

# SCOTTISH SOLICITORS' PRACTICE

## Private Company Limited by Shares

### STEP 1 SELECTING THE RIGHT PACKAGE

#### Standard Package

£265.00

The package contains

- **Original Incorporation Certificate**
- **6 bound copies of the specialised 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 the company will take around 3 to 4 working days to be incorporated at Companies House from the time Oswalds receive your instructions where trade mark searches 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. 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.*

1<sup>st</sup> choice:

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2<sup>nd</sup> choice:

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## STEP 3

### FINALISING THE MEMORANDUM & ARTICLES

#### Specific Objects Clause

Included in price

The company will be formed with a specific objects clause tailored to your profession. This service is included in the package price.

#### 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*

#### Registered Office Address

Please enter the company's registered office address (including postcode). Please note that the company's first registered office address determines which country it is domiciled in. Once chosen, a company's domicile cannot be changed.

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**OR** Tick this box if you wish to subscribe to Oswalds Registered Office Service and go to Step 4

## 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

**(a) Shareholders**

1. Full Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Number of Shares: \_\_\_\_\_

2. Full Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Number of Shares: \_\_\_\_\_

3. Full Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Number of Shares: \_\_\_\_\_

If there are more than three 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, 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 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:** \_\_\_\_\_

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



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)

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VALID FROM

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EXPIRY DATE

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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: \_\_\_\_\_