



Companies Act 1985

1985 CHAPTER 6

PART XXIII

OVERSEA COMPANIES

CHAPTER I

REGISTRATION, ETC.

694 Regulation of overseas companies in respect of their names.

- (1) If it appears to the Secretary of State that the corporate name of an overseas company is a name by which the company, had it been formed under this Act, would on the relevant date [^{F1}(determined in accordance with subsections (3A) and (3B))] have been precluded from being registered by section 26 either—
 - (a) because it falls within subsection (1) of that section, or
 - (b) if it falls within subsection (2) of that section, because the Secretary of State would not approve the company's being registered with that name,the Secretary of State may serve a notice on the company, stating why the name would not have been registered.
- (2) If the corporate name of an overseas company is in the Secretary of State's opinion too like a name appearing on the relevant date in the index of names kept by the registrar of companies under section 714 or which should have appeared in that index on that date, or is the same as a name which should have so appeared, the Secretary of State may serve a notice on the company specifying the name in the index which the company's name is too like or which is the same as the company's name.
- (3) No notice shall be served on a company under subsection (1) or (2) later than 12 months after the relevant date ^{F2} . . .

[^{F3}(3A) For the purposes of subsections (1) to (3), the relevant date, in relation to a company, is the date on which it has complied with paragraph 1 of Schedule 21A or section 691(1)

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Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Section 694. (See end of Document for details)

or, if there is more than one such date, the first date on which it has complied with that paragraph or that subsection since becoming an overseas company.

(3B) But where the company's corporate name has changed since the date ascertained in accordance with subsection (3A), the relevant date is the date on which the company has, in respect of the change or, if more than one, the latest change, complied with paragraph 7(1) of Schedule 21A or section 692(2), as the case may be.]

- (4) An overseas company on which a notice is served under subsection (1) or (2)—
- (a) may deliver to the registrar of companies for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name under which it proposes to carry on business in Great Britain, and
 - (b) may, after that name has been registered, at any time deliver to the registrar for registration a statement in the prescribed form specifying a name approved by the Secretary of State (other than its corporate name) in substitution for the name previously registered.
- (5) The name by which an overseas company is for the time being registered under subsection (4) is, for all purposes of the law applying in Great Britain (including this Act and the ^{M1}Business Names Act 1985), deemed to be the company's corporate name; but—
- (a) this does not affect references to the corporate name in this section, or any rights or obligations of the company, or render defective any legal proceedings by or against the company, and
 - (b) any legal proceedings that might have been continued or commenced against the company by its corporate name or its name previously registered under this section may be continued or commenced against it by its name for the time being so registered.
- (6) An overseas company on which a notice is served under subsection (1) or (2) shall not at any time after the expiration of 2 months from the service of that notice (or such longer period as may be specified in that notice) carry on business in Great Britain under its corporate name.

Nothing in this subsection or in section 697(2) (which imposes penalties for its contravention) invalidates any transaction entered into by the company.

- (7) The Secretary of State may withdraw a notice served under subsection (1) or (2) at any time before the end of the period mentioned in subsection (6); and that subsection does not apply to a company served with a notice which has been withdrawn.

Textual Amendments

- F1** Words in s. 694(1) substituted (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(2)**.
F2 S. 694(3)(a)(b) and words repealed (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(3)**.
F3 S. 694(3A)(3B) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(4)**.

Modifications etc. (not altering text)

- C1** S. 694 extended (with modifications) by S.I. 1989/638, regs. 18, 21, **Sch. 4 para. 14**
C2 S. 694(4) extended with modifications by Banking Act 1987 (c. 22, SIF 10), **ss. 72(1)(2), 78(1)(2)**

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Marginal Citations

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