

READY-MADE COMPANY

Private Company Limited by Shares

* All prices inclusive of VAT and Companies House fees

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| STEP 1 CHOOSING THE COMPANY'S NAME |
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Ready-Made Package £180.00
The package contains

- **Original Incorporation Certificate**
- **Documentation to transfer the subscriber share**
- **6 bound copies of the Articles of Association**
- **Looseleaf Register, a binder containing statutory registers and share certificates**

We will allocate you a shelf company on receipt of the completed order form and payment.

If you have already purchased one of our ready-made companies for this instruction, please confirm the company name here:

_____ LIMITED

Change of Company Name £66.00

If you would like to change the name of your ready-made company, we will check the Companies House index for an identical name only, to establish if your choice of name is available for registration. **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 the incorporation and change of name certificates will be issued in upper case.

1st choice: _____

2nd choice: _____

**It should be noted that it takes an average of 2 to 3 working days to have a change of name processed by Companies House from the time Oswalds receive your instructions. However, if you require your ready-made company to have its name changed via Companies House expedited service (approximately 5 hours from receipt of instructions for Scottish companies) please call 0131 557 6966*

STEP 2

FINALISING THE ARTICLES

Restricting the company's objects

from £48.00

The company's articles are unrestricted with regards to objects. The company can carry on any lawful trade or business. If you wish to restrict the company's articles with regards to objects referring to a specific trade or business, please outline below the areas to be covered. We will provide you with a quotation if our fee will be more than £48.00.

Optional Articles

£54.00

The company's articles provide that the directors may refuse to register any transfer of shares. Where this is not appropriate, please indicate which of the following articles you wish to have.

- Transfer Article 1 Unrestricted transfer to family members**
Directors must register transfers of shares to family members or other members; all other transfers at directors' discretion
- or
- Transfer Article 2 Pre-emption rights on share transfers**
Shares are offered to the other shareholders pro rata to their current shareholdings
- or
- Transfer Article 3 Unrestricted transfer to family members; pre-emption on other transfers**
Directors must register transfers of shares to family members or other members; all other transfers subject to pre-emption rights in favour of the other shareholders pro-rata to their shareholdings

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

STEP ③

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
- 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.

In addition, you will have free access to our online statutory register service called **connect**, which 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 require any further information or assistance regarding company secretarial matters, please contact us on 0131 200 7141.

Registered Office Service

from **£156.00 per annum**

**included with Nominee Company Secretarial service*

If you are purchasing a Scottish Readymade company, it 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 Nominee Company Secretarial service. For English Readymade companies, our Bristol address is available for £187.20 inc VAT per annum and our London address available for £259.20 inc VAT 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: _____

Company seal

£30.50



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

Statutory Registers and Minutes of

£75.00



First Board Meeting *(included if subscribing to Nominee Secretarial service above)*

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 the **Nominee Company Secretarial service**. The company will have one share issued at the time of incorporation. You can allot as many shares as you like but doing so will mean that the company is no longer dormant. We will assume that the shares are fully paid in cash.

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

(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, as part of the Statutory Registers and Minutes of First Board Meeting 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: _____

**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

£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 of the domain name(s).

Contact name: _____

Address: _____

Town: _____

County: _____

Postcode: _____

Telephone number: _____

Email address: _____

STEP 4 OFFICERS AND REGISTERED OFFICE

Company Directors, Company Secretary and Registered Office

The transfer of the subscriber share, 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. Our nominee(s) will resign with effect from the day the new officers are 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 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 6 you should enter 24 Great King Street, Edinburgh, EH3 6QN as the service address.

Transfer of Subscriber Share

One share of £1 was taken by our nominee shareholder at incorporation. Please confirm the full name and address of the person (or corporate entity) to whom this share is to be transferred.

Full name: _____

Address: _____

Postcode: _____

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: _____

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

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)

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**

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.)

STEP 5

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

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

Email this form to: 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 6

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: _____