

Introduction

From the 1st October 2009 following the final Regulations, new forms and documents are required to form a Private Limited Company,

A business cannot operate as a limited company until it is incorporated at Companies House. Incorporation is the process by which a new business or trader or partnership becomes a limited company.

A private limited company can be formed by completing a Memorandum of Association (in the prescribed format), complete with a different fee for incorporation depending on whether you incorporate online or in paper form. Check with Companies House for the most up to date fee structure.).

The notes below set out the requirements for incorporating a company.

Choosing a Company Name

The first stage in registering your company is choosing a name and Proposed Company Names:

Companies House Tel: 0303 1234 5000

In choosing a name there are a number of restrictions:

- Is the name the same as one already on the Index, it is possible that subsequent to registration it could be directed to alter its name.
- The name must not be offensive nor
- The words “limited”, “unlimited” or “public”
- Certain prescribed words and those with royal or authoritative status (e.g. Association, Foundation) need the approval of the

When you call Companies House with your proposed name, they will check the Index. So long as the name is outside the restriction problems.

However, please note that any person or company cannot register a name if:

- the same as a name associated with a previous company
- so similar that its use in the United Kingdom could lead to confusion with the company and the complainant.

However also note that as of 31st January 2016 new regulations relating to company names came into effect. This includes in relation to the Limited Liability Partnership & Business (Names & Trading) Regulations 2015 and the Company, Limited Liability Partnership, Business Names (Sensitive Words) Regulations 2014.

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Companies Act 2006 new forms and documents are required to form a Private Limited Company. These notes relate specifically to shares.

A business cannot operate as a limited company until it is incorporated at Companies House. Incorporation is the process by which a new business or trader or partnership becomes a limited company.

A private limited company can be formed by completing a Memorandum of Association (in the prescribed format), complete with a different fee for incorporation depending on whether you incorporate online or in paper form. Check with Companies House for the most up to date fee structure.).

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Is the name the same as one already on the Index, it is possible that subsequent to registration it could be directed to alter its name.

The name must not be offensive nor

The words “limited”, “unlimited” or “public” may only be used at the end of the proposed name.

Certain prescribed words and those with royal or authoritative status (e.g. Chemist, Foundation) need the approval of the Secretary of State.

When you call Companies House with your proposed name, they will check the Index. So long as the name is outside the restriction problems.

However, please note that any person or company cannot register a name if the company has goodwill; or so similar that its use in the United Kingdom could lead to confusion with the company and the complainant.

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t companies need prior approval for in order to
“European”, “Holding”, “International” and

any name is the “same as” another company
company cannot be registered with the same
out a list of words that were to be disregarded
ar difficulties for companies within groups to
Group” and “Holdings”. Under the 2015
ices”, have all been disregarded for this
choose related, but different company names,
ngs Limited”.

bove, you should ***always*** consult Companies

dance with the company's Articles of
ess of a company and statutory reporting

We will send a letter to your company's management (if payment is due). The confirmation statement

company secretary (Form AP03);
TM01) or company secretary (Form TM02);

as part of the confirmation statement as of 30th

Accounting reference date (see “Accounting qualification and ultimately criminal charges.

he company is solvent. Trading whilst insolvent company, to exercise reasonable care, skill

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Undischarged bankrupts and persons disqualified by the court. A director must be aged over 16, but the auditor of a company cannot be a director or company secretary of that company.

Subscribers & Company Secretary

Subscribers

A private company limited by shares can be formed by subscribers. These Subscribers are the initial

Company Secretary

Private companies are no longer required to appoint a secretary. Where no secretary is appointed, the duties that would normally fall under a secretary's role must be authorised by them.

Where a secretary is appointed, the secretary should be a well organised person as the basis of the company. For instance:

- maintaining the statutory register
- ensuring that statutory forms are
- keeping minutes of board meetings
- sending out notices for meetings
- ensuring that minutes, resolutions can be
- sending copies of special resolutions
- distributing the accounts to members

If you are unsure of the Company Secretary's

Companies House Forms

Form IN01 – Application to Register a Company

This form contains details including the company name, registered office, particulars of the directors and company secretary (if any), share capital and company control. Form IN01 must be signed by each subscriber, or the Agent responsible for the company.

The following notes are intended to help you complete Form IN01.

Part 1 – Company Details

A1 and A2 – See “Choosing a Company Name” below.

A4 – Public companies must have a share capital and offer their shares to the public. For a description of companies limited by guarantee, see “Part 4 – Statement of Guarantee” below. Unlimited companies do not have the benefit of limited liability. If you are unsure about the company type, consult a legal adviser.

A5 – the updated Form IN01 (June 2016) requires you to provide a SIC classification code number or if a code cannot be found, a description of the company's principal business activity by trade should be given.

A8 – There are 3 options. If you wish to adopt the Model Articles, you do not need to send them to Companies House. They can be found in the folder “Articles of Association”. For options 2 and 3, you will need to produce your own Articles of Association.

a Director unless given specific leave by the court. The auditor of a company cannot be a director or company secretary of that company.

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y. Where no secretary is appointed, the duties that would normally fall under a secretary's role must be authorised by either the directors or such other person as the company.

ny does not need specific qualifications, but should be a well organised person as the basis of the company. For instance:

and Share Certificates” below;

longer required to hold annual general meetings (AGMs) (rather than holding formal meetings); and

legal adviser.

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restrictions on the use of certain names.

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Part 2 – Proposed Officers

Read the notes in the Form IN01 at the beginning of this section.

Sections B and C - If your company secretary is not a corporate secretary (e.g. if you are outsourcing the function to a specialist provider of this service), complete Section C.

Section D – Each director must complete section D. In addition to the “service address” – which will be required to state his usual residential address – which will be available to prescribed regulatory authorities and credit reference agencies.

Any director who believes he is at serious risk of arrest by the police or security services, can apply for an exemption from this requirement.

Section E – complete this section only if you have appointed corporate directors must cease to be appointed from October 2016.

Part 3 – Statement of Capital

This gives details of the shares in the company. For most companies, the class of shares will be ordinary.

Each share will have a “nominal” (face) value of £1. The statement of capital has been simplified to show the amount paid up and unpaid on each share. Now it is only the amount paid up. This figure is more useful for shareholders.

For most UK companies, the share capital will be in pounds. For example euros as well.

The prescribed particulars of rights attaching to shares, including voting rights, rights to dividends etc.

F4 – For Companies using the Model Articles of Association, the prescribed particulars of rights attaching to shares, including voting rights, rights to dividends etc. For Companies using amended Model Articles or bespoke Articles, include a statement of the rights attaching to the shares.

Part 4 – Statement of Guarantee

This section does not apply to companies limited by guarantee (see Part 5 – People with Significant Control (PSC)).

A company limited by guarantee is a company where the members undertake to contribute to the assets of the company in the event of its winding up. A company limited by guarantee is often used for sports clubs, management companies for block flats etc.

Part 5 – People with Significant Control (PSC)

A statement of initial significant control with the names of the individuals who hold control must be included. The nature of their control must also be included. All companies are required to include this information on the public record, a separate form should be used. Companies which are exempt from this requirement must also be included.

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A statement of initial significant control with the names of the individuals who hold control must be included. The nature of their control must also be included. All companies are required to include this information on the public record, a separate form should be used. Companies which are exempt from this requirement must also be included.

If there are no registrable PSCs (or RLEs), box H1 should be ticked and the relevant details included.

Part 6 – Election to keep information on the public register

Private companies are able to opt to keep certain information on the public register. This will apply to the registers of directors, secretaries, and people with significant control. This is voluntary and applies in respect of any or all of its statutory registers, including the PSC register.

Part 7 – Consent to act

This is the same statement (Part 5 of the form) as in the previous version of the form. The subscribers confirm that each of the persons named as a director or secretary of the company has agreed to act in that capacity.

Part 8 – Statement about individual PSC particulars

The subscribers must confirm that the individual PSC particulars are being supplied as part of this application.

Part 9 – Statement of Compliance

This is a statement by each subscriber confirming that the registration has been completed. This essentially means that the required information about the company and that it will be supplied with the supporting documents.

If the statement of compliance is being delivered by a person other than the subscriber, that person should complete section N2. Otherwise, all subscribers (shareholders) must complete section N2.

The completion of Form IN01 together with a statement of compliance and the Memorandum of Association (and Articles of Association if Option 2 or Option 3 of Section 3 of the Companies Act 2006) are required to cause the issuance of the Certificate of Incorporation.

Accounting Reference Date

Companies House will assume that the first accounting reference date will be 12 months from the end of the month of incorporation. If the company's first accounting reference date would be 3 months or less from the end of the month of incorporation, the company must specify the date.

To change this date, Form AA01 must be completed and submitted to Companies House.

Allotment of Shares

If, after the company is incorporated, you want to allot shares, you must complete Form SH01, which must be delivered to Companies House within 1 month of the date of allotment.

All shares in these packs are assumed to be fully paid up.

Display of Company Name

A company must display its name:

- at its registered office and at the place of business;
- at any other place at which it carries on business, for example, a branch or for living accommodation, for example, a hotel or a care home;
- on all its business correspondence and documents, including:
 - the company's business letters and notices;
 - bills of exchange, promissory notes and other documents to be signed by, or on behalf of, the company;
 - bills of parcels, invoices, receipts and orders for money or goods purporting to be issued by or on behalf of the company;

Otherwise box H1 should be ticked and the relevant details included.

(able)

public register, instead of holding their own registers. This will apply to the registers of directors, secretaries, directors' residential addresses and people with significant control. This is voluntary and applies in respect of any or all of its statutory registers, including the PSC register.

are the subscribers confirm that each of the persons named as a director or secretary of the company has agreed to act in that capacity.

particulars are being supplied as part of this application.

of the Companies Act 2006 as to registration has been properly completed, giving the required information about the company and that it will be supplied with the correct registration fee and supporting documents.

director), that person should complete section N2.

Memorandum of Association (and Articles of Association if Option 2 or Option 3 of Section 3 of the Companies Act 2006) are required to cause the issuance of the Certificate of Incorporation.

and thereafter) for the company will be 12 months from the end of the month of incorporation. If the company was incorporated on 2nd October 2015, the first accounting reference date would be 3 months or less from the end of the month of incorporation.

Companies House.

shares, you must complete Form SH01, which must be delivered to Companies House within 1 month of the date of allotment of the shares.

any records for inspection; the statement will not apply if the location is used primarily for living accommodation, for example, a hotel or a care home; on all its business correspondence and documents, including: the company's business letters and notices; bills of exchange, promissory notes and other documents to be signed by, or on behalf of, the company; bills of parcels, invoices, receipts and orders for money or goods purporting to be issued by or on behalf of the company;

- its websites.

The name must be in characters that can be

Following the business names regulations 2016, if six or more companies, each company is **no longer** required to display its registered name for at least fifteen continuous seconds at least once in every three minutes. If six or more companies share an office, place or location, their registered name must be made available for inspection at that venue, rather than having to be displayed at all times. This is for the interest for accountants and solicitors who visit companies who all share a registered office.

Other company details

On all company's business letters, order forms, invoices, etc. (or any other form) and its websites, the company must show in legible lettering:

- the part of the United Kingdom in which the company is registered (i.e. whichever box you ticked in section A6 of Form IN01). For companies registered in England and Wales;
- the company's registered number (as shown on the Companies House register); and
- the address of the company's registered office.

If a business letter, order form or any of the company's correspondence shows more than one address, you should state which address is the registered office.

A company does not have to state the directors' names on its business letters; however, if it chooses to do so, it must state the names of all its directors. In other words, if a company shows - it must show all of them or none of them.

Company Registers and Share Certificates

Company Registers

The following statutory registers must be kept by every company under the Companies Act:

- Members
- Directors
- Secretaries
- Directors' residential addresses
- PSCs

Full details on the Registers can be obtained from Companies House. Companies now have the option to elect to hold their registers electronically.

Share Certificates

The Share Certificate template provides for the certificate to be signed by the directors (or the secretary if authorised by the Association) or executed by the officers of the company. The law no longer requires a private limited company to use a stamp.

Share Certificates must be issued within two months of the date of the shares.