

This form captures the essential information needed to create a UK Limited Liability Partnership (LLP), 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.

Same Day Incorporations - If you would like to use our same day incorporation service please see further information at the end of this form.

Name and Primary Activities

Proposed LLP Name 

Registered Office

Every LLP must provide an 'appropriate registered office' where a document delivered would be expected to come to the attention of a person acting on behalf of the entity and delivery is capable of being recorded. This address will be made public.

Elemental's address service helps clients to meet these requirements. To use our registered address of: 27 Old Gloucester Street, London, WC1N 3AX, please tick ☐.

OR

Please provide an 'appropriate registered office' address (please note: offices that operate remotely or are left unoccupied may not meet the criteria):

| | |
|----------------|--|
| 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) (separated by commas) | |
|--------------------------------------------|--|

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 note, this applies to every piece indiscriminately.

Please destroy all original post after scanning ☐

OR

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

| | |
|----------------|--|
| Address Line 1 | |
| Address Line 2 | |
| City | |
| Post Code | |
| Country | |

Members

Individual Member details

Please provide details of all members to be appointed on incorporation. A member may be an individual or a corporate, but every LLP must have a minimum of two members. For Corporate Members see separate section.

| | Member 1 | Member 2 | Member 3 |
|---------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|
| Title | | | |
| Forename | | | |
| Middle Names | | | |
| Surname | | | |
| Country of Residence | | | |
| Nationality | | | |
| Date of Birth  | | | |
| Designated Member (Y/N)  | | | |
| Exemption granted under s243 CA 2006? (Y/N)  | | | |

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

Individual Member Service Address

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

| | Member 1 | Member 2 | Member 3 |
|----------------|----------|----------|----------|
| Address Line 1 | | | |
| Address Line 2 | | | |
| City | | | |
| Post Code | | | |
| Country | | | |

Individual Member Residential Address

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

| | Member 1 | Member 2 | Member 3 |
|----------------|----------|----------|----------|
| Address Line 1 | | | |
| Address Line 2 | | | |
| City | | | |
| Post Code | | | |
| Country | | | |

☐ Please tick to confirm that each individual member has given their consent to act.

Corporate Member Details

The ability to appoint a company as a member is expected to be restricted to companies with directors that are all natural persons, please tick here if this is still something you would like to discuss ☐.

| | Corporate Member 1 | Corporate Member 2 | Corporate Member 3 |
|-------------------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
| Company Name | | | |
| Company Registration Number | | | |
| Address Line 1 | | | |
| Address Line 2 | | | |
| City | | | |
| Post Code | | | |
| Country | | | |
| Designated Member (Y/N)  | | | |
| Authorised Person  | | | |

☐ Please tick to confirm that each corporate member has given their consent to act.

Authentication

Please certify that you are either:

A solicitor engaged in the formation of this LLP

OR

A member named of this LLP

and that two or more persons named in this form are associated for carrying on lawful business with a view to profit.

| | |
|-------|--|
| Name: | |
|-------|--|

Annual Compliance

Companies House Compliance

Members are legally responsible for ensuring that duties of the LLP under the Limited Liability Partnerships Act 2000 are fulfilled. 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 with a fixed fee solution.

Annual Compliance Service (ACS)



For an annual fixed fee, we will ensure:

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

We maintain client records using Diligent, 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.

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

Or, I have alternative arrangements in place to ensure the members' responsibilities are met ☐

Registered Email Address

Every LLP must provide a registered email address for Companies House correspondence. Please choose from one of the following:

(Recommended) I have selected ACS and would like Elemental to receive, monitor and provide advice on Companies House emails (included in ACS fee) ☐

Or, I do not require ACS but would like to use Elemental's email address (fee applies) ☐

Or, I would like to manage correspondence directly with Companies House using the following address:

| | |
|---------------|--|
| Email Address | |
|---------------|--|

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 a LLP is defined as an individual who meets one or more of the following conditions:
- an individual who holds, directly or indirectly, more than 25% of the assets on winding up of the LLP;
 - an individual who holds, directly or indirectly, more than 25% of the voting rights in the LLP;
 - an individual who holds the right, directly or indirectly, to appoint or remove the majority of management of the LLP
 - an individual who has the right to exercise, or actually exercises, significant influence or control over the LLP; 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 LLP meets any of these conditions and is the first in the ownership chain, then they will be a registrable Relevant Legal Entity (RLE) and their details will need to be provided.

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

There is no PSC in relation to the LLP

☐

There are individual PSCs as further set out below

☐

There are RLEs

☐

Or, I would like further advice from Elemental

☐

Specific information, referred to as “required particulars” 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 an LLP) that is a ‘registrable legal entity’ in relation to your LLP 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 members, please simply insert their names and their ownership interest as we will already have their required information.

| | PSC 1 | PSC 2 | PSC 3 |
|---------------|-------|-------|-------|
| Title | | | |
| Forename | | | |
| Middle Names | | | |
| Surname | | | |
| Date of Birth | | | |
| Nationality | | | |

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 registered office services, 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 over the LLP (which of the specified conditions applies) Note: If you are unsure, please describe the nature of the control and we will advise | | | |
| Percentage of voting rights held (if applicable) | | | |
| Percentage of right to surplus assets, on winding up (if applicable) | | | |

RRLE (if applicable)

| | RRLE 1 | RRLE 2 | RRLE 3 |
|-----------------------------------------------------------------------|--------|--------|--------|
| Full Name of RRLE | | | |
| Full name of authorised person | | | |
| Registered Number | | | |
| Governing Law | | | |
| Country of Registration | | | |
| Registry at which the entity is registered | | | |
| Form of corporate body (eg private limited company, partnership etc.) | | | |
| Address Line 1 | | | |
| Address Line 2 | | | |
| City | | | |
| Post Code | | | |
| Country | | | |

Nature of Control for RRLE

| | RRLE 1 | RRLE 2 | RRLE 3 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|--------|
| Nature of control over the LLP (which of the specified conditions applies) Note: If you are unsure, please describe the nature of the control and we will advise | | | |
| Percentage of voting rights held (if applicable) | | | |
| Percentage of right to surplus assets, on winding up (if applicable) | | | |

Incorporation Services

Same Day Incorporations

To meet Companies House cut-off times for same day service, we request all information by 1pm. Applications sent after 1pm might not be incorporated on the same day, but will be prioritised.

- | | |
|------------------------------------------------------------------------------------|--------------------------|
| I would like to use the same day incorporation service (an additional fee applies) | <input type="checkbox"/> |
| I would like to use the standard service | <input type="checkbox"/> |

VAT Registration

Companies House will automatically notify HMRC that a new LLP has been formed. A LLP 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.

- | | |
|----------------------------------------------------------------------------|--------------------------|
| I would like to register the LLP 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 LLP for VAT | <input type="checkbox"/> |

Statutory Accounts

Every LLP must file end of year accounts, even if the LLP is dormant.

- | | |
|--------------------------------------------------------------------------------------------|--------------------------|
| 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 LLP | <input type="checkbox"/> |
| I would like further information | <input type="checkbox"/> |

Payroll and Personnel

LLPs that will be hiring UK personnel will need to consider employment contracts and pensions.

- | | |
|----------------------------------------------------------------------------|--------------------------|
| I would like 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"/> |

Partnership Agreement

It is recommended that members enter into an LLP agreement upon incorporation to set down the basis on which the LLP will be managed. Without such an agreement legal default provisions apply, however these often provide inadequate protection.

- | | |
|------------------------------------------------|--------------------------|
| I would like support with an LLP agreement | <input type="checkbox"/> |
| I do not require support with an LLP agreement | <input type="checkbox"/> |
| I would like further information | <input type="checkbox"/> |

By submitting this form, you confirm that:

- you are authorised to submit this form on behalf of the members of the LLP
- the members confirm that all the information provided is complete and accurate
- Elemental CoSec Limited is instructed and authorised to incorporate the proposed LLP; and
- you acknowledge that the incorporation of the entity will be governed by the terms of the applicable engagement letter or, if there is none, in accordance with the terms and conditions of service, which can be found [here](#).