

# SCOTTISH CHARITABLE COMPANY

## Charity Registration Application and Guarantee Company Formation

**\* All prices inclusive of VAT and Companies House fees**

Oswalds will assist in drafting articles of association to suit your needs and meet charity and company law requirements. We will then undertake on your behalf the application to the Office of the Scottish Charity Regulator (OSCR) to ensure that charitable approval will be granted once the company is incorporated. Finally, we will arrange the incorporation of a new company limited by guarantee.

**Charitable Guarantee Package**

**£700.00**



Oswalds' charitable application and incorporation includes:

- **Preparation, checking and submission of the application to OSCR**
- **Original Incorporation Certificate**
- **8 bound copies of the Memorandum and Articles with Table A**
- **Guarantee Company Kit**, a loose leaf binder containing full guidance notes, statutory registers and membership certificates in a sturdy protective cover with room to store the company seal
- **Form AA01** to alter the company's accounting reference date
- **Draft Agenda and Minutes**

The above fee may be reduced if you wish to attend to the OSCR application, rather than ask us to provide this element of the service.

## **STEP 1** CHOOSING THE COMPANY'S NAME

We will check the Companies House and OSCR indexes to establish if your choice of name is registrable. **Please note that your company name will be shown in block capitals or in upper and lower case on documentation provided by Oswalds depending on how you write it here. The name must end with "LIMITED", "Limited", "LTD" or "Ltd" unless you have elected to omit "Limited" as indicated below.** *\*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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**Omission of the word 'Limited'**

tick if required

We can apply for the word 'LIMITED' to be omitted from the name altogether as long as the objects of the company are the promotion of commerce, art, science, education, religion or any profession. Please tick this box to omit 'LIMITED'.

**STEP 2**

**ARTICLES OF ASSOCIATION**

A charity's constitution is fundamentally important. It:-

- sets the boundaries for the charity's charitable purposes and for its activities in pursuit of those purposes.
- regulates the admission and rights of the members and controls who can be a director, how directors are appointed and when they cease to hold office.
- provides the governance arrangements for that charity.

The articles should be tailored to suit the circumstances and meet the charity's needs. This facilitates good governance, efficiency and effectiveness.

**Oswalds' draft Articles of Association**

If you wish to use Oswalds' charitable draft, with no amendments, please tick

Please provide details of the objects and the activities

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**Use of non-Oswalds' draft Articles of Association**

If you wish to use your own style of Articles, or require a review of your proposed Articles, or if you have any other special requirements, please advise us accordingly and we will provide you with an estimate on receipt of details.

Note that a £1 limit on the liability of the members will apply.

## STEP 3

### KEEPING THE COMPANY IN GOOD ORDER

#### Directors Compliance Service

**£200.00 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

#### 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

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.

**Company seal****£29.50**

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

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

**Directors Service address****£411.25 per annum**

Officers of UK companies are becoming increasingly conscious of the need to keep their personal details private, especially in relation to their residential address.

Under provisions in force under the new Companies Act as of 1 October 2009, individuals who are directors will be required to file a service address for the public record. The service address may be the director's residential address, the company's registered office or another address at which the director may be contacted.

Directors can change the address that is on the public record to help keep their details confidential and Oswalds can offer the address of 24 Great King Street, Edinburgh, EH3 6QN for use as a service address.

The cost of the service is £350.00 plus VAT per company per annum and a mail forwarding charge of £1.00 plus VAT for each item received at our address is also charged. **\*Please note that under no circumstances may this address be used as or be advertised as a trading or general correspondence address.**

**Domain name and email services**

Have you considered protecting the company/trading name on the web? Oswalds offer a range of services from registering the domain to providing email facilities and web hosting.

**Domain name****£17.62 per domain per annum**

By registering your domain name at the same time as you set up your company, not only can you match your domain name to that of your company but you ensure no-one else can

use that name. You may even want to secure more than one domain name to further protect your business identity.

**Domain name & business email**

**£47.00 per domain per annum**

Create a range of professional business email addresses unique to your company and secure a domain for any website you may create in the future.

- Domain registration
- Business email through outlook using POP3
- 1 Advanced webmail (1Gb space)
- 2 Standard mailboxes (email forwarding or small mailboxes)

Oswalds also offer website hosting packages. Please contact us on 0131 200 7180 if this of interest.

**Domain name registration**

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

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

Suffix(es) required: .co.uk  .com  .org   
.org.uk  .net  .inf  .biz

Email address(es) if required:

1<sup>st</sup> email address: \_\_\_\_\_

2<sup>nd</sup> email address: \_\_\_\_\_

**Domain name registration details**

The domain name(s) will be registered in the name of the new company once it has been incorporated. Please confirm the following contact details to be used for the registration of the domain name(s).

Contact name: \_\_\_\_\_

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

Town: \_\_\_\_\_

County: \_\_\_\_\_

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

Telephone number: \_\_\_\_\_

Email address: \_\_\_\_\_

# STEP 4

## THE COMPANY'S INITIAL STATUTORY OBLIGATIONS

Statutory Registers and Minutes of

£75.00

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

### 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.

### 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 Directors' Residential Address
  - Register of Secretaries
  - Register of Members
- **Membership Certificates**  
To be retained by the company's shareholders

### Please confirm who the members of the company are:

#### (a) Members

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

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

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

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

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

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

4. Full Name: \_\_\_\_\_

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

5. Full Name: \_\_\_\_\_

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

If there are more than five members, 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) Solicitors**

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

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

**(e) Bankers**

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

Branch: \_\_\_\_\_

<b>STEP 5 OFFICERS AND REGISTERED OFFICE</b>
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**Company Directors, Company Secretary and Registered Office**

The new director(s) and registered office should be detailed in this section. A company secretary can also be appointed. If you wish to appoint more than three directors (the minimum under Scottish charity law), please provide details on a separate sheet and tick this box

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**

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: \_\_\_\_\_

<b>Second Individual as Director</b>
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**To also act as Company Secretary?**

**Yes / No**

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: \_\_\_\_\_

**Third Individual as Director**

**To also act as Company Secretary?**

**Yes / No**

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: \_\_\_\_\_

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

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

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

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

\_\_\_\_\_

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

\_\_\_\_\_

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

## 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 complete Step 3 above

## 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

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



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