

Companies House Changing the name of a Limited Company

To change the name of a limited company the company must first pass a special resolution in a meeting, or the members (representing not less than 75% of the total voting rights of eligible shares) may agree a written resolution that the name of the company be changed to the new name.

A signed copy of the resolution containing the new name should then be sent to the Registrar, together with the fee. (A copy of the amended memorandum and articles must also be sent in at the same time as the change of name resolution(s). If there are no problems with the documentation or the new name then Companies House will process the resolution and issue a Certificate of Incorporation on Change of Name. The name of the company is **not** changed until the new certificate is issued.

For more information please see the Companies House web site at <http://www.companieshouse.gov.uk/about/gbhtml/gbf2.shtml#two>

Changing the name can be very time consuming when dealing with the Inland Revenue, VAT and Banking, and careful thought needs to be given to whether the name change is worth the paper work.

A limited company cannot apply to be struck off until 3 months after a name change has occurred.

When filing the next set of accounts, the name on the front of the account should read "B limited, previously known as A limited"

The Companies Act 1985 also allowed for two companies to swap names via special resolution (Section 28(1)). An extraordinary meeting is held of the directors and shareholders and a Special Resolution passed, and signed, by one director and the company secretary. The minutes of the meeting are drawn up stating; who was Chair, details of all members entitled to vote and attend (noting that they were present), that the statutory 21 day notice is waived, and then the details of the resolution. The Special Resolution should state what the Company name is changing to. All paperwork must have the company's registration number.

When the companies are essentially swapping names, then each company passes a special resolution to change its name to the other company's name. Then the resolutions are sent to Companies House with a £10 filing cheque.

An alternative method would be, to start a company and trade under the desired name, i.e. Company B Ltd T/a Company A. Once the old company

has been taken off the register at Companies House, a resolution can be passed to change the name. This way only one set of filing needs to be done.

Changing the names simultaneously can become a very complicated paper chase and needs to be co-ordinated by one central person.

A Company may wish to combine the resolution for change of name and change of status, for example, resolving to change the name from Company A Ltd to Company B PLC. The officers will be required to submit all the documentation associated with the change of status at the same time. There would also be 2 fees: £10 for the change of name and £20 for the change of status (£30 in total)

HelpAccountants have had experience of swapping company names and has found that many government agencies are unable to handle the name swaps efficiently and that paperwork and official documentation may take over a year to sort out.

The new Companies Act 2006 has new provisions for changing the name of a company via a resolution either by the required majority of members agreeing to a written resolution or by a vote taken at a meeting of the members.

The Companies Act 2006 has the effect that private companies are no longer required to “elect” to dispense with holding Annual General Meetings (AGM’s) as they are not required to hold them. New provisions regarding written resolutions have been made for private companies to make decisions, which enable them to dispense with meetings altogether, except for two limited purposes

Private companies can only pass resolutions by:

- A written resolution, this can be circulated and agreed to electronically or by hard copy. A copy must be sent to the registrar within 15 days after it is passed.
- At a meeting of members.

The exceptions are:

- A resolution to remove a director, and
- A resolution to remove an auditor

These resolutions continue to need to be passed at a general meeting.