

Financial Supervision Commission

Companies Registry

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Practice Note

Practice Note 3/2003

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Changing the Name of a Company Formed Under the Isle of Man Companies Acts 1931 - 2004

Introduction

This practice note sets out the procedure for changing the name of a company. It is intended as a general guide only and must be read in conjunction with the relevant legislation. It should not be relied upon as it does not have any binding force.

Procedure for changing the name of a company

1. Apply in writing to the Companies Registry for approval of the proposed name (Section 19(1), Companies Act 1931), not forgetting to give details of the present name and incorporation number of the company whose name you wish to change. A pro-forma name approval application form is available on the Commission's website (<http://www.fsc.gov.im>) and at the Companies Registry public counter.
2. The name will be subject to the standard name approval conditions and considerations as laid down in the 'Guidance Notes – Choosing your Company or Business Name', copies of which are available on the Commission's website and at the Companies Registry public counter. If the proposed name contains a sensitive word or phrase, considerable time will be saved if you provide as much information as possible when you apply for approval of the new company name.
3. Be sure to show all punctuation, spelling and abbreviations (including the use of "LIMITED" or "LTD", "PUBLIC LIMITED COMPANY" or "PLC") exactly as you want them to appear in the new name.
4. If your name application is approved, you will be sent a Certificate of Approval of Change of Name. **This is not the Change of Name Certificate; this is the Commission's approval as required by Section 19(1), Companies Act 1931.** At this stage the company still has its old name.
5. The name will be shown on the certificate in upper case only. The certificate is merely proof of approval of a company name
6. The company must now pass a Special Resolution to change the company name.

7. The Special Resolution must be presented along with the original Certificate of Approval of Change of Name to the Companies Registry. The Special Resolution should be an original, signed by the Chairperson of the Board; or a printed copy of the original, certified as a true copy by an officer of the company. A Special Resolution will also be accepted having been signed by all the members of the company as a written resolution.
8. Please ensure the name on the Special Resolution is the same as the name on the Certificate of Approval of Change of Name. Both documents must be delivered at the same time. If they are not, the document you have submitted will be returned pending the filing of the outstanding document.
9. When all the documents have been presented, checked and found to be correct, the Registry will issue the Change of Name Certificate. The change of name is only effective from the date the documents are accepted; it cannot be backdated.
10. Once signed, the Change of Name Certificate can either be collected from the Companies Registry or posted to the Registered Office, as required.
11. You do not need to present any additional documents to effect the change of company name, e.g. copies of minutes of meetings or copies of the Memorandum and Articles of Association showing the new name.

Any person requiring further information on this Practice Note should contact the Companies Registry at the above address or seek appropriate legal advice.