OSWALDS
A Jordans Group Company

NEW COMPANY FORMATION
Private Company Limited by Guarantee (Non – Charitable)

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

STEP ❶ SELECTING THE RIGHT PACKAGE

Non-Charitable Guarantee Package **£356.00** ☐

The package contains

- ***Original Incorporation Certificate***
- ***8 bound copies of the Articles of Association***
- ***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*

STEP ❷ 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. **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.*

1st choice:

_____

2nd choice:

_____

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 review the Additional Clauses section on page 2 of the order form.

STEP ❸ FINALISING THE ARTICLES

Articles of Association
(The incorporated company's new constitution)

An organisation's constitution is fundamentally important, as the foundation on which it rests. It establishes the framework within which the organisation operates and provides the structure for its proper governance. We therefore recommend you consider instructing us to prepare customised articles. In the case of a pre-existing organisation converting to company form, we can review your present constitution and advise on what aspects can be carried forward with appropriate modifications.

If you wish to discuss your specific requirements in relation to any of our articles examination and drafting services, please contact Alister Gillies on 0131 200 7124.

Limit of the Members' Guarantees

We shall fix the limit of each member's guarantee at £1, unless you state a different amount here

£ _____

Additional Clauses **tick if required** ☐

Either or both of the following clauses can be included in the articles of association.

PLEASE NOTE THAT YOU MUST HAVE BOTH THESE CLAUSES IF THE WORD 'LIMITED' IS TO BE OMITTED FROM THE COMPANY NAME

☐ Prohibition of the distribution of profits amongst the members (Option A)

☐ Any assets remaining on winding up NOT to be divided amongst the members, but donated to another body sharing similar objects or to charity (Option B).

Objects Clause (for clients selecting either or both additional clauses)

If you have selected either of both of the above additional clauses, please supply us with the company's objects clause. You may need to attach the objects clause on a separate sheet of paper.

_____

_____

_____

_____

STEP ❹ 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 forms at Companies House (e.g. Annual Return, forms AP01, TM01, AD01), maintaining statutory registers and minute books, still need to be carried out and the responsibility, as always, is with the directors to ensure that all legal requirements are complied with. Directors risk criminal sanctions and financial penalties of up to £5000 for each offence of non-compliance. The service provides support for you and your company, relieving you of time-consuming tasks and ensuring that you remain fully compliant. The service includes:

- Preparation of first board minute documentation
- 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

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

Email: _____ Password: _____

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.

Company seal **£30.50** ☐

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

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: _____

Directors Service address **£420.00 per annum** ☐
(for up to 6 directors)

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. Our fee covers provision of the service address for up to six directors. ***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 **£24.00 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 **£60.00 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)

For details of website hosting package options, please contact us on 0131 557 6966.

Domain name registration

1st domain choice: _____

2nd domain choice: _____

Suffix(es) required: .co.uk ☐ .com ☐ .org ☐

.org.uk ☐ .net ☐ .inf ☐ .biz ☐

Email address(es) if required:

1st email address: _____

2nd 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.

Contact name: _____

Address: _____

Town: _____

County: _____

Postcode: _____

Telephone number: _____

Email address: _____

STEP ❺ THE COMPANY'S INITIAL STATUTORY OBLIGATIONS

Statutory Registers and Minutes of First Board Meeting **£75.00** ☐
(included if subscribing to the Nominee Company Secretarial service)

ⓘ 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 complete the following if you require these matters to be dealt with now:

(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) Solicitors

Name: _____

Address: _____

(d) Bankers

Name: _____

Branch: _____

STEP ❻ OFFICERS AND REGISTERED OFFICE

Company Directors, Company Secretary and Registered Office

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 with Companies House. If you wish to appoint more than three directors, 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.

First Individual as Director

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

Is this Director also to be a member of the company? **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: _____

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 (if required)

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

Is this Director also to be a member of the company? **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: _____

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 member of the company? **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: _____

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 member of the company? Yes / No

Title: _____ First Names: _____

Surname: _____

Any former name(s) by which know 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: __ __ __

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.

_____

_____

<u>OR</u> Tick this box if you wish to subscribe to Oswalds Registered Office Service and complete Step 4 above ☐

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**

To act as a member of the company? **Yes / No**

Name of corporate body/firm: _____

Registered or principal address:_____

_____ Postcode: _____

Name of authorised signatory: _____

Security details: (of authorised signatory)

Last three digits of telephone number: __ __ __

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 Members (if required)

For members who are not appointed as a director or company secretary. The address provided does not have to be the member's usual residential address. If more than three additional members, please confirm their details on a separate sheet of paper.

Additional member 1

Title: _____ First Names: _____

Surname: _____

Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: __ __ __

First three letters of town of birth: __ __ __

First three letters of mothers maiden name: __ __ __

Additional member 2

Title: _____ First Names: _____

Surname: _____

Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: __ __ __

First three letters of town of birth: __ __ __

First three letters of mothers maiden name: __ __ __

Additional member 3

Title: _____ First Names: _____

Surname: _____

Address: _____

_____ Postcode: _____

Security details: **Last** three digits of telephone number: __ __ __

First three letters of town of birth: __ __ __

First three letters of mothers maiden name: __ __ __

STEP ❼ 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

Alternatively:

Order online: www.oswalds.co.uk

Fasttrack telephone / fax ordering: Tel: 0131 557 6966/ Fax: 0131 556 2917

Email this form to: oswaldsonline@oswalds.co.uk

OSWALDS
A Jordans Group Company

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 ❽ PAYING FOR THE COMPANY

All prices include VAT

☐ **By Card** TYPE _____

Total amount payable £_____ . ____

CARD NO

☐☐☐☐ ☐☐☐☐ ☐☐☐☐ ☐☐☐☐

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: _____