

NEW COMPANY FORMATION Private Company Limited by Shares

STEP 1 SELECTING THE RIGHT PACKAGE

Standard Package £175.00
The package contains

- **Original Incorporation Certificate**
- **6 bound copies of the Memorandum and Articles with Table A**
- **Looseleaf Register**, a binder containing statutory registers and share certificates
- **Specific Objects Clause**, if required, from our standard range of 240 clauses
- **Optional Articles**, a range of standard options to tailor the Company's articles
- **Free Domain Name Registration (.co.uk)**, protect your company name on the Internet. Our domain name order form will be sent with your incorporation certificate for completion.

Basic Package £145.00
This package contains

- **Original Incorporation Certificate**
- **6 bound copies of the Memorandum and Articles with Table A**
- **Looseleaf Register**, a binder containing statutory registers and share certificates
- **Specific Objects Clause**, if required, from our standard range of 240 clauses

**It should be noted that companies take an average of 24 hours to be incorporated at Companies House from the time Oswalds receive your instructions where trade mark searches or a tailored objects clause are not required. However, if you require your new company formation to be processed via Companies House expedited service (approximately 5 hours from receipt of instructions) please call 0131 200 7180*

STEP 2 CHOOSING THE COMPANY'S NAME

Company Name

We will check the Companies House index for an identical name only, to establish if your choice of name is registrable. A name checking facility is also available on our website. We will form your company with the name in capital letters throughout and use the word 'LIMITED' in full. **Please note that incorporation certificates will be issued in upper case.*

1st choice:

2nd choice:

STEP 3

FINALISING THE MEMORANDUM & ARTICLES

Specific Objects Clause

Included in price

The company will be formed with a general commercial object clause so that it can carry on any trade or business. This service is included in the package price.

However, if you have a requirement to restrict the objects to a specific trade or business for any reason, this can be provided for free if chosen from our library of specific objects clauses. An additional fee is applicable if a tailored objects clause is required. Please outline below the area of business to be covered.

Authorised Share Capital - Single Class of Share

Included in price

On incorporation the authorised share capital will be £1,000 divided into 1,000 Ordinary shares of £1 each. If an alternative is needed, please give details.

£ _____ divided into _____ Ordinary shares of _____ each.

**If this company is to be incorporated with more than one class of ordinary share, please contact our Corporate Support Department on 0131 200 7180*

Optional Articles – for clients who have selected the Standard package

The company's articles will give the director(s) absolute power to decline to register transfers of shares. Where this is not appropriate, please indicate which of the following articles you wish to have.

- Transfer Article 1 Unrestricted transfer by a member to his family or other members
- or
- Transfer Article 2 Pre-emption rights in favour of the existing members
- or
- Transfer Article 3 Pre-emption rights in favour of existing members subject to unrestricted transfer by a member to his family or other members.

All or any of the following are also available

- Article A Enhanced voting rights for a director on a resolution to remove him from office (10 votes per share held)
- Article C Appointment and powers of associate directors
- Article D Attendance at board meetings by telephone or other electronic means

**If you have any other requirements that are not covered, e.g. specialist provisions to be made in the company's articles which fall outside the scope of this order form, please contact our Corporate Support Department on 0131 200 7180 for assistance and a quotation*

STEP 4

KEEPING THE COMPANY IN GOOD ORDER

Directors Compliance Service

£90.00 per annum



With effect from 6 April 2008, the statutory requirement for private companies to have a company secretary has been removed. The post of company secretary is now optional.

The compliance obligations which are traditionally undertaken by the company secretary, such as filing information at Companies House, maintaining statutory registers and minute books will still need to be carried out and the onus will be on the directors to ensure that all legal requirements are complied with. Directors will risk criminal sanctions and financial penalties for non-compliance.

To assist companies who do not wish to appoint a company secretary avoid falling foul of their statutory duties Oswalds strongly recommend you consider our Directors Compliance Service if you are not familiar with the duties associated with this role. We will:

- Prepare first board minute documentation
- Prepare and file Annual Return electronically
- Send Annual Accounts reminder prior to filing deadline
- Complete and maintain statutory registers
- Provide 24/7 online access to registers via our **connect** service

Please advise us of an email address and password to be used with **connect**

Email: _____ Password: _____

Full Company Secretarial Service

£352.50 per annum



Jordan Company Secretaries Limited will act as Secretary to your Company, and the following duties will be carried out under the service:

- Provision of 24 Great King Street, Edinburgh EH3 6QN as the Company's Registered Office address
- Preparing the First Board Meeting minutes dealing with initial post-incorporation matters
- Provision of information relating to annual statutory obligations of the Company
- Maintaining the statutory records on our specialist company secretarial software system
- Preparing and filing electronically the Annual Return for each company
- Sending reminders for lodgment of accounts due to be filed at Companies House

In addition, you will have free access to our new online statutory register service called **connect**.

connect allows you to:

- access your company records from any location in the world using the internet
- access your company records in real time, always viewing up to date information

- check your company's next filing dates
- check whether annual returns or accounts have been filed
- dispense with holding duplicate paper records if you so wish
- contact the administrator for your company

We will also ensure that other events such as the appointment of a new director or the transfer of shares are correctly transacted, and can provide support and advice on a wide range of company secretarial and corporate law matters. Our charges here will be based on the time spent in each particular instance, and will be notified to you in advance.

If you require any further information or assistance regarding company secretarial matters, please contact us on 0131 200 7141.

Registered Office Service

£129.25 per annum



**Free of charge to subscribers of Full Company Secretarial Service*

The Company can use our address at 24 Great King Street, Edinburgh EH3 6QN as its registered office address for receiving official documents, such as mail from Companies House or Inland Revenue, even if you do not wish to take our full secretarial service.

If correspondence and renewal invoices relating to these services should go to someone else other than the correspondence address given at Step 6 please give their details below.

Name: _____

Firm: _____

Address: _____

_____ Postcode: _____

Telephone No: _____ Fax No: _____

Company seal

£17.62



A hand plier seal if adopted by the Company for use on important documents such as share certificates and mortgages.

Statutory Registers and Minutes of

£45.00



First Board Meeting *(included if subscribing to Full Company Secretarial Service above)*

We recommend that this option be considered if you wish to alleviate yourself of the requirement to prepare this documentation. The statutory registers will be completed by Oswalds as per the requirements set down under the Companies Acts, and the minutes of the first board meeting will reflect and formalise post-incorporation matters.

Completed documentation will include:

- **First Board Minutes**
To be retained in the company books
- **Statutory and Non-Statutory Registers, which include:**
 - Register of Directors

- Register of Secretaries
- Register of Members
- Register of Allotments
- Register of Transfers
- **Share Certificates**
To be retained by the company's shareholders
- **Completed Form 225 to change the accounting reference date**
To be forwarded to Companies House

Please complete the following if you require these matters to be dealt with now, as part of the Statutory Registers and Minutes of First Board Meeting service:

- (a) **Company's Year end for accounting purposes**
This will only appear in the minutes if you confirm the year end here.

DAY _____ MONTH _____

- (b) **Auditors / Accountants** (DELETE AS APPROPRIATE)

Name: _____

Address: _____

- (c) **Bankers**

Name: _____

Branch: _____

STEP 5 OFFICERS, SHAREHOLDERS AND REGISTERED OFFICE
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Company Directors, Company Secretary, Shareholders and Registered Office

The new director(s), shareholdings and registered office should be detailed in this section. A company secretary can also be appointed. Please note that the information you provide will enable us to file the new officer appointments electronically with Companies House.

If you wish to appoint more than two directors, please provide details on a separate sheet and tick this box

First Director

To also act as Company Secretary?

Yes / No

Is this Director also to be a Shareholder?

Yes / No

If yes, how many shares are to be taken up on incorporation? _____ shares

A Director may be a corporation (i.e. another company, LLP or Scottish partnership) or a private individual.

If a Director is to be a corporate Director, please give the name of the company, LLP or Scottish partnership who will be acting:

Name: _____

The following details should be completed by either the private individual to be appointed as a Director, or by a person authorised to act on behalf of the company, LLP or Scottish partnership who will be acting as corporate Director.

Please note that for all electronic incorporations the first director will be treated by us as the declarant, i.e the person having dealt with compliance with legal requirements relating to the incorporation of the company.

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY _____

Occupation: _____ Nationality: _____

Other Directorships: _____

Security details: **Last** three digits of telephone number: ____ _

First three letters of town of birth: ____ _

First three letters of mothers maiden name ____ _

Second Director (if required)

To also act as Company Secretary?

Yes / No

Is this Director also to be a Shareholder?

Yes / No

If yes, how many shares are to be taken up on incorporation? _____ shares

A Director may be a corporation (i.e. another company, LLP or Scottish partnership) or a private individual.

If a Director is to be a corporate Director, please give name of company, LLP or Scottish partnership who will be acting:

Name: _____

The following details should be completed by either the private individual to be appointed as a Director, or by a person authorised to act on behalf of the company, LLP or Scottish partnership who will be acting as corporate Director.

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY _____

Occupation: _____ Nationality: _____

Other Directorships: _____

Security details: **Last** three digits of telephone number: ____ _

First three letters of town of birth: ____ _

First three letters of mothers maiden name ____ _

Other Shareholders (those not also appointed as Director or Company Secretary)

Shareholder 1

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___

First three letters of town of birth: ___ ___ ___

First three letters of mothers maiden name ___ ___ ___

How many shares are to be taken up on incorporation? _____ **shares**

Shareholder 2

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___

First three letters of town of birth: ___ ___ ___

First three letters of mothers maiden name ___ ___ ___

How many shares are to be taken up on incorporation? _____ **shares**

Shareholder 3

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: ___ ___ ___

First three letters of town of birth: ___ ___ ___

First three letters of mothers maiden name ___ ___ ___

How many shares are to be taken up on incorporation? _____ **shares**

STEP 6 PLACING YOUR ORDER

The information requested below will enable us to send you the company documents as soon as the incorporation certificate has been issued. This information will also be used on your invoice.

Name: _____

Address to which communications should be sent: _____

_____ Postcode: _____

Phone No: _____ Fax No: _____

Email: _____

DX No (if applicable): _____ Your Ref: _____

Oswalds Account No (if applicable): _____

Signed: _____ Date: _____

Money Laundering Regulations 2007



For professional advisers: please tick the above box to confirm that you have carried out customer due diligence measures in accordance with the Regulations.

This order form should be sent to:

Oswalds	or	Oswalds	or	Oswalds
24 Great King Street		DX:ED74		LP209
Edinburgh		Edinburgh		Edinburgh 2
EH3 6QN				

Alternatively:

Order online: www.oswalds.co.uk

Fasttrack telephone / fax ordering: Tel: 0131 200 7180 / Fax: 0131 556 2917

Email this form to: oswaldsonline@oswalds.co.uk



Oswalds is the trading name of Jordans (Scotland) Limited
24 Great King Street, Edinburgh EH3 6QN
Telephone 0131 557 6966 Fax 0131 556 2917 DX ED74 Edinburgh LP209 Edinburgh 2
Registered in Scotland under No. 57796 Registered Office: 24 Great King Street, Edinburgh EH3 6QN
VAT No. GB137 4442 71

STEP 7

PAYING FOR THE COMPANY

All prices include VAT

By Card TYPE _____

Total amount payable £_____ . _____

CARD NO

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ISSUE NO (if applicable)

--	--

VALID FROM

--	--	--	--

EXPIRY DATE

--	--	--	--

Cardholder's Name: _____

Cardholder's Signature: _____

By Cheque made payable to 'OSWALDS'

Total amount payable £_____ . _____

For personal cheques:

Cheque Guarantee Card No: _____

For business cheques:

Business Address: _____

Business Phone No: _____