

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 £297.20

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**

** Companies take an average of 24 hours 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 expedited service (approximately 5 hours from receipt of instructions) please call 0131 557 6966.*

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. A name checking facility is also available on our website. It is unwise to choose anything too similar to an existing name as you may be required to change it at a later date.

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".

**Please note that incorporation certificates will be issued in upper case.*

1st choice: _____

2nd choice: _____

STEP 3 FINALISING THE ARTICLES

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.

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

£118.80 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. The service includes:

- Maintenance of statutory registers to comply with legislation
- On-line access to company registers via **connect**
- Preparation and e-filing of annual returns with Companies House
- Preparation of appointment and resignation of director documentation
- Preparation of dormant company accounts (if applicable)
- A dedicated administrator / email support

Nominee Company Secretarial and Registered Office Service

£360.00 per annum



Jordan Company Secretaries Limited will act as Secretary to your Company, and the following duties will be carried out as part of the package:

- Provision of a Registered Office address (please tick one of the four location options shown in the Registered Office Service on the next page. Our £360.00 fee will apply whichever office location is chosen.)
- Preparation of the First Board Meeting minutes (post-incorporation matters)
- Provision of information relating to annual statutory obligations of the Company
- Maintaining the statutory records on our specialist company secretarial software
- On-line access to company registers via **connect**
- Preparation and e-filing of annual returns with Companies House
- Sending reminders for lodgement of accounts due for filing at Companies House
- Preparation of appointment and resignation of director documentation
- Preparation of dormant company accounts (if applicable)
- A dedicated administrator / email support

We will also ensure that other events such as 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.

Our online statutory register service called **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

Please advise us of an email address and password to be used with **connect**

Email: _____ Password: _____

If you require any further information or assistance regarding company secretarial matters, please contact us on 0131 200 7141.

Registered Office Service

**included with Nominee Company Secretarial service*

The Company can use one of our addresses 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 Nominee Company Secretarial service. Please select from the list below:

Edinburgh (£156.00) Bristol (£187.20) London (£259.20)
Belfast (£156.00) (prices shown are per annum)

If correspondence and renewal invoices relating to this service 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 £46.00
First Board Meeting *(included if subscribing to Nominee Company Secretarial service)*

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: _____

STEP 7 OFFICERS AND SHAREHOLDER(S)

Company Directors, Company Secretary and Shareholder(s)

The new director(s) and registered office should be detailed in this section. **At least two directors must be appointed, one of whom must be an individual.** 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.

First Individual as Director

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: ____ _

Second Individual as Director

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: ____ _

Third Individual as Director (if required)

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

signatory's details) **First** three letters of mothers maiden name: ___ ___ ___

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)

--	--

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: _____