

# NEW COMPANY FORMATION

## Private Company Limited by Shares

## Trading Company for a Named Charity

\* All prices inclusive of VAT and Companies House fees

### STEP 1 PACKAGE DETAILS

Trading Company for a Charity £291.12   
The package contains

- ***Incorporation Certificate***
- ***6 bound copies of the Articles of Association***
- ***Looseleaf Register, a binder containing statutory registers and share certificates***
- ***Form AA01***

*\*It should be noted that Scottish companies take an average of 3 to 4 working days to be incorporated at Companies House once Oswalds have filed the incorporation documents. However, if you require your new company formation to be processed via Companies House expedite service (approximately 5 hours from receipt of instructions) please call 0131 200 7124.*

### 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 available for registration. Please note that 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.***

1<sup>st</sup> choice: \_\_\_\_\_

2<sup>nd</sup> choice: \_\_\_\_\_

## **STEP 3** FINALISING THE ARTICLES

The company will be formed with a so that it can carry on any trade or business.

### **Charity Details**

Our Articles of Association for this proposed company will be drafted to make specific provision for its profits to be distributed to a named charity.

In addition, any surplus funds on winding up will be given or transferred to the named charity.

Please supply information on the charity to which the new company's profits are to be distributed.

Charity Name: \_\_\_\_\_

Charity Number: \_\_\_\_\_

## **STEP 4** ADDITIONAL INFORMATION

### **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 5

## **STEP 5** 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**

**£152.75 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: \_\_\_\_\_

**STEP 6 THE COMPANY'S INITIAL STATUTORY OBLIGATIONS**

**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.

**(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: \_\_\_\_\_

<b>STEP 7 OFFICERS AND SHAREHOLDER(S)</b>
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**Company Directors, Company Secretary and Shareholder(s)**

The new director(s) and registered office should be detailed in this section. At least one individual must be appointed as a director. A company secretary can also be appointed. Please note that the information you provide will enable us to file the new officer appointments electronically at Companies House. If you wish to appoint more than three directors, please provide details on a separate sheet and tick this box

Usually the charity which is to receive the new company's profits is appointed as the sole shareholder of the new company. These details can be completed in the Other Shareholders section on page 9.

The **service address** will appear on the public record. It does not have to be your usual residential address and could be the company's registered office. If you have chosen the Directors Service address on page 4 you should enter 24 Great King Street, Edinburgh, EH3 6QN as the service address.

<b>First Individual as Director</b>
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**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**

Title: \_\_\_\_\_ First Names: \_\_\_\_\_

Surname: \_\_\_\_\_

Any former name(s) by which known for business purposes within past 20 years:

\_\_\_\_\_

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

\_\_\_\_\_ Postcode: \_\_\_\_\_

Service Address (if different): \_\_\_\_\_

\_\_\_\_\_ Postcode: \_\_\_\_\_

Date of Birth: DD \_\_\_\_ MM \_\_\_\_ YYYY \_\_\_\_\_

Occupation: \_\_\_\_\_ Nationality: \_\_\_\_\_

Country/state of residence: \_\_\_\_\_

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

**First** three letters of town of birth: \_\_\_\_ \_

**First** three letters of mothers maiden name: \_\_\_\_ \_

<b>Second Individual as Director (if required)</b>
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**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**

Title: \_\_\_\_\_ First Names: \_\_\_\_\_

Surname: \_\_\_\_\_

Any former name(s) by which known for business purposes within past 20 years:

\_\_\_\_\_

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

\_\_\_\_\_ Postcode: \_\_\_\_\_

Service Address (if different): \_\_\_\_\_

\_\_\_\_\_ Postcode: \_\_\_\_\_

Date of Birth: DD \_\_\_\_ MM \_\_\_\_ YYYY \_\_\_\_\_

Occupation: \_\_\_\_\_ Nationality: \_\_\_\_\_

Country/state of residence: \_\_\_\_\_

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

**First** three letters of town of birth: \_\_\_ \_\_\_ \_\_\_

**First** three letters of mothers maiden name: \_\_\_ \_\_\_ \_\_\_

<b>Third Individual as Director (if required)</b>
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**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**

Title: \_\_\_\_\_ First Names: \_\_\_\_\_

Surname: \_\_\_\_\_

Any former name(s) by which known for business purposes within past 20 years:

\_\_\_\_\_

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

\_\_\_\_\_

Postcode: \_\_\_\_\_

Service Address (if different): \_\_\_\_\_

\_\_\_\_\_

Postcode: \_\_\_\_\_

Date of Birth: DD \_\_\_\_ MM \_\_\_\_ YYYY \_\_\_\_

Occupation: \_\_\_\_\_ Nationality: \_\_\_\_\_

Country/state of residence: \_\_\_\_\_

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

**First** three letters of town of birth: \_\_\_ \_\_\_ \_\_\_

**First** three letters of mothers maiden name: \_\_\_ \_\_\_ \_\_\_

**Individual as Company Secretary only (if required)**

**Is this Company Secretary also to be a Shareholder? Yes / No**

**If yes, how many shares are to be taken up on incorporation? \_\_\_\_\_ shares**

Title: \_\_\_\_\_ First Names: \_\_\_\_\_

Surname: \_\_\_\_\_

Any former name(s) by which known for business purposes within past 20 years::

\_\_\_\_\_

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

\_\_\_\_\_ Postcode: \_\_\_\_\_

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

**First** three letters of town of birth: \_\_\_\_\_

**First** three letters of mothers maiden name: \_\_\_\_\_

**Corporate Body or Firm as Director or Company Secretary (if required)**

Please copy this sheet first or provide details on a separate sheet if more than one corporate appointment is required.

**To act as Director? Yes / No**

**To act as Company Secretary? Yes / No**

**Is this officer also to be a Shareholder? Yes / No**

**If yes, how many shares are to be taken up on incorporation? \_\_\_\_\_ shares**

Name of corporate body/firm: \_\_\_\_\_

Registered or principal address: \_\_\_\_\_

\_\_\_\_\_ Postcode: \_\_\_\_\_

Name of authorised signatory: \_\_\_\_\_

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

(of authorised signatory)

**First** three letters of town of birth: \_\_\_\_\_

**First** three letters of mothers maiden name: \_\_\_\_\_

**For companies registered in EEA**

Where the firm is registered: \_\_\_\_\_

Registration number: \_\_\_\_\_

**For companies/firms not registered in EEA**

Legal form of the corporate body/firm: \_\_\_\_\_

Governing law: \_\_\_\_\_

Where the company or firm is registered: \_\_\_\_\_

Registration number: \_\_\_\_\_

(The EEA includes EU countries plus Iceland, Liechtenstein and Norway.)

**Other Shareholders (if required)**

Usually the charity which is to receive the new company's profits is appointed as the sole shareholder of the new company. If appointing an individual, the address provided does not have to be the individual shareholder's usual residential address. If more than one additional shareholder, please advise us of their details on a separate sheet of paper.

**Additional Shareholder 1**

Title: \_\_\_\_\_ First Names: \_\_\_\_\_

Surname: \_\_\_\_\_

Or Corporate Body or Firm's name: \_\_\_\_\_

Authorised signatory name if Corporate shareholder: \_\_\_\_\_

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

\_\_\_\_\_ Postcode: \_\_\_\_\_

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

(if Corporate **First** three letters of town of birth: \_ \_ \_

Shareholder, provide authorised **First** three letters of mothers maiden name: \_ \_ \_

signatory's details)

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

# STEP 7

## 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  
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 8

## 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: \_\_\_\_\_