

# MULTIPLE SHARE CLASS FORMATION

## Private Company Limited by Shares

\* All prices inclusive of VAT and Companies House fees

### STEP 1 SELECTING THE RIGHT PACKAGE

**Directors' compliance (multiple share classes) £408.00**

Our popular package providing Companies House annual compliance support.

**Contains: Standard business start up and:**

- ***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***

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.

**Annual renewal fee only £99.00 + VAT**

**Standard business start up (multiple share classes) £347.00**

Companies Act compliant. Contains:

- ***Certificate of Incorporation***
- ***6 bound copies of the Articles of Association***
- ***Loose leaf register***
- ***Completed first board minutes (electronic format)***
- ***Completed company registers (electronic format)***
- ***Completed share certificates (electronic format)***
- ***Optional Articles***

**Basic business start up (multiple share classes) £316.00**

For the professional who will look after their own / clients' Companies House annual compliance requirements. Contains:

- ***Certificate of Incorporation***
- ***6 bound copies of the Articles of Association***
- ***Loose leaf register***

## Timescales

Multiple share class companies take around 5 working days to be incorporated at Companies House from the time Oswalds receive your instructions (and signed Form IN01 if required). However, if you require your new company formation to be processed via Companies House expedited service (around 5 hours from receipt of instructions) please call us on 0131 200 7180.

## **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.*

1<sup>st</sup> choice:

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2<sup>nd</sup> choice:

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## **STEP ③** FINALISING THE ARTICLES

### Optional Articles – included in all packages, except Basic business start up

All or any of the following optional articles are also available

- Chairman's casting vote**  
Gives a chairman who is also a shareholder a casting vote in the event of an equality of votes on any resolution at a general meeting
- Enhanced voting rights for directors**  
Gives a director who is also a shareholder additional votes per share if voting against a resolution to remove him as a director
- Associate directors**  
Enables the company to appoint associate directors who are given additional authority to that of an employee but who are not members of the board of directors, often used where the appointee is in contact with customers

***\*If you have any other requirements that are not covered, e.g. specialist provisions to be made in the company's articles which fall outside the scope of this order form, please contact our Corporate Support Department on 0131 200 7180 for assistance and a quotation.***

## Share Capital – Multiple Share Classes (“A & B Shares”)

### PLEASE NOTE:

The multiple share class options enable you to set up the Company with different rights as regards voting, dividends, payment of surplus funds on winding up the Company, and the issue and transfer of shares. If you would prefer one class of ordinary shares, with all shareholders having equal rights attached to their shares, please use our New Company Formation order form instead.

If you require any variation on the rights (e.g you wish to include preference/redeemable shares, etc), options or any further information or assistance regarding multiple share classes, please contact us on 0131 200 7180. Please note that variations on these options may incur additional fees.

**The new articles will restrict the number of shares of each class that the company may issue. Please indicate below the maximum number of shares for each class and their nominal value. Two or more classes of shares should be detailed here:**

|            | Number |    | Nominal Value (per share) |      |
|------------|--------|----|---------------------------|------|
| “A” shares | _____  | of | _____                     | each |
| “B” shares | _____  | of | _____                     | each |
| “C” shares | _____  | of | _____                     | each |
| “D” shares | _____  | of | _____                     | each |
| “E” shares | _____  | of | _____                     | each |

**Please select one choice from each of the following five categories:**

### 1. Voting

- The ‘ \_\_\_\_\_ ’ shares will have no voting rights

**NB: It is essential that sufficient shareholders hold voting shares to achieve quorum at meetings (minimum two)**

- All classes will have full voting rights

### 2. Dividends

- No distinction between the classes
- Power to pay variable dividends by general meeting resolution plus power for the directors to pay variable interim dividends without prior approval of the members in general meeting
- Power to pay variable dividends by general meeting resolution only.



## STEP 4

## KEEPING THE COMPANY IN GOOD ORDER

Online access to company registers via connect service (available on the Directors' compliance package or when selecting the Nominee Company Secretarial service).

**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

If you have selected the Directors' compliance package or the Nominee Company Secretarial service, please advise us of an email address and password to be used with **connect**

Email: \_\_\_\_\_ Password: \_\_\_\_\_

### Statutory Registers and Minutes of First Board Meeting

These are maintained as part of **Directors' compliance package**.

For clients selecting **Standard business start up**, or  
**Basic business start up** (paper version supplied).

£46.00



### 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
  - Register of Allotments
  - Register of Transfers
- **Share Certificates**  
To be retained by the company's shareholders

**Please complete the following optional information if you require these matters to be dealt with now, as part of this service:**

- (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: \_\_\_\_\_

**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.

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

**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. 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 (for up to 6 directors)**

**£420.00 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. 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**

**£18.00 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****£48.00 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 5

## OFFICERS, SHAREHOLDERS AND REGISTERED OFFICE

### Company Directors, Company Secretary, Shareholders and Registered Office

The new director(s), shareholdings 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. If you wish to appoint more than two 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 7 you should enter 24 Great King Street, Edinburgh, EH3 6QN as the service address.

**For appointments of additional shareholders or corporate entities**, please complete and return the appropriate supplementary page(s) available at the end of the order form.

#### Individual as Director

To also act as Company Secretary?

Yes / No

If this Director is to be a Shareholder, please advise how many and what class of 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 Director (if required)**

To also act as Company Secretary?

Yes / No

If this Director is to be a Shareholder, please advise how many and what class of 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: \_\_\_\_ \_

**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.

\_\_\_\_\_

\_\_\_\_\_

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

**If this Company Secretary is to be a Shareholder, please advise how many and what class of 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 mother's maiden name: \_ \_ \_

**Multiple share classes for existing companies**

If you have a requirement to create multiple share classes for an existing company, please bear in mind that Oswalds offers a service from £425.00 plus VAT which includes:

- Obtaining the current constitution and company information from the company's public file
- Providing new articles of association setting out the rights and restrictions to be attached to the new classes of shares
- All necessary minutes, resolutions and forms to re-designate the existing shares into different share classes and adopt the new articles of association
- A full procedural guide setting out the steps the directors and shareholders must take to make the changes to the share capital and articles
- Providing explanatory notes on the new provisions and consequential matters, as appropriate
- Checking and filing the resolutions, forms and new articles at Companies House
- Printing 3 bound copies of the new articles of association.

# STEP 6

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

Alternatively:

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

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

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



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 7

## PAYING FOR THE COMPANY

*All prices include VAT*

**By Card** TYPE \_\_\_\_\_

**Total amount payable** £ \_\_\_\_\_ . \_\_\_\_\_

CARD NO

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VALID FROM

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EXPIRY DATE

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Security (CV2) code: 

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 (usually last 3 digits on back of card)

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: \_\_\_\_\_

## Supplementary Page 1

### Other Shareholders (if required)

For other shareholders who are not appointed as a director or company secretary. The address provided does not have to be the shareholder's usual home address. Please include a separate sheet of paper if there are more than two additional shareholders.

#### 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 and what class of shares are to be taken up on incorporation?**

\_\_\_\_\_ " \_\_\_\_\_ " shares

#### Additional Shareholder 2

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 and what class of shares are to be taken up on incorporation?**

\_\_\_\_\_ " \_\_\_\_\_ " shares

## Supplementary Page 2

### 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

If this Corporate Body is to be a Shareholder, please advise how many and what class of 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 **First** three letters of town of birth: \_\_\_ \_\_\_ \_\_\_  
signatory)

**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.)