

## NEW COMPANY FORMATION Public Limited Company (“PLC”)

### STEP 1 SELECTING THE RIGHT PACKAGE

#### Standard Package

£458.87

The package contains

- **Original Incorporation Certificate**
- **Form 117**
- **Document to transfer the subscriber shares**
- **6 bound copies of the Memorandum and Articles with Table A**
- **Company seal**
- **Company Kit, a loose leaf binder containing statutory registers, share certificates and full guidance notes in a sturdy protective cover**

*\*It should be noted that Scottish public companies take an average of 2 to 3 working days, and English public companies take an average of 5 to 10 working days, to be incorporated at Companies House from the time Oswalds receive your instructions. 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 registrable. 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 'PLC' as the suffix unless otherwise indicated. ***\*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

The company will be 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 and send them to you for approval before we incorporate the company. **Please outline below the areas to be covered if general commercial objects are not applicable.**

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### Authorised Share Capital

£ Included



#### PLEASE NOTE:

Please note that before a public company can commence trade or borrow money, it must have an issued capital of £50,000 of which at least 25 pence on each issued share must have been paid (i.e. a minimum of £12,500 paid up on the issued capital). The company must then lodge a Form 117 at Companies House to declare that the shares have been issued and paid up as required. The Registrar of Companies will then issue a Trading Certificate.

On incorporation the authorised share capital will be set to £100,000 divided into 100,000 Ordinary shares of £1 each. If an alternative is needed (minimum being £50,000) please give details.

£ \_\_\_\_\_ divided into \_\_\_\_\_ Ordinary shares of \_\_\_\_\_ each.

*\*If this company is to be incorporated with more than once class of shares and/or to have special rights attached to the shares please contact us on 0131 200 7124 to discuss your specific requirements.*

## STEP 4 ADDITIONAL INFORMATION

### Company Directors, Company Secretary and Registered Office

**i PLEASE NOTE:**

A public company must have a minimum of two directors and the company secretary must have a suitable qualification to act, i.e. he or she must be a qualified solicitor, accountant or company secretary. Please also note that there must also be a minimum of two shareholders.

The new directors and secretary should be detailed below. 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 you wish to appoint more than two directors, please provide details on a separate sheet and tick this box

If paper forms 288a 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 them to be forwarded to you by first class post. If you require assistance with your company secretarial work, please see Step 5.

#### First Director

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

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.

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      \_\_\_ \_\_\_ \_\_\_

<b>Second Director</b>
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To also act as Company Secretary?                      Yes / No

**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      \_\_\_ \_\_\_ \_\_\_

**Company Secretary**

(Tick this box if you wish to subscribe to Oswalds Full Company Secretarial Service and go to Step 5 )

**Only** complete if **none** of the Directors detailed previously are to act as Company Secretary.

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

If the Company Secretary is to be a corporate Company Secretary, 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 Company Secretary, or by a person authorised to act on behalf of the company, LLP or Scottish partnership who will be acting as Company Secretary.

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

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

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

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

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

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**

Tick this box if you wish to subscribe to Oswalds Registered Office Service and go to Step 5

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.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## **STEP 5** 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 or qualified to perform 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

We will also ensure that other events such as the appointment of a new directors 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 your public company is to obtain Stock Exchange listing as a UK quoted company, we recommend that you also engage the services of a professional share services registrar to deal with share register maintenance and settlement of share sale and purchase transactions.

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.

## STEP 6

## THE COMPANY'S INITIAL STATUTORY OBLIGATIONS

Statutory Registers and Minutes of First Board Meeting (If not subscribing to Full Company Secretarial Service at Step 5 above) £45.00

Statutory Registers and Minutes of First Board Meeting (For subscribers to Full Company Secretarial Service at Step 5 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 two shares 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.

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

Alternatively:

Email this form to: [oswaldsonline@oswalds.co.uk](mailto:oswaldsonline@oswalds.co.uk)

Order online: [www.oswalds.co.uk](http://www.oswalds.co.uk)

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

# 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



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 1<sup>st</sup> 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