

Company Purchase Application

TO PLACE YOUR ORDER PLEASE CHOOSE **ONE** OF THE FOLLOWING OPTIONS:

- Order online at **www.bourse.co.uk** (DISCOUNTED RATES APPLY); **or**
- **FREEPHONE 0800 137 020** and our specialist advisers will guide you through the whole process, without the need to complete any company forms; **or**
- Complete and return this **Company Purchase Application Form** and **Company Directors Questionnaire**

All prices include VAT at the current rate.

1 NAME 1

please tick appropriate boxes ✓

PLEASE STATE COMPANY NAME REQUIRED OPPOSITE

We will advise name availability or report identical names.

We will form your company with the word "**LIMITED**" in full unless otherwise indicated.

To check name availability, visit our website at **www.bourse.co.uk**, alternatively call **FREEPHONE 0800 137 020** for an instant name search,

_____ LIMITED

2 COMPANY'S OBJECTS 2

All companies have unrestricted power to undertake any lawful activity. If you wish to restrict the powers of the Company to a specific activity (and any activities which can reasonably be carried on therewith), then state objects required opposite.

Specific Objects: _____

please tick ✓ **£ 35.00**

3 SHARE CAPITAL 3

The Companies Act 2006 has done away with the concept of nominal ("authorised") share capital. The Board have an **indefinite, unrestricted power to allot as many shares as they deem necessary**, subject to statutory rights of pre-emption in favour of existing Shareholders. If you wish to restrict the powers of the Board to allot no more than a specific number of shares in an initial period then please state this limit opposite. We will restrict this initial period to a five-year period from incorporation, after which the Board may request the authority be renewed.

Limit of shares _____

please tick ✓ **£ 35.00**



4 ARTICLES OF ASSOCIATION

please tick appropriate boxes ✓

4

SHARE TRANSFERS

Our standard form articles give the Board absolute discretion to decline to register the transfer of any share without reason.

£ 40.00

The following articles may be adopted if required:

a) unrestricted transfer from a member to his family or other members.

This option allows a member to freely transfer his or her shares to other members of the company or to his or her family.

or

b) pre-emption rights in favour of existing members.

This option provides that if a member wishes to transfer his shares, he must first offer them to all other members at a price which is agreed by the other members, or at a price to be determined by the company's auditors. The directors retain the right to refuse to register a transfer to a person outside the company. Also includes a deemed transfer provision in the event of an employee (including directors) leaving the company.

or

c) pre-emption rights in favour of existing members, subject to unrestricted transfer to family or other members.

This option allows unrestricted transfer to other members or to the member's family as per option (a) above. If the transferor wishes to sell to someone other than a permitted transferee, he must first offer his shares to all other members as per option (b), and the directors retain the right to refuse to register a transfer to a person outside the company. Also includes a deemed transfer provision in the event of an employee (including directors) leaving the company.

DIRECTORS

The following is also available;

additional votes per share for a director who is a member on a resolution for his removal. In this provision a director is given sufficient votes to defeat a resolution to remove him. In most cases, this will be ten votes per ordinary share.

If your particular requirements are not met by these options we are also able to draft specific Articles of Association if necessary. In such a case an additional charge will be payable, dependent upon the requirements. We will be pleased to supply an estimate of our charges upon request.

5 CHAIRMAN'S CASTING VOTE

At a Board Meeting (a meeting of the Directors)

The Chairman of a meeting of the Directors does not have a casting vote by default. This can be granted by the inclusion of a specific article if so required.

Add Board Meeting Casting Vote

and/or

At a General Meeting (a meeting of the Shareholders)

The Chairman of any meeting of the Shareholders **does not** have a casting vote by default, but this can be granted by the inclusion of a specific article if so required.

Add General Meeting 'Casting Vote'

£ 40.00

6 DIRECTORS, SECRETARY & REGISTERED OFFICE

Please complete enclosed Company Directors Questionnaire giving details of the proposed registered office and the company officer(s). There must be at least one officer (at least one Director). Please note that private limited companies are not obliged to appoint a Company Secretary.

7 REGISTERED OFFICE AND SERVICE ADDRESS FACILITY

Our address can be used as the Company's Registered Office address for receiving official mail which can be forwarded to a designated address.

per annum £ 100.00

Directors may also now place a Service Address onto the public record: their residential address remains on a private record at Companies House. You can use our address as the Director's Service Address for receipt of official mail, which can be forwarded on to a designated address.

Number of Directors _____

per annum each £ 100.00

5

6

7

We will forward all necessary company documents to you, maintain the company's statutory records, prepare appropriate resolutions, AGM agendas (if required) and other forms for filing with the Registrar of Companies.

per annum

£ 150.00

Please only complete this section if you are requesting our **Professional Plus** Package and/or **Company Secretarial Service**.

please tick appropriate boxes ✓

SHAREHOLDERS

Title/Name _____

No of shares _____

Address _____

Postcode _____

Title/Name _____

No of shares _____

Address _____

Postcode _____

Title/Name _____

No of shares _____

Address _____

Postcode _____

Title/Name _____

No of shares _____

Address _____

Postcode _____

Total No of shares Issued _____

If there are to be more than four shareholders please tick box and attach a separate sheet

Address of first meeting _____

We will prepare documentation stating that the first meeting of the company is on the date of incorporation at the registered address given by you. The directors will be present and the secretary (if so appointed) will attend. If anything is to be different please advise opposite.

Directors to be present _____

COMPANY'S BANKERS

Name _____

Branch _____

COMPANY'S ACCOUNTANTS/AUDITORS*

** Delete as appropriate*

Name _____

Address _____



Company Directors Questionnaire

Please return this questionnaire together with the appropriate Bourse company order form

Proposed new company name

.....

For a private limited company, the acceptable company types are LIMITED, LTD. or LTD

Registered Office address

.....

.....

.....

.....

.....

The Registered Office address of the Company is the official address for service on the Company. It must be in England, Wales, Scotland or Northern Ireland. It cannot be a PO Box or similar unless contained within a full address, and should be an address where a person can be available to sign for any mail delivered.

This company will be registered in

England and Wales Wales Scotland Northern Ireland

Principal Business Activity

Please provide the company's proposed business activity, or the SIC for that activity.

.....

.....

.....

company formation

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Company Officers

A private limited company must have at least one *natural* Director (ie. a Director who is not themselves a corporation) and at least one shareholder (who may also be a Director or Company Secretary of this new company, and may be a corporation).

A private limited company is not obliged to appoint a Company Secretary.

People with Significant Control

A Person with Significant Control (“PSC”) is a natural person or a relevant legal entity (such as a UK limited company or an LLP, known as an “RLE”) who meets one or more of the following **conditions** in relation to your company

- 1) Directly or indirectly holds more than 25% (in nominal value) of the shares;
- 2) Directly or indirectly holds more than 25% of the *voting rights*;
- 3) Directly or indirectly holds the right to appoint or remove a majority of directors (eg. by being the sole director, or having rights defined in the company’s Articles or any other agreement) ;
- 4) Otherwise has the right to exercise, or actually exercising, significant influence or control; and/or
- 5) Has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or firm which is not an RLE, but would itself satisfy any of the first four conditions if it were an individual.

nb. A corporate legal entity is relevant in relation to your company if it meets any one or more of the conditions (1) to (5) set out above and:

1. *It keeps its own PSC register in accordance with the Act and the Regulations, and/or*
2. *It is subject to Chapter 5 of the Financial Conduct Authority’s Disclosure and Transparency Rules (DTRs), and/or*
3. *It has voting shares admitted to trading on a regulated market in the UK or European Economic Area (other than the UK) or on specified markets in Switzerland, the USA, Japan, or Israel.*

A relevant legal entity (RLE) is registrable in relation to your company if it is the first relevant legal entity in your company’s ownership chain.

You will need to confirm on the following pages any PSC/RLEs and the nature of their control (conditions 1-5 above) which you believe makes them a PSC/RLE.

Alternatively, please confirm that you believe that the company has NO people with significant control or relevant legal entities.

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TELEPHONE 0117 983 6600 FACSIMILE 0117 983 6611 DX 122075 BRISTOL 11
ORDER ONLINE: www.bourse.co.uk E-MAIL: bourse@bourse.co.uk

Please provide the details of your proposed officers and shareholders on the following pages.

Please re-print or photocopy the appropriate pages if you need more.

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Natural officer/shareholder

This individual will be *(please tick as many as apply)*:

Secretary Director Shareholder/Member PSC

Full name including title (Mr, Mrs, etc)

.....

Previous names (any former names used for business purposes within the last twenty years)

.....

Service address (this cannot be a PO Box or similar unless contained within a full address, and should be an address where a person can be available to sign for any mail delivered. It is the official address for service on the officer.)

.....

.....

Usual residential address (this will not appear on the public record if a Service Address is supplied, and is not required for someone being appointed only as a Company Secretary) - *EITHER* the usual residential address is the same as the service address shown above *OR* please show below:

.....

.....

Usual country or state of residence

Date of birth (dd/mm/yyyy)

Nationality

Business occupation ("Director" is acceptable)

If this individual will be a shareholder, then please also confirm how many shares they will subscribe to/hold from the incorporation of the company

The following information is only required if this person will be a subscriber shareholder/member. It is used to enable us to appoint individuals "electronically" without completion of the paper Companies House forms. It will not appear on the public record. **WE ONLY REQUIRE THREE OF THE FOLLOWING DATA:**

First three letters of mother's maiden surname	<input style="width: 100px; height: 20px;" type="text"/>	First three letters of father's forename	<input style="width: 100px; height: 20px;" type="text"/>
First three letters of town of birth	<input style="width: 100px; height: 20px;" type="text"/>	First three letters of eye colour	<input style="width: 100px; height: 20px;" type="text"/>
Last three characters of National Insurance number	<input style="width: 100px; height: 20px;" type="text"/>	Last three digits of telephone number	<input style="width: 100px; height: 20px;" type="text"/>
Last three digits of passport number	<input style="width: 100px; height: 20px;" type="text"/>		

(PSCs only) Nature of control/Conditions (please tick as many as apply):

Condition 1. Condition 2. Condition 3.
 Condition 4. Condition 5.

See notes for People with Significant Control above

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Re-print/copy these additional pages if required
Corporate officer/shareholder

This corporation will be:

Secretary Director Shareholder/Member RLE

Full corporate name including legal styling (eg. Limited, Ltd, PLC, LLC)

.....
 Registered Office address (of this corporation)

Is the company registered within the European Economic Area?

If **YES**, please confirm (1) Country or State of registration
 (2) Registration number
 If **NO**, please confirm (1) Country or State of registration
 (2) Registration number
 (3) the applicable Legal Form
 (4) the applicable Governing Law

If this corporation will be a shareholder, then please also confirm how many shares they will subscribe to/hold from the incorporation of the company

The following information is only required if this corporation will be a subscriber shareholder/member. It is used to enable us to appoint individuals "electronically" without completion of the paper Companies House forms. It will not appear on the public record.

Full name of a "responsible person" or officer of the corporation being appointed

.....
WE ONLY REQUIRE THREE OF THE FOLLOWING DATA, RELATING TO THE RESPONSIBLE PERSON:

First three letters of mother's maiden surname	<input style="width: 100px; height: 20px;" type="text"/>	First three letters of father's forename	<input style="width: 100px; height: 20px;" type="text"/>
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