

UKcorporator.com Optional Information Gathering Checklist

UK Company Formation

(This is not a Companies House form)

1. Proposed stipulation in memorandum of association as to place of registered office

England and Wales Wales Scotland

Note – if it proposed that the company use the Welsh equivalent of 'Limited' (i.e. 'Cyfyngedig' or its abbreviation 'Cyf.') or the Welsh equivalent of Public Company Limited (i.e. 'Cwmni Cyfyngedig Cyhoeddus' or its abbreviation 'c.c.c.') in its name, the memorandum of association must stipulate 'Wales'

2. Proposed place of registered office

(if applicable – At the office of) C/-

office no.: _____ level: _____ building name: _____

street number and name: _____

post town: _____ county / region: _____ postcode: _____

3. Proposed company type

- private company limited by shares
- private company limited by guarantee
- private unlimited company with a share capital
- private unlimited company with no share capital
- public company limited by shares

4. Details of proposed agent (if any) who will lodge the forms at Companies House

agent's name: _____

address (PO Box if desired): _____

postcode: _____

country: _____

5. Proposed director details (may be natural persons, companies or Scottish firms)

A private company need only have one director; a public company must have at least two directors. The directors do not need any special formal qualifications and they need not be UK residents. Directors of a public company must not be over the age of 70 unless specifically approved by a general meeting of the company. There is no maximum age limit for directors of a private company. The directors of a company having its registered office in Scotland, are required to be over 16. In the case of a proposed company which will have only one director:

- (a) that director must not also be the company secretary,
- (b) that director must not also be the sole director of a corporation which is to be the company secretary of the proposed company. For example, proposed company A must not have B (whether B is a natural person or a company) as its sole director in circumstances where B is also the sole director of C and C is to be the company secretary of company A, and
- (c) that director must not be a corporation the sole director of which is to be the company secretary of the proposed company. For example, proposed company A must not have as its sole director company B in circumstances where B's sole director is C (whether C is a natural person or a company) and C is to be the company secretary of company A.

Director 1	style/title (footnote 1):	honours etc (footnote 2):
	forename(s) or entity name (footnote 3):	surname:
	previous forename(s) if any (footnote 4):	
	previous surname(s) if any (footnote 4):	
	usual residential address (footnote 5):	
	postcode:	
	country:	
	date of birth (if a natural person):	
	nationality (e.g. England, Scotland, France):	
	business occupation (footnote 6):	
	other directorships (footnote 7):	

Director 2	style/title (footnote 1):	honours etc (footnote 2):
	forename(s) or entity name (footnote 3):	surname:
	previous forename(s) if any (footnote 4):	
	previous surname(s) if any (footnote 4):	
	usual residential address (footnote 5):	
	postcode:	
	country:	
	date of birth (if a natural person):	
	nationality (e.g. England, Scotland, France):	
	business occupation (footnote 6):	
	other directorships (footnote 7):	

Director 3	style/title (footnote 1):	honours etc (footnote 2):
	forename(s) or entity name (footnote 3):	surname:
	previous forename(s) if any (footnote 4):	
	previous surname(s) if any (footnote 4):	
	usual residential address (footnote 5):	
	postcode:	
	country:	
	date of birth (if a natural person):	
	nationality (e.g. England, Scotland, France):	
	business occupation (footnote 6):	
	other directorships (footnote 7):	

Director 4	style/title (footnote 1):	honours etc (footnote 2):
	forename(s) or entity name (footnote 3):	surname:
	previous forename(s) if any (footnote 4):	
	previous surname(s) if any (footnote 4):	
	usual residential address (footnote 5):	
	postcode:	
	country:	
	date of birth (if a natural person):	
	nationality (e.g. England, Scotland, France):	
	business occupation (footnote 6):	
	other directorships (footnote 7):	

Director 5	style/title (footnote 1):	honours etc (footnote 2):
	forename(s) or entity name (footnote 3):	surname:
	previous forename(s) if any (footnote 4):	
	previous surname(s) if any (footnote 4):	
	usual residential address (footnote 5):	
	postcode:	
	country:	
	date of birth (if a natural person):	
	nationality (e.g. England, Scotland, France):	
	business occupation (footnote 6):	
	other directorships (footnote 7):	

Director 6 style/title (footnote 1): _____ honours etc (footnote 2): _____
forename(s) or entity name (footnote 3): _____ surname: _____
previous forename(s) if any (footnote 4): _____
previous surname(s) if any (footnote 4): _____
usual residential address (footnote 5): _____
postcode: _____
country: _____
date of birth (if a natural person): _____
nationality (e.g. England, Scotland, France): _____
business occupation (footnote 6): _____
other directorships (footnote 7): _____

6. Proposed secretary details (may be natural persons, companies or Scottish firms)

All companies are required to have at least one company secretary. If the proposed company is to have only one company secretary and there is to be more than one director, the company secretary may be one of those directors. If however, there is to be only one director, certain restrictions apply as to who may be a sole company secretary - see the paragraphs above, under the heading 'Proposed director details'. The company secretary or secretaries may also be the member(s)/shareholder(s) of the company. A company secretary of a private company need not have any special formal qualifications, however, a company secretary of a public company is required to have certain specific formal qualifications – section 286 of the Companies Act 1985. Company secretaries are not subject to any maximum age limit. A company secretary of a company having its registered office in Scotland, is required to be over 16. A company secretary need not be a UK resident.

Secretary 1 style/title (footnote 1): _____ honours etc (footnote 2): _____
forename(s) or entity name (footnote 3): _____ surname: _____
previous forename(s) if any (footnote 4): _____
previous surname(s) if any (footnote 4): _____
usual residential address (footnote 5): _____
postcode: _____
country: _____

Secretary 2 style/title (footnote 1): _____ honours etc (footnote 2): _____
forename(s) or entity name (footnote 3): _____ surname: _____
previous forename(s) if any (footnote 4): _____
previous surname(s) if any (footnote 4): _____
usual residential address (footnote 5): _____
postcode: _____
country: _____

7. Proposed 'query' person for Companies House

(Companies House requires the name and contact details of some person, firm or entity they can contact if they have any query about the documents - i.e. a 'query person'.)

name of person, firm or entity: _____
internal reference (e.g. 'ABC123'): _____
address (PO Box if desired): _____
postcode: _____ DX number: _____ DX exchange: _____
telephone: _____

8. Details of person who will sign the declaration in form 12 and (if applicable) the declaration in form 30(5)(a) (footnote 8) (and applicable witness details in each case)

(The declarant may be a proposed director or proposed company secretary or a solicitor.)

If a proposed director or company secretary:

The declarant will be the proposed:

- director numbered above, or
- company secretary numbered above.

Member 3

Name details

full and correct name _____

Shareholding details

class one

class description (e.g. 'ordinary'): _____

number of shares to be taken: _____

amount agreed to be paid per share: _____

share(s) fully paid? yes no

if not fully paid – amount unpaid per share: _____

class two (if any):

class description (e.g. 'preference'): _____

number of shares to be taken: _____

amount agreed to be paid per share: _____

share(s) fully paid? yes no

if not fully paid – amount unpaid per share: _____

Note: A public company must not allot a share except as paid up at least as to one-quarter of its nominal value and the whole of any premium on it - section 101 of the Companies Act 1985.

11. Details of proposed initial shareholdings (if any) to be held in trust

Share parcel one (to be held in trust)

name of member/shareholder: _____

class description (e.g. 'ordinary'): _____

number of these shares to be held in trust: _____

beneficiary's full name: _____

beneficiary's address: _____

Share parcel two (to be held in trust)

name of member/shareholder: _____

class description (e.g. 'ordinary'): _____

number of these shares to be held in trust: _____

beneficiary's full name: _____

beneficiary's address: _____

Share parcel three (to be held in trust)

name of member/shareholder: _____

class description (e.g. 'ordinary'): _____

number of these shares to be held in trust: _____

beneficiary's full name: _____

beneficiary's address: _____

12. Proposed objects clause in memorandum of association

The company will use the short form objects clause (in the company's memorandum of association) permitted by section 3A of the Companies Act 1985 (footnote 9) yes no

(If 'no' then complete the following.)

The company will have a specially drafted objects clause as follows (append details if insufficient space available): _____

13. Proposed name ending to appear on the certificate of incorporation

- Limited
- Ltd.
- Cyfyngedig
- Cyf.
- Public Company Limited

- p.l.c.
 Cwmni Cyfyngedig Cyhoeddus
 c.c.c.

Note: A company limited by shares or by guarantee (not being a public company) must have 'Limited' (or the abbreviation 'Ltd.') as the last word in its name *except* a company limited by guarantee which has applied for and been granted exemption from that requirement and also a company with a memorandum of association stating that its registered office is to be situated in 'Wales'. In the latter case, the word 'Cyfyngedig' (or its abbreviation 'Cyf.') may be used as alternatives to 'Limited' or 'Ltd.'. The name of a public company must end with the words 'Public Company Limited' (or the abbreviation 'p.l.c.') or if the memorandum of association states that the company's registered office is to be situated in 'Wales', the Welsh equivalent 'Cwmni Cyfyngedig Cyhoeddus' (or the abbreviation 'c.c.c.') may be used in the alternative.

14. Proposed company name

The proposed company name (excluding the name ending referred to in Section 13 of this form) is: _____

Note: the UKcorporator website contains extensive guidance as to whether the use of a proposed company name is prohibited or legally unsuitable for any reason. Briefly, the issues canvassed include the proposed name already being in use, the proposed name suggesting a connection with the government or a local authority, the proposed name including the words 'limited', 'unlimited' or 'public limited company' or their Welsh equivalents anywhere except at the end of the name and the proposed name including a sensitive word or expression which requires the permission of Companies House.

Footnotes

1. e.g. 'Viscount Tyburn' or 'Sir'. Companies House does not insist on this information being given.
2. e.g. 'O.B.E.' or 'M.B.E.' etc. Companies House does not insist on this information being given.
3. In the case of a natural person, please insert every forename and each one in full; initials are insufficient. In the case of a company or Scottish firm, please insert its full and correct name.
4. Please insert every previous forename and each one in full; initials are insufficient. A peer or an individual normally known by a British title, need not give the name by which the person was known before he or she adopted the title or succeeded to it. A woman who has changed her name upon marriage, need not give the name by which she was known before marriage. Also, names not used since the age of 18 or for at least 20 years need not be given.
5. In the case of a company or Scottish firm, please insert the registered office.
6. e.g. 'engineer' or 'civil servant'. Companies House does not insist on this information being given.
7. Please give the name of every UK company of which the proposed director is currently a director or has been a director at any time in the past 5 years. There is no need to mention directorships of foreign companies. You need not include a company which either *is dormant* or *was dormant at all times during the past 5 years whilst the nominee was a director*. Also, you need not include a company which upon the registration of the company being formed ('the new company') will be:
 - (a) a parent company which wholly owns the new company;
 - (b) another wholly owned subsidiary of the said parent company; or
 - (c) a wholly owned subsidiary of the new company.
 See generally section 10 and paragraph 2 of Schedule 1 of the Companies Act 1985.
8. The form 12 is entitled 'Declaration on application for registration' and is required in every case. The form 30(5)(a) is only required in the case of a proposed company which is to be limited by guarantee and which proposes to seek exemption from the need to use the word 'limited' or its abbreviation 'ltd.' (or their respective Welsh equivalents) in the company name.
9. Section 3A reads as follows:

'3A Statement of company's objects: general commercial company
Where the company's memorandum states that the object of the company is to carry on business as a general commercial company-

 - (a) *the object of the company is to carry on any trade or business whatsoever, and*
 - (b) *the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.'*