



Company Incorporation Form

This form captures the essential information needed to create a UK private company limited by shares, and for us to help advise you. If any of the requirements are unclear, please contact us and we'd be happy to help. Any missing information may cause delays.

Freshfields Matter/Client Ref

Name and Primary Activities

Proposed Company Name **i**

Describe the Primary activities of the Company, or state the SIC code(s) (SIC codes can be found [here](#)) **i**

Articles of Association

Which articles of association would you like to use:

Model Articles - prescribed by statute

Elemental Standard Articles – Full form articles that provide more detail than the Model Articles (not suitable for joint ventures)

Freshfields Standard Articles

Bespoke articles provided by you – please submit alongside this form

Bespoke articles drafted by Elemental – e.g. for a joint venture or where there are multiple share classes

Registered Office

Every company must have a registered office for statutory correspondence. This will appear on the public register.

To use our registered address of: 27 Old Gloucester Street, London, WC1N 3AX, please tick

Otherwise, please state the address here:

Address Line 1	
Address Line 2	
City	
Post Code	
Country	

Business Correspondence Service

Our registered address service is suitable for all statutory correspondence from Companies House and HMRC, if you would like to use the address for day-to-day business correspondence, including legal contracts we offer a business correspondence service. For our Business Correspondence service please tick

Mail Forwarding

We will upload all your mail to a secure digital mailroom which can be accessed online. Please confirm the email address(es) of the persons who should have access to your mail (additional authorised users can be added at any point).

Email Address(es) <i>(separated by commas)</i>	
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For clients who do not wish to receive the originals in the post we can arrange for these to be securely destroyed after they have been scanned and emailed. Please tick

OR

If you would also like us to forward the original mail, please enter the address the mail should be sent to below:

Address Line 1	
Address Line 2	
City	
Post Code	
Country	

Directors

Director details

Please provide details of all directors to be appointed on incorporation. A director may be an individual or a company, but every company must have a minimum of one individual as a director. The ability to appoint a company as a director is expected to be banned in many cases soon, please tick here if this is still something you would like to do nonetheless.

	Director 1	Director 2	Director 3
Title			
Forename			
Middle Names			
Surname			
Country of Residence			
Nationality			
Date of Birth 			
Occupation			

If there are additional directors, please add information on a separate sheet. Please confirm here how many additional directors there are: _____.

Service Address for Directors

This address will appear on the public register. If we are providing the registered office service, our address can be used here to protect director privacy. To use our registered address, please tick .

	Director 1	Director 2	Director 3
Address Line 1			
Address Line 2			
City			
Post Code			
Country			

Residential Address for Directors

Please provide the usual residential address for the director. This address will not appear on the public register but must be kept up-to-date and accurate. This address will be available to government bodies and credit reference agencies.

	Director 1	Director 2	Director 3
Address Line 1			
Address Line 2			
City			
Post Code			
Country			

Please tick to confirm that each director has given their consent to act.

Company Secretary

Companies House Compliance

UK private companies limited by shares are not required to have a company secretary. However, the director(s) are legally responsible for ensuring that the duties are fulfilled and failure to do so is a personal legal liability.

Elemental acts on behalf of law firms, international clients and clients that lack dedicated company secretarial resources internally to offer a fixed fee solution.

(Recommended) I would like Elemental to ensure my compliance requirements are met

Or, there are alternative arrangements to ensure the directors' responsibilities are met

Annual Compliance Service



For an annual fixed fee, we will ensure:

- The minimum regulatory requirements are met: preparing and filing the Confirmation Statement, maintaining the statutory registers in electronic form, filing changes in the statutory registers and preparation of relevant AGM documents (if required)
- The directors always have access to a point of contact for company secretarial queries.

We maintain client records using Dilligent, the UK market leader. As company secretarial specialists we can offer this service to our clients at a fraction of the cost of purchasing an individual license.

Named Company Secretary

Elemental can also appear on the Companies House register as a named company secretary and sign certain documents on your behalf for your convenience.

I would like to appoint Elemental as named company secretary

No company secretary to be appointed

Company secretary to be appointed, with the details set out below

Full Name of Individual or of Company	
Registered Number (if corporate)	

Service Address for Company Secretary

This address will appear on the public register. If we are providing the registered office service, our address can be used here to protect privacy. To use our address, please tick

Address Line 1	
Address Line 2	
City	
Post Code	
Country	

Please tick to confirm the company secretary has given their consent to act.

Shares and shareholder(s)

Shares

Please confirm the share details for the Company. This form assumes that the company will have only one class of shares. If more than one class is desired, please specify this clearly and this can be arranged.

(Default options have been inserted for ease.)

Description of shares	
Currency of Shares	
Nominal Value of Shares	
Are shares to be issued fully paid (if not, please insert amount paid up)	
Number of shares to be issued on incorporation	

Shareholders

Please provide the details of all shareholders taking shares on subscription. If there are more than 3 shareholders, please add information on a separate sheet. Please confirm here how many additional shareholders there will be _____.

The address for a corporate shareholder should be their registered office. For an individual shareholder, the address should be their residential address (this will not appear on the public register).

	Shareholder 1	Shareholder 2	Shareholder 3
Full Name			
Registered number <i>(if corporate)</i>			
Governing law <i>(if corporate)</i>			
Country of registration <i>(if corporate)</i>			
Address Line 1			
Address Line 2			
City			
Post Code			
Country			
Number of shares to be issued on incorporation			

Electronic Signature

Please provide three of the following as a form of electronic signature that confirms the shareholder's consent to subscribe for shares.

If the shareholder is a corporate, please provide the name of a person who is authorised to bind the corporate shareholder and provide the electronic signature data for this authorised person.

	Shareholder 1	Shareholder 2	Shareholder 3
Full Name of authorised person <i>(if a corporate shareholder)</i>			

Please provide THREE of the following pieces of information

Town of Birth <i>(first 3 letters)</i>			
Telephone Number <i>(last 3 digits)</i>			
National Insurance Number <i>(last 3 numerical digits)</i>			
Passport Number <i>(last 3 numerical digits)</i>			
Mother's Maiden Name <i>(first 3 letters)</i>			
Father's First Name <i>(first 3 letters)</i>			

Shareholders' Agreements

Any company with more than one shareholder should consider putting in place appropriate agreements to protect individual interests. Our shareholders' agreement service covers the most important points and is suitable for most standard arrangements. We also offer tailored advice for more complex requirements. For further information tick .

People with Significant Control

All UK companies and LLPs are required to maintain a register of people with significant control (PSC).

A person with significant control over the company is defined as an individual who (either alone or as one of a number of joint holders of the share or rights in question) meets one or more of the following conditions:

- an individual who holds, directly or indirectly, more than 25% of the shares in the company;
- an individual who holds, directly or indirectly, more than 25% of the voting rights in the company;
- an individual who holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company;
- an individual who has the right to exercise, or actually exercises, significant influence or control over the company; and
- a trust or firm (without legal personality) that meets any of the above conditions and an individual who has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

Further statutory and non-statutory guidance exists as to the meaning of these tests. Please get in touch if you would like more information.

If a UK company (or a company listed on a relevant market) meets any of these conditions and is the first in the ownership chain, then they will be a Registrable Relevant Legal Entity (RRLE) and their details will need to be provided.

Please confirm whether the company will have any PSCs or RRLE's and, if so, please provide their details.

There is no PSC in relation to the company

There are individual PSCs as further set out below

There are RRLEs

Or, I would like further advice from Elemental

Specific information, referred to as “required particulars” in the People with Significant Control (“PSC”) legislation, must be shown in a PSC register for each individual who is a PSC, as well as for any legal entity (such as a company or a limited liability partnership (LLP)) that is a ‘registrable legal entity’ in relation to your company and certain prescribed bodies.

Please note that in exceptional circumstances it is possible to suppress information relating to PSCs, or prevent a PSC’s residential address from being shared with credit reference agencies. Here, exceptional circumstances mean a serious risk of violence or intimidation. If you think this may apply, please get in touch with us.

Individual PSC (if applicable)

If any of the PSCs are also directors, please simply insert their names and their ownership interest as we already hold their required information.

	PSC 1	PSC 2	PSC 3
Title			
Forename			
Middle Names			
Surname			
Country of Residence			
Nationality			
Date of Birth			

If there are additional PSCs, please add information on a separate sheet. Please confirm here how many additional PSCs there will be _____.

Service Address for Individual PSC

If we are providing the registered office service, our address can be used here to protect privacy. To use our address tick here

	PSC 1	PSC 2	PSC 3
Address Line 1			
Address Line 2			
City			
Post Code			
Country			

Residential Address for Individual PSC

Please provide the usual residential address for the individual PSC. This address will not appear on the public register, but must be kept up-to-date and accurate.

	PSC 1	PSC 2	PSC 3
Address Line 1			
Address Line 2			
City			
Post Code			
Country			

Nature of Control for Individual PSC

	PSC 1	PSC 2	PSC 3
Nature of control of the company (which of the specified conditions applies) Note: If you are unsure, please describe the nature of the control and we will advise			
Percentage of shares and/or voting rights held (if applicable)			

RRLE (if applicable)

	RRLE 1	RRLE 2	RRLE 3
Full Name of RRLE			
Registered Number			
Governing Law			
Country of Registration			
Address Line 1			
Address Line 2			
City			
Post Code			
Country			

Nature of Control for RRLE

	RRLE 1	RRLE 2	RRLE 3
Nature of control of the company (which of the specified conditions applies) Note: If you are unsure, please describe the nature of the control and we will advise			
Percentage of shares and/or voting rights held (if applicable)			

Incorporation Services

VAT Registration

Companies House will automatically notify HMRC that a new company has been formed. A company must register for VAT if its 'VAT taxable turnover' is more than £85k but you can also register voluntarily for VAT which can allow you to reclaim VAT. There are also various VAT specific schemes for certain industries. Please select from one of the following options:

- | | |
|--|--------------------------|
| I would like to register the company for VAT | <input type="checkbox"/> |
| I do not need to register for VAT | <input type="checkbox"/> |
| I would like Elemental to advise me on whether to register the company for VAT | <input type="checkbox"/> |

Statutory Accounts

Every private company must file end of year accounts, even if the company is dormant. Please select from one of the following options:

- | | |
|--|--------------------------|
| I would like Elemental to prepare and file accounts the statutory accounts | <input type="checkbox"/> |
| There are alternative arrangements in place to meet the statutory requirements of this company | <input type="checkbox"/> |
| I would like further information | <input type="checkbox"/> |

Payroll and Personnel

Companies that will be hiring UK personnel will need to consider employment contracts, pensions and potentially share schemes.

- | | |
|--|--------------------------|
| I would Elemental to support with employment contracts | <input type="checkbox"/> |
| I would like Elemental to support with payroll and/or pensions | <input type="checkbox"/> |
| I will not be hiring UK personnel or there are other arrangements in place | <input type="checkbox"/> |
| I would like further information | <input type="checkbox"/> |

By submitting this form, you confirm that all the information provided is complete and accurate and that you instruct Elemental CoSec Limited to incorporate the proposed company in accordance with the terms and conditions of service, which can be found [here](#).