of the Companies Act 2006.

A company's articles may provide for a company to change its name by board resolution. This will be easier than passing a resolution of the shareholders. This will allow you to check the company's articles to see whether and what a procedure for change of name is included. However, this will also require the company to change its name by special resolution.

Whichever method is chosen, the company must inform Companies House of the name change. If the name change is by special resolution, a copy of the resolution

characters, signs, symbols and punctuation are permitted to be used in company names. This includes the ability to use symbols such as £, \$, and other currency symbols may only be used at the discretion of the Registrar. The details are set out in the relevant regulations themselves. Companies House will be able to provide guidance and assistance as to whether a particular sign or symbol may be used.

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Whichever method is chosen, the company must inform Companies House of the name change. If the name change is by special resolution, a copy of the resolution

must be submitted to Companies House if the resolution has been passed or made. Form NM04 must be submitted if the name change is not in the company's articles, form NM02 and NM03, which deal with conditional resolutions. The name change can take effect from the date the resolution is passed. The most straight forward name changes are those that are not controversial and does not contain sensitive words requiring approval.

If the name has been changed in the company's articles, form NM04 must be submitted if the resolution has been passed or made. Form NM04 must be submitted if the name change is not in the company's articles, form NM02 and NM03, which deal with conditional resolutions. The name change can take effect from the date the resolution is passed. The most straight forward name changes are those that are not controversial and does not contain sensitive words requiring approval.

There are also other Companies House forms that deal with conditional resolutions. The name change can take effect from the date the resolution is passed. The most straight forward name changes are those that are not controversial and does not contain sensitive words requiring approval.

Our Change of Company Name service includes the procedural documents and Companies House forms you need to change your company name.

4. When does the name change take effect?

The change of name is effective from the date the new certificate of incorporation has been issued. The Registrar of Companies will only issue the new certificate if the name complies with the relevant regulations and the company's articles of association.

Companies House is also offering a name changing service. The cost of this will be more expensive if the documents are submitted electronically or by post.

Following a successful name change, you must ensure that its internal books and records, as well as its website etc. are all updated accordingly. It will also need to notify its customers and suppliers of the change and that it continues to trade at its current offices.

Note however section 81 of the Companies Act 2006. This states that the rights and obligations of the company are not altered by a name change and importantly do not alter the status of any debts owed by the company or made against it. A name change does not allow a company to escape its outstanding or on-going legal obligations.

More details and guidance on changing your company name are available on the Companies House website.

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