



READY- MADE COMPANY

Scottish Private Company Limited by Shares

STEP 1 CHOOSING THE COMPANY'S NAME

Ready-Made Package £175.00
The package contains

- **Original Incorporation Certificate**
- **Documentation to transfer the subscriber share**
- **6 bound copies of the Memorandum and Articles with Table A**
- **Looseleaf Register, a binder containing statutory registers and share certificates**

If you have reserved one of our ready-made companies, please put the name here:

_____ LIMITED

Change of Company Name £65.00

If you would like to change the name of your ready-made company, we will check the Companies House index for an identical name only, to establish if your choice of name is registrable. Please note that a name checking facility is also available on our website. We will use capital letters throughout and use the word 'LIMITED' in full. * **Please note that the incorporation and change of name certificates will be issued in upper case.**

1st choice: _____

2nd choice: _____

****It should be noted that it takes an average of 1 to 2 working days to have a change of name processed by Companies House from the time Oswalds receive your instructions. However, if you require your ready-made company to have its name changed via Companies House expedited service (approximately 5 hours from receipt of instructions for Scottish companies) please call 0131 200 7180***

Trade Mark Word Search (Scan)**£41.12**

This search will simply establish whether there is an **identical** word or name that can be claimed as a Trade Mark in the UK and/or the European Trade Mark Registers. We will undertake this search prior to forming the company to ascertain if your chosen company name could possibly conflict with a word or name registered as a trade mark. If no identical mark is found, a full search will be recommended if you are seriously considering the registration of the company name as a trade mark. In order to carry out the search in the appropriate trade mark class(es), please outline below the area of business to be covered.

Trade Mark Word Search (Full)**£235.00**

This is a comprehensive search for **identical** or **similar** marks on the United Kingdom and/or the European Trade Mark registers with **full advice** as to the availability for use should you wish to register the mark as a trade mark and the prospects for any application for registration. **It will also indicate whether your new company name is likely to infringe another word mark that is already registered.**

If you require any further assistance regarding trade mark services, including registration and searching for similar devices and logos that may be already registered, please telephone 0131 200 7124

STEP 2**FINALISING THE MEMORANDUM & ARTICLES****Change of Objects Clause****£47.00**

The company has been formed with a general commercial object clause so that it can carry on any trade or business. If, however you prefer objects referring to a specific trade or business we can provide these at an additional cost of £47.00, if you outline below the areas to be covered.

Increase of Authorised Share Capital**£45.00**

The Company is incorporated with an authorised share capital of £1,000 divided into 1,000 Ordinary shares of £1 each but it can be increased if more is needed. Please write here the amount you would like the share capital to be.

£ _____ divided into _____ Ordinary shares of £1 each.

**If you require the share capital of this company to be re-designated into different classes of shares, please call 0131 200 7124 for assistance.*

Optional Articles**£52.87**

The company's articles will give the director(s) absolute power to decline to transfer 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

STEP 3 ADDITIONAL INFORMATION

Company Directors and Company Secretary

Our nominees have acted as director and secretary simply to incorporate the company and will resign on the day the new officers are appointed. The new director(s) and secretary should be detailed below. (If there are two directors or more, one of them may act as secretary; a sole director cannot be the secretary.)

Please note that the information you provide will enable us to file the new officer appointments electronically with Companies House **without** requiring paper signed Forms 288a.

If paper forms are preferred to be used in connection with this company formation DO NOT complete the Director and Secretary details within this section. Instead, please call 0131 200 7180 and we will arrange for these to be forwarded to you by first class post.

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

If you require assistance with your company secretarial work, please see Step 4.

NB.

The date of appointment of the new officers of the company and transfer of the subscriber share to the new owner will automatically be the date that Oswalds **reserved** the company for you. If the date of officer appointment and share transfer is to be an alternative date, please indicate it here:

Date of company transfer: DD _____ MM _____ YYYY _____

First Director

To also act as Company Secretary? Yes / No

Is Director a corporate director (i.e another company) or a private individual?

If a corporate director, please give Company Name: _____

The following details should be completed by either the person to be appointed as a Director (the private individual), or a person authorised to act in the case of a corporate appointment.

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

To also act as Company Secretary? Yes / No

Is Director a corporate director (i.e another company) or a private individual?

If a corporate director, please give Company Name: _____

The following details should be completed by either the person to be appointed as a Director (the private individual), or a person authorised to act in the case of a corporate appointment.

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 ____ _

Company Secretary

(Only complete if none of the Directors are to act as Company Secretary)

Is Company Secretary a corporate secretary (i.e another company) or a private individual?

If a corporate secretary, please give Company Name: _____

The following details should be completed by either the person to be appointed as a secretary (the private individual), or a person authorised to act in the case of a corporate appointment.

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 ____ _

Registered Office Address

Please enter the company's registered office address (including postcode) in Scotland unless you are subscribing to our registered office service.

STEP 4

KEEPING THE COMPANY IN GOOD ORDER

Full Company Secretarial Service

£352.50 per annum (full fee required in advance)

Or

£31.72 per month (only first month's fee required in advance)

**Please note that if you have selected to pay for Full Company Secretarial Services on a monthly basis, the enclosed Standing Order Mandate should be completed and returned to us with your order.*



PLEASE NOTE:

We recommend that this option be considered if you do not have someone to appoint as Company Secretary who is familiar with the duties ordinarily associated with this wide-ranging role.

Jordan Company Secretaries Limited will act as Secretary to your Company (optional), 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 (optional)
- 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 7 please give their details below.

Name: _____

Firm: _____

Address: _____

_____ Postcode: _____

Telephone No: _____ Fax No: _____

Publication 'Running a Limited Company'

£19.99



Designed for directors and company secretaries of smaller or newly incorporated companies, this clear and jargon-free book explains all the legal, accounting and tax implications of running a business as a limited company. The book helps the officers to organise many aspects of the company themselves, but it also picks out clearly, by means of a star rating system, those areas where professional advice is desirable, strongly recommended or crucial.

Company Seal

£17.62



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

STEP 5

THE COMPANY'S INITIAL STATUTORY OBLIGATIONS

Statutory Registers and Minutes of First Board Meeting (If not subscribing to Full Company Secretarial Service at Step 4 above) £45.00

Statutory Registers and Minutes of First Board Meeting (For subscribers to Full Company Secretarial Service at Step 4 above) £ Included

i PLEASE NOTE:

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.

Please complete this section only if you have selected the **Statutory Registers and Minutes of First Board Meeting** service or if you have subscribed to **Oswalds Full Company Secretarial Service**. The company will have one share issued at the time of incorporation. You can allot as many shares as you like **up to the total of the authorised share capital** but doing so will mean that the company is no longer dormant. We will assume that the shares are fully paid in cash.

(a) Shareholders

1. Full Name: _____
Address: _____
_____ Number of Shares: _____

2. Full Name: _____
Address: _____
_____ Number of Shares: _____

If there are more than two shareholders please tick this box and attach a separate sheet giving the information we need.

Please complete the following if you require these matters to be dealt with now:

(b) Company's Year end for accounting purposes

This will only appear in the minutes if you confirm the year end here.

DAY _____ MONTH _____

(c) Auditors / Accountants (DELETE AS APPROPRIATE)

Name: _____

Address: _____

(d) Bankers

Name: _____

Branch: _____

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 2003



You only need to consider this question if you are a professional adviser regularly ordering company formations. Please tick the above box to confirm that you have complied with the provisions of the Regulations with regard to obtaining satisfactory evidence of identity in relation to your client.

This order form should be sent to:

Oswalds
24 Great King Street
Edinburgh
EH3 6QN

or

Oswalds
DX:ED74
Edinburgh

or

Oswalds
LP209
Edinburgh 2

Alternatively:

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

Order online: www.oswalds.co.uk

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

STEP 7 PAYING FOR THE COMPANY

All prices include VAT

By Card TYPE _____

Total amount payable £ _____ . _____

CARD NO

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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: _____



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

To the Manager

_____ Bank PLC

Branch: _____

Address: _____

STANDING ORDER MANDATE

Oswalds Full Company Secretarial Service

Please pay: Bank of Scotland
One Castle Terrace
Edinburgh EH1 2DP

Sort Code: 80-11-30

Account No: 00242104

The sum of: £31.72 on 1st of each calendar month until further notice.

No. of account to be debited: _____

Name of account: _____

Signature(s): _____

Date: _____

Please return to:

Oswalds
Corporate Support Department
FREEPOST (EH1079)
Edinburgh
EH3 0ES