

Company Incorporation Form

Limited by guarantee

Elemental

This form captures the essential information needed to create a UK private company limited by guarantee, 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 Company Name ⓘ

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

Statement of Lawful Purpose (Required by law)

To confirm that the guarantor(s) intend to form the company for lawful purposes only, please tick ⓘ ☐

Articles of Association

Which articles of association would you like to use:

Model Articles - prescribed by statute ☐

Bespoke articles provided by you – please submit alongside this form ☐

Bespoke articles drafted by Elemental ☐

Registered Office

Every company 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	

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 restricted to companies with directors that are all natural persons, please tick here if this is still something you would like to do discuss ☐.

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

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. 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 guarantee are not required to have a company secretary. However, the director(s) are legally responsible for ensuring that the compliance requirements are met 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.

Annual Compliance Service (ACS)



For a fixed annual fee:

- We will ensure your minimum regulatory requirements are met: preparing and filing the Confirmation Statement, providing a registered email address and monitoring of Companies House emails by a company secretary, and maintaining all the main statutory registers in electronic form such as the register of directors and guarantors.
- We also include support throughout the year such as fraud monitoring, accounts deadline reminders and acting as named Company Secretary at Companies House (if desired).
- In addition, the directors will 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 with ACS ☐

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

Registered Email Address

Every company 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	
---------------	--

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.

Amount Guaranteed and Guarantor(s)

Amount Guaranteed

Please confirm the amount guaranteed by the Guarantor(s).

Total Amount guaranteed	
-------------------------	--

Guarantors

Please provide the details of all guarantors. If there are more than three guarantors, you may provide the information in duplicate forms.

The address for a corporate guarantor should be their registered office. For an individual guarantor, the address should be a postal address where they can be contacted.

	Guarantor 1	Guarantor 2	Guarantor 3
Full Name			
Nationality			
Registered number (if corporate)			
Governing law (if corporate)			
Country of registration (if corporate)			
Address Line 1			
Address Line 2			
City			
Post Code			
Country			
Amount guaranteed on incorporation			
Class of member (if applicable)			

Electronic Signature

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

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

	Guarantor 1	Guarantor 2	Guarantor 3
Full Name of authorised person (if a corporate guarantor)			

Please provide THREE of the following pieces of information

Town of Birth (first 3 letters)			
Telephone Number (last 3 digits)			
Passport Number (last 3 numerical digits)			
Mother's Maiden Name (first 3 letters)			
Father's First Name (first 3 letters)			

People with Significant Control

All UK companies and Limited Liability Partnerships (LLP) 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 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 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			
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 of the company (which of the specified conditions applies) Note: If you are unsure, please describe the nature of the control and we will advice			
Percentage of shares and/or voting rights held (if applicable)			

Incorporation and Compliance Services

Same Day Incorporations

For our same day service, all information must be sent to us by 1pm. Applications sent after 1pm might not be incorporated on the same day, but they will be processed as a priority. With our standard service companies are usually incorporated within 48 hours.

I would like to use the same day incorporation service (an additional fee applies) ☐

I would like to use the standard service ☐

VAT Registration

HMRC is automatically notified when a new company has been formed. A company must register for VAT if its 'VAT taxable turnover' is more than £90k. You can also register voluntarily to be able to reclaim VAT and utilise applicable VAT schemes.

I would like further information on VAT and registration ☐

The entity does not need to register for VAT or there are other arrangements in place ☐

Statutory Accounts

Every private company must file end-of-year accounts, even if the company is dormant.

I would like further information on producing and/or filing statutory accounts ☐

There are alternative arrangements in place to meet the legal requirements of this company ☐

Payroll and Personnel

Companies hiring UK personnel will need to consider employment contracts, payroll and pensions.

I would like further information on payroll and personnel compliance ☐

The entity will not be hiring UK personnel or there are other arrangements in place ☐

Client Contact

Please provide contact details for an individual at the new entity responsible for compliance.

First and Last Name	
Telephone Number	
Email Address	

By submitting this form, you confirm that:

- you are authorised to submit this form on behalf of the subscribers to the company
- the subscribers confirm that all the information provided is complete and accurate
- Elemental CoSec Limited is instructed and authorised to incorporate the proposed company; 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](#).