



# GUIDANCE NOTE 21

## Change of Name

Updated January 2022

A company may change its names in two different ways under Section 29 of the Companies Act 2014:

- By special resolution under section 29 (1) (a); or
- By some other means as provided in the Company's articles under section 29 (1) (b).

### Change of Name by Special Resolution

If the name of a Company is changed by special resolution you will need to file the following documents:-

- Notice of the special resolution (to be filed within 7 days from the passing of the resolution) [see section 29 (2)]; and
- A copy of the special resolution; and
- An amended copy of the Memorandum of Association (amending the name only), to be filed not later than 30 days after the amendment takes effect; and
- An amended copy of the Articles of Association (amending the name only), to be filed not later than 30 days after the amendment takes effect [see section 26 (1)]; and
- The prescribed fee.

**Wherever possible, you should deliver all the documents together. The change of name will not take effect until Companies House has registered all the necessary documents.**

### Procedure

A special resolution is either passed at a general meeting of the company in respect of which at least 21 days notice specifying the intention to propose a special resolution has been given, or if the Articles of Association so provide, a meeting need not be held and the resolution may be passed by approval in writing by all the members of the company who would be entitled to vote if the resolution were submitted to a general meeting.

The special resolution must therefore be delivered to the Registrar in one of two forms:-

- The special resolution of the company signed by the chairperson of the meeting (with an original signature) or if a copy is filed, certified as true by the secretary; or

Where the resolution has not been approved at a meeting but in writing, a printed copy must be provided to the Registrar accompanied by:

- (a) The written approval of all the members; and
- (b) A statement by the secretary of the company that the members whose written

approval is attached are all the members who would be entitled to vote at a general meeting.

The special resolution should include the following words: -

*“THAT the name of the Company be changed to ‘ABC Limited’”.*

### **Change of Name by Special Resolution where the Change is Conditional on an Event**

Where the change of name by special resolution is conditional on the occurrence of an event, the notice that is given to the Registrar must specify that the change is conditional and state whether the event has occurred. Please note that if the change is conditional on an event, the Registrar is not required to register the change of name until such time as the event has occurred. Please use the correct form from our website for a change of name by conditional resolution [under section 29 (3)].

**Please note that any change of name by special resolution requires both the notice of the resolution and the resolution itself to be filed at Companies House.**

### **Change of Name by other means provided by the Company's Articles**

If the name of the Company is to be changed by other means provided for in the articles, the Company will need to file the following document with the Registrar:-

- Notice that the Company has changed its name, accompanied by a statement that the change of name has been made by means provided for by the Articles; and
- An amended copy of the Memorandum of Association (amending the name only);
- An amended copy of the Articles of Association (amending the name only); and
- The prescribed fee.

### **Forms**

The following forms are available on our website under Forms/Companies/Change of name for the purposes of notification:

- Notice of change of name by resolution under Section 29 (2)
- Notice of change of name by conditional resolution under Section 29 (3)
- Notice confirming satisfaction of the conditional resolution for change of name under Section 29 (3) (b) (c)
- Notice of change of name by means provided for in the articles under Section 29 (4)

## **Filing Fee**

A statutory filing fee of £100.00 is payable for a change of name, or £200.00 urgency fee if the name change is required on the same day (correct documents to be lodged with the Registrar before 12.00 midday).

## **Payment Method**

Please refer to Guidance Note 36 for payment methods accepted by Companies House Gibraltar.

## **Guidance only**

These notes are intended for general guidance only. Companies House Gibraltar does not assume legal responsibility for the accuracy of any particular statement. In the case of a specific problem, we recommend that you seek professional advice.

## **Registry Contact Details**

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