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*This is a guide only and should be read with the relevant legislation.*

#### **Introduction**

This booklet is about requirements for the incorporation of private limited companies, public limited companies (PLCs) and unlimited companies. It explains the difference between these types of company and the formation documents, membership, capital and officers that each requires.

The booklet does not explain about controls applied to the use of certain company names. For information on this, please read our booklet, '[Company Names](#)'.

All incorporated companies must disclose certain information to Companies House for the public record and to the people they deal with. This booklet tells you:

- when changes in the company's circumstances and particulars must be notified to Companies House;

- where you must display the company name and what information must appear on company stationery.

This booklet is only intended as an introduction to these continuing obligations. Other booklets in this series are mentioned in the text; they cover individual subjects in more detail.

For community interest companies (CICs) the relevant legislation can be found on [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk).

You will find the relevant law in the Companies Act 1985 (as amended in 1989 and later), and in addition, for RTM (Right to Manage) companies and commonhold associations, in the Commonhold and Leasehold Reform Act 2002 and related legislation.

Setting up a company brings many obligations. It may be worthwhile taking advice from a solicitor or accountant as to whether an incorporated company is the best way for you to run your business.

## **CHAPTER 1**

### **New companies**

#### **1. Is there more than one type of company?**

There are four main types of company:

- Private company limited by shares - members' liability is limited to the amount unpaid on shares they hold. This includes those community interest companies (CICs) which are private companies limited by shares.
- Private company limited by guarantee - members' liability is limited to the amount they have agreed to contribute to the company's assets if it is wound up. This includes all RTM (Right to Manage) companies-, commonhold associations and those community interest companies which are companies limited by guarantee.
- Private unlimited company - there is no limit to the members' liability.
- Public limited company (PLC) - the company's shares may be offered for sale to the general public and members' liability is limited to the amount unpaid on shares held by them. This also includes community interest public limited companies. (that is, CICs which are PLCs). More about PLCs can be found in chapter 2.

#### **2. Who can form a company?**

The Companies Act generally allows one or more persons to form a company for any lawful purpose by subscribing to its memorandum of association. However, a public company or an unlimited company must have at least two subscribers. Information

about companies formed by a single person can be found in [chapter 3](#). (In law, 'person' includes individuals and companies).

### **3. How do I form a company?**

Ready-made companies are available from company formation agents whose names and addresses appear in the Yellow Pages. If you incorporate a company yourself, you will need to send the following documents, together with the registration fee (see [question 13](#) below) to the Registrar of Companies:

- A memorandum of association
- Articles of association (except where Table A is adopted without modification - [see question 5](#))
- [Form 10](#)
- [Form 12](#)

Each of these documents is explained below.

### **4. What about community interest companies (CICs)?**

When forming a CIC the following documents are required in addition to those listed in 3 above:

- a community interest statement
- an excluded company declaration

These documents must be in a form approved by the CICs Regulator. An approved format and further guidance can be found on the CICs website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk).

### **5. What is a memorandum of association?**

This document sets out:

- the company's name,
- where the [registered office](#) of the company is situated (in England, Wales or Scotland); and
- what it will do (its objects). The object of a company may simply be to carry on business as a general commercial company.

Other clauses to be included in the memorandum depend on the type of company being incorporated. The form of memorandum for each type of company is set out in a set of tables called The Companies (Tables A to F) Regulations, 1985. (In this booklet we have called them 'the Tables'.)

The memoranda and articles of association of the community interest companies must comply with the requirements of the Community Interest Company Regulations 2005. Sample CIC memoranda and articles can be found on the CIC website at [www.cicregulator.gov.uk/](http://www.cicregulator.gov.uk/)

These tables do not apply to RTM companies or commonhold associations. The memorandum and articles for these types of companies are set out in:

*For RTM companies:* 'The RTM Companies (Memorandum and Articles of Association (England) Regulations 2003' or 'The RTM Companies (Memorandum and Articles of Association (Wales) Regulations 2004'

*For commonhold associations:* 'The Commonhold Regulations 2004'.

The company's memorandum delivered to the Registrar must be signed by each subscriber in front of a witness who must attest the signature.

Tables The Companies (Tables A to F) Regulations 1985, SI 1985/805, (ISBN 0110568052), and the Companies (Tables A to F) (Amendment) Regulations 1985, SI 1985/1052 (ISBN 0110570529) are available to buy from 'The Stationery Office Limited' at [www.tso.co.uk/bookshop](http://www.tso.co.uk/bookshop). Table A was further amended by the Companies Act 1985 (Electronic Communication) Order 2000, SI 2000/3373. This is available, free of charge, at <http://www.opsi.gov.uk/si/si2000/20003373.htm>. Likewise, 'The RTM Companies (Memorandum and Articles of Association) (England) Regulations 2003' SI 2003/2120, 'The RTM Companies (Memorandum and Articles of Association) (Wales) Regulations 2004' and 'The Commonhold Regulations 2004', SI 2004/1829 are also available from [www.hmsso.gov.uk](http://www.hmsso.gov.uk)

## 6. What are articles of association?

This document sets out the rules for the running of the company's internal affairs. Model articles are provided in the Tables mentioned above.

A company may adopt the whole of Table A as its articles or any part of it.

A company limited by shares which has adopted the whole of Table A without modification does not need to deliver a copy for registration. However, you must attach a letter to your application saying this. CICs cannot take advantage of Table A to avoid registering articles.

**NOTE:** If you adopt Table A without modification then you will need to appoint at least two directors. However, a private company can have just one director, if its articles allow (see question 9). So if your company will have only one director, you need to adopt a modified version of Table A. If Table A is adopted with modifications, you must deliver the articles for registration.

All companies that are limited by guarantee or unlimited, and all community interest companies (whether limited by shares or by guarantee) must register articles. These

should be in accordance with, or as near to that form as circumstances permit, the following tables:

**Company limited by guarantee without share capital\***

**Table C**

**Unlimited company with share capital**

**Table E**

\* Table C does not apply to RTM Companies or Commonhold Associations but articles for these companies are prescribed in the regulations mentioned at question 4.

In addition, the articles for community interest companies must comply with the requirements of the Community Interest Company Regulations 2005. Sample CIC memoranda and articles can be found on the CICs website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk).

The company's articles delivered to the Registrar must be signed by each subscriber in front of a witness who must attest the signature.

## **7. What is Form 10?**

Form 10 gives details of the first director(s), secretary and the intended address of the registered office. As well as their names and addresses, the company's directors must give their date of birth, occupation and details of other directorships they have held within the last five years. Each officer appointed and each subscriber (or their agent) must sign and date the form.

### **Officers acting as both director and secretary**

The same person can be both a director and company secretary, provided there is another director.

A **sole** director cannot also be the company secretary

## **8. What is a registered office?**

It is the address of a company to which Companies House letters and reminders will be sent. The registered office can be anywhere in England and Wales (or Scotland if your company is registered there). The registered office must always be an effective address for delivering documents to the company, and to avoid delays it is important that all correspondence sent to this address is dealt with promptly. If a company changes its registered office address after incorporation, the new address must be notified to Companies House on Form 287.

### **Valid addresses**

Companies House uses the Post Office address file to verify addresses; so, to avoid delays, please ensure that your proposed registered office address is recognised by the Post Office and always give the correct postcode on forms sent for registration.

## 9. What is the minimum number of officers a company requires?

Every company must have formally appointed company officers at all times.

A private company must have at least:

- one director - but the company's articles of association may require more than one ([See Question 6](#));
- one secretary - formal qualifications are not required. A company's sole director cannot also be the company secretary.

A public company must have at least:

- two directors;
- one secretary - formally qualified, see [chapter 2](#).

All company officers have wide responsibilities in law, but the key requirements are contained in our booklet, '[Directors and Secretaries Guide](#)'.

After incorporation, you must tell Companies House about:

- the appointment of a new officer - use [Form 288a](#);
- an officer's resignation from the company - use [Form 288b](#);
- changes in an officer's name or address or any of the other details originally registered on Form 10 - use [Form 288c](#).

## 10. Can anyone be a company director?

In general terms, yes, but there are some rules. You can't be a company director if:

- you are an undischarged bankrupt or disqualified by a court from holding a directorship, unless given leave to act in respect of a particular company or companies;

There is no minimum age limit in the Companies Act for a director to be appointed in England and Wales. However, he or she must be able to consent to their own appointment. You should seek legal advice if you intend to have a very young person as a director of your company.

In Scotland the Registrar will not register for any company the appointment of a director under the age of 16 years old. A child below that age does not have the legal capacity to accept a directorship - Age of Legal Capacity (Scotland) Act 1991. If you need more information, contact Companies House, [Edinburgh](#).

Some people not of British nationality are restricted as to what work they may do while in this country. If you need more information about whether such a person can become a director of a UK-registered company, contact:

Home Office Immigration and Nationality Department  
Lunar House  
Wellesley Road  
Croydon  
CR9 2BY (Tel: 0870 606 7766)

## 11. What is a Form 12?

Form 12 is a statutory declaration of compliance with all the legal requirements relating to the incorporation of a company. It must be signed by a solicitor who is forming the company, or by one of the people named as a director or company secretary on Form 10. It must be signed in the presence of a commissioner for oaths, a notary public, a justice of the peace or a solicitor.

### Signing the declaration on Form 12

- Form 12 must be signed and dated after all the other documents are signed and dated. This is because Form 12 confirms that all other registration requirements have been completed.
- The form must clearly show if a person has signed on behalf of a corporate director. If it appears that the person who signed is not a director, this will cause delay.

## 12. What happens to the documents sent to the Registrar?

All company formation documents are subject to certain checks including checks of prospective officers against the Disqualified Directors' Register.

The Registrar then keeps the documents and makes them available for public inspection.

## 13. Can I choose any name I want for my company?

No. There are some restrictions on your choice of company name. Our booklet, 'Company Names', explains how those restrictions may affect your choice of name.

## **Company name checks**

It is important to check that the name you want is acceptable to Companies House before you complete the company formation documents.

Briefly, the restrictions are that:

- you cannot register the same name as another company;
- the use of certain words is restricted; and
- names likely to cause offence are not allowed.

It is also important to check whether your chosen name is similar to any other names already on the register. If your chosen name is too like another name, an objection could be made within the 12 months following the incorporation of your company and you could be directed by the Secretary of State, Department of Business, Enterprise and Regulatory Reform, to change the company's name.

In addition if there is a trade mark registration or application for or including a trade mark which is identical or similar to the company name you have chosen you may face legal action for a trade mark infringement. You can check the trade marks register at The UK Intellectual Property Office before registering a name at Companies House.

For further advice, including how to search the trade marks register, contact The UK Intellectual Property Office on 08459 500 505 or view their website at [www.ipo.gov.uk](http://www.ipo.gov.uk).

## **The Patent Office changed its name to UK Intellectual Property Office (UK- IPO) on 2nd April 2007**

Names cannot be reserved and formation applications are not processed strictly in order of time or date of receipt. In the unlikely event that we receive more than one application to register the same name, only one will be registered. The second will be refused because the name would then already be on the names index. There can be no guarantee which application will be processed first. In general, company incorporation applications delivered electronically are processed more quickly than other applications delivered on paper.

To be able to use the 'Software Filing' service for company incorporations you must have suitable software.

Initially it will not be possible to register community interest companies electronically but this service should be available in the future.

[If you would like to know more about the electronic service click here.](#)

## **14. How much does Companies House charge to incorporate a company?**

Our standard registration fee is £20, but our premium service (cost: £50) provides incorporation on the same day as we receive the formation documents, if they are hand

delivered before 3pm. Posted applications cannot be given the same guarantee although, in most cases, we will register the application on the same day of receipt.

There is an additional fee of £15 to be paid to the Regulator when forming a community interest company. Companies House will collect the fee on behalf of the Regulator. Please check on the CICs website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk) for further information regarding fees. Please note that the same day incorporation service will not be available for CICs in the foreseeable future.

For users of our Software Filing service, the standard fee is £15 and the premium same-day service is £30. To be able to incorporate electronically, you must either purchase suitable software or develop your own software. Visit our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) for more information.

### **Same-day applications**

Posted, couriered and other sealed same-day applications must be clearly marked on the envelope 'for the attention of New Companies Section' and 'Same-day Incorporation'.

Cheques should be made payable to Companies House.

In order for a commonhold association to register its property as a 'freehold estate in commonhold land', its memorandum and articles of association must be registered at Land Registry

## **15. Where can I obtain forms to incorporate a company?**

Forms [10](#) and [12](#) are available free of charge from Companies House but we cannot provide a memorandum or articles of association. Specimens of these documents can be obtained from legal stationers, accountants, solicitors or company formation agents who can also supply Forms 10 and 12. Names and addresses are available in business phone books.

Community interest statements and excluded company declarations (only relevant for community interest companies) can be obtained from the CICs website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk).

## **16. Can I deal direct with Companies House to form my company?**

Yes. However, while our staff will be happy to give you guidance on general matters (such as filling in forms or advice on company names), they cannot advise you about the content of the memorandum and articles, or if an incorporated company is the best vehicle for your business.

If you are unsure about any aspect of forming a company, please seek professional advice from your solicitor, accountant or company formation agent.

## CHAPTER 2

### Public limited companies

#### 1. What is a public limited company?

A public limited company is a company which is registered as such and complies with the following:

- It must state that it is a public limited company both in its memorandum and in its name. The memorandum must contain a clause stating that it is a public limited company and the name must end with 'Public Limited Company' or 'PLC' (or if it is a Welsh company, the Welsh equivalents 'Cwmni Cyfyngedig Cyhoeddus' or 'CCC').
- For public limited companies that are also community interest companies (CICs) the name must end with 'community interest public limited company' or 'community interest p l c.' (or if it is a Welsh company, the Welsh equivalents 'cwmni buddiant cymunedol cyhoeddus cyfyngedig' or 'cwmni buddiant cymunedol c.c.c').
- The memorandum must be in the form specified in Table F of the Tables (see [question 4, chapter 1](#)) or as near to that form as circumstances permit. (A sample memorandum for community interest companies can be found on the CICs website at [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk)).
- It must have an authorised share capital of at least £50,000.
- Before it can start business, it must have allotted shares to the value of at least £50,000. A quarter of them, £12,500, must be paid up. Each allotted share must be paid up to at least one quarter of its nominal value together with the whole of any premium.

For example, if a share with a nominal value of £1 is sold for £6, then it is said to have a premium of £5. This premium must be paid to the company, together with a minimum of a quarter of the nominal value of each share. That is £0.25p plus £5, making a total payment of £5.25.

Further information about share capital is available in our booklet, '[Share Capital and Prospectuses](#)'.

#### 2. Can a PLC issue shares in another currency?

Yes, if it has passed the necessary resolutions to adopt that currency as part of its authorised capital and given the directors the authority to allot that capital. However, it must always have at least the authorised minimum of £50,000 sterling in issued capital, irrespective of what other currency it uses.

A company may use as many currencies as it wishes for its share capital provided that they are true currencies.

### 3. When can a PLC start business?

A newly formed PLC must not begin business or exercise any borrowing powers until it has a certificate issued under section 117 of the Companies Act 1985 confirming that the company has issued share capital of at least the statutory minimum (see question one). You can get this certificate from Companies House by completing [Form 117](#). Once issued, the certificate is proof that the company is entitled to do business and borrow. We will normally post you the certificate, but we can fax a copy for collection at any Companies House office if you ask for this when you deliver Form 117 for registration.

### 4. Are there any other restrictions on a PLC?

Yes. There are four main restrictions:

- A PLC must have at least two members and at least two company directors. The secretary (or each joint secretary) must also be a person who appears to the directors to have the necessary knowledge and ability to fulfil the functions and who:
  - (a) held the office of secretary or assistant or deputy secretary on 22 December 1980; or
  - (b) for at least three of the five years before their appointment, held the office of secretary of a non-private company; or
  - (c) is a barrister, advocate or solicitor called or admitted in any part of the United Kingdom; or
  - (d) is a person who, by virtue of his or her previous experience or membership of another body, appears to the directors to be capable of discharging the functions of secretary; or
  - (e) is a member of any of the following bodies:
    - the Institute of Chartered Accountants in England and Wales;
    - the Institute of Chartered Accountants of Scotland;
    - the Institute of Chartered Accountants in Ireland;
    - the Institute of Chartered Secretaries and Administrators;
    - the Chartered Association of Certified Accountants;
    - the Chartered Institute of Management Accountants (formerly known as the Institute of Cost and Management Accountants); or
    - the Chartered Institute of Public Finance and Accountancy.
- A PLC normally has only seven months after the end of its accounting reference period to deliver its accounts to the Registrar. A civil penalty will be incurred if it delivers accounts to Companies House after the statutory time allowed for filing. Penalties are fully explained in our

booklet, '[Late Filing Penalties](#)'.

- A PLC cannot take advantage of many of the provisions and exceptions applying to private companies under the Act, such as audit exemptions for small private companies.
- A PLC cannot apply for voluntary strike-off under section 652A, Companies Act 1985. Further information about this is available in our booklet '[Strike-Off, Dissolution and Restoration](#)'.

## **5. What then is the advantage of a public company?**

A PLC has access to capital markets and can offer its shares for sale to the public through a recognised [stock exchange](#). It can also issue advertisements offering any of its securities for sale to the public. In contrast, a private company may not offer to the public any shares in itself.

## **6. Do these rules apply to an overseas plc?**

Most of the above rules do not apply to a public company formed abroad. On establishing a branch or place of business in Great Britain, such a company is governed by Part XXIII of the Companies Act 1985, just as any other overseas company is. However, besides Part XXIII of the Act, they are also governed by regulations in their country of incorporation, by certain parts of the Financial Services and Markets Act 2000, and by the City Code on Take-overs and Mergers.

## **CHAPTER 3**

### **Single member companies**

#### **1. What is a single member company?**

A single member company is a private company, limited by shares or by guarantee, which is incorporated with one member, or whose membership is reduced to one person.

#### **2. Can a single member run the company?**

No. The company must still have at least one director and a secretary who cannot also be the sole director.

#### **3. How can a single member hold general meetings?**

Unless the company's articles of association specify anything to the contrary, a single member - present in person or by proxy - constitutes a quorum. If such a meeting is held, it must be recorded in the minutes.

If a single member takes a decision, except by written resolution, then the decision must be given to the company in writing.

#### **4. How should a company record an unwritten contract with a sole member?**

If the company enters into an unwritten contract with the sole member who is also a director of the company (and the contract is not in the ordinary course of the company's business), the company must ensure that the terms of the contract are set out in a memorandum or are recorded in the minutes of the next directors' meeting.

#### **5. What about the register of members?**

A company's register of members must accurately record its members. If a company is incorporated with one member, then the register must reflect this. If the company originally had more than one member and the membership reduces, then the register must show when this happened. Similarly, the appropriate entries must be made in the register of members if the number of members later increases.

## **CHAPTER 4**

### **Re-registration of a company and also conversion of a company to a CIC**

#### **1. Can a private company convert to a PLC?**

Yes. Both a private company limited by shares and an unlimited company with a share capital may re-register as a PLC, but a company without a share capital cannot do so.

A private company must pass a special resolution that it be so re-registered and deliver a copy of the resolution together with an application form to the Registrar. The resolution must also:

- alter the company's memorandum so that it states that the company is to be a public limited company;
- make any other alterations to the memorandum so that it conforms to that required for a public limited company;
- make any required alterations to the articles of association of the company.

Further information about resolutions is available in our booklet, 'Resolutions'.

The application must be on Form 43(3), be signed by a director or secretary of the company, and be accompanied by the following documents:

- a copy of the memorandum and articles of association of the company altered in accordance with the resolution above;
- a copy of a balance sheet prepared not more than seven months before the application date and containing an unqualified report by the company's auditors;

- a special report by the auditors regarding the net assets of the company at the balance sheet date in relation to the company's called-up share capital and its undistributable reserves;
- a valuation report on any shares issued as fully or partly paid up except in cash after the balance sheet date;
- a statutory declaration on Form 43(3)(e) confirming that the resolution has been passed, and that there has been no change in the company's financial position causing its net assets to be reduced to less than its called-up share capital and undistributable reserves.

An unlimited company, in addition to the above, must:

- include a statement in the resolution that the liability of the members is limited and what the company's share capital is to be;
- make such alterations to the memorandum and articles of association as are necessary for them to conform to those of a company limited by shares.

The company must also satisfy the statutory minimum share capital requirements referred to in question 1 of chapter 2 before the special resolution is passed.

## **2. Can a PLC convert to a private company?**

Yes. A public company limited by shares or by guarantee may re-register as a private company limited by shares or by guarantee by passing a special resolution to do so. However, if enough members object, under section 54 of the Companies Act 1985 they may apply to the court to cancel the resolution within 28 days of its being passed.

A Court may also order a public company to re-register as private on approving a 'minute of reduction' of share capital which results in the issued share capital falling below the statutory minimum. In such a case the Court will also specify alterations to the company's memorandum and articles. A special resolution to re-register is not required.

Similarly, a public company may be required to re-register as private if its issued share capital falls below the statutory minimum by other means. These include redemption, forfeiture or repurchase of shares. In these cases a special resolution to re-register is required.

In all cases (except where a court has specified in an order the alterations to be made) a resolution must also be passed to alter the memorandum and articles of association to those required for a private company.

The application for re-registration (on Form 53) must be accompanied by copies of the resolutions and copies of the memorandum and articles as modified to meet the company's new circumstances.

## **3. What is the cost of re-registration (for companies excluding CICs)?**

The standard fee for re-registration is £20, or £50 for premium same-day service. If the company is re-registering and changing its name at the same time, an additional change of name fee of £10 is also payable, so the total fee is £30 (£100 for premium same-day service).

- Change of name £ 10
- Same-day change of name £ 50
- Same-day simultaneous re-registration and change of name £100
- Re-registration £ 20
- Same-day re-registration £ 50

Deleting the words 'company' or 'and company' (or their abbreviations or their Welsh equivalents) from a company name would normally be a change of name. But, this is not so on re-registration. If you are in any doubt about the appropriate fee, please [contact us](#) .

#### **4. Can an existing company convert to a CIC?**

Yes, an existing company can apply to the Regulator of community interest companies to convert to a CIC. For further details, please refer to the CIC website on [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk).

#### **5. What are the fees for CICs?**

Conversion £25

Change of name £10

Change of status £20

Conversion involving change of status (Re-registration) £35

Please note that same day services will not be available for CICs in the foreseeable future.

## **CHAPTER 5**

### **Publication of company name and details to be shown on company stationery**

Under the Companies Act 1985 your company must state its name (as it appears in its memorandum of association) in certain places and on its business stationery. Your company must also give certain information on all its business letters and order forms.

#### **1. Where must the company name be displayed?**

Every company must paint or affix its name on the outside of every office or place in which its business is carried on - even if it is a director's home. The name must be kept

painted or affixed and it must be both conspicuous and legible.

## 2 On which documents must the company name be shown?

As from 1 January 2007 whether in hard copy, electronic or any other form -

The company must state its name, in legible lettering, on the following

- all the company's business letters, order forms;
- all its notices and other official publications;
- all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by, or on behalf of, the company;
- all its bills of parcels, invoices, receipts and letters of credit.
- on all its websites

## 3 Must the company show any other details?

Yes. On all of its business letters, order forms (whether in hard copy, electronic or any other form) or any of the company's web sites, the company must show in legible lettering:

- Its place of registration and its registered number,

The place of registration must be one of the following, as appropriate:

<i>For companies registered in England and Wales:</i>	<i>For companies registered in Scotland:</i>
Registered in Cardiff	Registered in Scotland
Registered in England and Wales	Registered in Edinburgh
Registered in England	
Registered in London	
Registered in Wales	

- The address of the registered office.

- If a business letter or order form or any of the company's websites, mentions more than one address, it is recommended that you state which is the registered office address.

#### **4. Must directors' names be shown?**

A company does not have to state the directors' names on its business letters but, if it chooses to do so it must state the names of all its directors. In other words a company cannot be selective about which directors' names it shows - it must show all of them or none of them.

#### **5. Must anything else be shown?**

Certain categories of company must also state the following additional information on their business letters and order forms:

- For an investment company (as defined by section 266 of the Companies Act 1985), that it is such a company.
- For a company exempt from using the word 'limited' in its name, the fact that it is a limited company.

For a company with share capital, it is not necessary to state the share capital on stationery but, if the company chooses to do so, it must state its paid-up share capital, not its authorised capital.

#### **6. Are there special rules for charitable companies?**

Under section 68 of the Charities Act 1993, a charitable company whose name does not include the word 'charity' or 'charitable' must state the fact that it is a charity on all the documents listed under question 2, in all bills it sends and on any conveyances it executes.

Section 68 does not require a charitable company to include the word 'charity' or 'charitable' in its name.

The Charities Act 1993 does not apply to charitable companies registered in Scotland but the same rule applies to Scottish companies under section 112(6) of the Companies Act 1989.

#### **7. Do the rules apply to overseas companies?**

A company incorporated outside Great Britain which opens a branch or place of business in Great Britain must be registered and must give similar details to those stated in this chapter. Full details are listed in our booklet, 'Overseas Companies'.

#### **8 What if the company is being wound up?**

If the company is being wound up, every invoice, order for goods, business letter or order form

(whether in hard copy, electronic or any other form) must contain a statement that the company is being wound up.

## **CHAPTER 6**

### **The new company - looking forward**

#### **1. What information does Companies House require?**

Company directors have a personal responsibility for making information about the capital structure, management and activities of their companies available both to the members of the company and to the general public.

For companies with limited liability, this will include accounts. If your company is unlimited, accounts must be delivered to the Registrar if:

- it is a subsidiary undertaking or parent of a limited company; or
- it has been a banking or insurance company or operated a trading stamp scheme during the period covered by the accounts.

#### **2. What period should the accounts cover?**

A company's first accounts must start on the day of incorporation. The first financial year must end on the 'accounting reference date' or a date up to seven days either side of this date (see question 3). Subsequent accounts start on the day following the year-end date of the previous accounts. They end on the next 'accounting reference date' or a date up to seven days either side.

#### **3. How is the accounting reference date set?**

The accounting reference date is the date in each year to which accounts will be drawn up. The date depends on the date of incorporation as it is the last day of the month in which the anniversary of incorporation falls. For example, if your company is incorporated on 2 July this year, the accounting reference date will be 31 July, and its first financial year must end on 31 July next year (or within seven days of that date).

#### **4. Can the accounting reference date be changed?**

Yes. The quickest and easiest way to change your accounting reference date is to use our Software Filing or WebFiling services. Alternatively, you can send [Form 225](#) to the Registrar. You must do this during the accounting period affected by the change or during the period allowed for delivering the associated accounts to us. For more information, see our booklet, ['Accounts & Accounting Reference Dates'](#).

#### **5. How long do I have to deliver accounts?**

The first accounts of a *private company* must be delivered:

- within 10 months of the end of the accounting reference period; or
- if the accounting reference period is more than 12 months, within 22 months of the date of incorporation, or three months from the end of the accounting reference period, whichever is longer.

The first accounts of a *public company (PLC)* must be delivered:

- within seven months of the end of the accounting reference period; or
- if the accounting reference period is more than 12 months, within 19 months of the date of incorporation, or three months from the end of the accounting reference period, whichever is longer.

## 6. What else must I tell Companies House?

Here are some of the important things that you must tell us about - using, in most cases, a special form we provide, and within the time limits stated.

- *Changes of director(s) and secretary*, within 14 days. For:
  - appointments** - use our Software Filing or WebFiling services – (or [Form 288a](#))
  - resignations** - use our Software Filing or WebFiling services – (or [Form 288b](#))
  - change of personal details** - use our Software Filing or WebFiling services – (or [Form 288c](#))
- *Details of new shares being allotted*, within one month.. Use our Software Filing or WebFiling services – (or [Form 88\(2\)](#)). See our booklet, '[Share Capital and Prospectuses](#)' for more information.
- *Any special or extraordinary resolutions and certain types of ordinary resolution*, within 15 days of them being passed by the company. There is no special form but we need to receive a copy of the resolution. More information about company resolutions is available in our booklet, '[Resolutions](#)'.
- When a resolution alters the memorandum or articles of association of a company, a copy of the amended document must also be sent in at the same time as the resolution.
- *Details of any mortgage or charge created by the company*, within 21 days. See our booklet, '[Company Charges and Mortgages](#)' or for Scottish companies, '[Company Charges \(Scotland\)](#)'.
- *A change of registered office*, within 14 days. Use our Software Filing or WebFiling services – (or [Form 287](#).) The change becomes legally effective only when we have registered the form.

## **Electronic delivery of directors details and registered office address: The Registrar's PROOF (PROtected On-line Filing) Scheme**

Company directors hold an important position in a company: they have power to make purchases and enter into credit arrangements on behalf of the company. Similarly, the registered office address is important because it is the address to which all official communications will be sent.

Records held at Companies House are sometimes used to check the legitimacy of a company and its directors before credit or loans are made therefore it is important that the records are correct. **Companies are vulnerable to fraud if the wrong people get themselves on record as company directors or a bogus registered office address is filed.**

In order to combat fraudsters posing as legitimate directors, Companies House offers companies a fully electronic and secure system for notifying changes of directors and changes to the registered office address. If you opt to only notify these electronically, they will be protected by electronic codes and we will not accept notices from your company delivered in any other format.

In order to take advantage of this service you will first need to register through our WebFiling service for a security code and an authentication code to enable your company to file electronically. To find out more about this please visit our web site at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).

You will then need to complete an 'Opt-in' form (PR1) and agree to the terms and conditions so that any change of directors or change of registered office address are **only** accepted by Companies House if they are delivered by the secure electronic method and never on a paper form. The 'Opt-in' form and terms and conditions are available from our web site or by calling 0870 33 33 636. The completed form must be posted back to Companies House.

This service is voluntary; you may opt-out at any time and we will revert to accepting notices from your company delivered electronically or on paper forms.

## **7. What about annual returns?**

Every company must deliver an annual return to Companies House at least once every 12 months. It has 28 days from the date to which the return is made up to do this. To help you meet this filing requirement we will send a letter to the company's registered office when your annual return is due. It advises on how to file the form electronically by using our Software Filing or WebFiling services as this is the easiest option.

However if you do not have the facility to file online you can order a paper copy of the annual return form via our Contact Centre on 0870 33 33 636.

Also, if your company is in compulsory liquidation or you wish to file in Welsh, electronic filing may be unavailable to your company. For advice on remaining company types  
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that are unable to file online please visit our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) . In this case a paper form will be issued to the registered office.

There is an annual document-processing fee of £30 (or £15 for users of our Software Filing or WebFiling services), which must be paid with the annual return

If you want to send an annual return to Companies House before the company's anniversary of incorporation, please telephone 0870 33 33 636 and ask for a paper annual return (Form 363s).

## **8. What does Companies House do with the information my company sends?**

We must make the information we hold about registered companies available to anyone who wants to see it. So the information you send will be added to your company's record and will be available for public inspection.

## **9. What happens if I don't send the information to Companies House on time?**

It is easy to lose confidence in a company that doesn't meet its legal obligations. If you don't tell us about your company's financial state on time, and you don't send in details of changes, anyone wanting to do business with you will not have access to the most up-to-date information about your company. It could cause trading problems or affect your company's credit rating. It could even stop a potential investor from putting money into your company, or prevent you from getting a loan when you need it.

If your accounts are delivered late, there is an automatic penalty. This is between £100 and £1,000 for a private company and between £500 and £5,000 for a PLC. More information about late filing penalties is available in our booklet, '[Late Filing Penalties](#)'.

In addition, directors may be prosecuted for not filing certain documents. If convicted, they will have a criminal record and be liable for a fine of up to £5,000 for each offence. In some cases, they could also be disqualified from being a company director or taking part in the management of a company for up to five years.

## **10. What if the company doesn't take off or I no longer need it?**

Private companies that have not traded or otherwise carried on business for at least three months may apply to the Registrar to be struck off the register. For information on this, see our booklet '[Strike-off, Dissolution and Restoration](#)' or for Scottish companies, '[Strike-off, Dissolution and Restoration](#)' (Scotland). This procedure is not an alternative to formal insolvency proceedings where these are appropriate - see our booklet '[Liquidation and Insolvency](#)' or for Scottish companies, '[Liquidation and Insolvency](#)' (Scotland).

## **CHAPTER 7**

### **Further information**

#### **1. Where can I go for help?**

Our staff in Cardiff and Edinburgh will be able to advise you on matters generally, but when you start a company it is important to get things right. So that you don't make what could turn out to be costly mistakes, it may be sensible to consult a solicitor, a company formation agent, a chartered secretary or an accountant as appropriate. Addresses will usually be found in the Yellow Pages.

For enquiries on community interest companies, please visit [www.cicregulator.gov.uk](http://www.cicregulator.gov.uk)

#### **2. How do I send information to the Registrar?**

The safest and most secure way to send statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

You may deliver documents to the Registrar by hand (personally or by courier), including outside office hours, bank holidays and weekends to Cardiff, London and Edinburgh – see the back cover for addresses.

You may also send documents by post, by the Document Exchange service (DX) or by legal Post (LP) in Scotland. If you send documents please address them to:

<b>For companies incorporated in England &amp; Wales:</b>	<b>For companies incorporated in Scotland:</b>
The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ	The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB
DX33050 Cardiff	DX ED235 Edinburgh 1 LP-4 Edinburgh 2

We will only acknowledge receipt of documents at Companies House if you provide a stamped addressed envelope. If you are sending documents by post, courier or Document Exchange (DX) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

Please note: an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

**Please note: Companies House does not accept accounts or any other statutory documents by fax.**

### 3. Can I file documents in other languages?

Generally documents sent to the Registrar must be filed in English. However, documents relating to Welsh companies may be drawn up and delivered in Welsh.

From the 1 January 2007, companies may deliver the following documents in other languages if the document is accompanied by a certified translation into English:

- Resolutions and agreements affecting a company's constitution
- Contracts allotting shares for a consideration other than cash
- For companies included in accounts of larger EEA or non-EEA groups, the group accounts and parent undertaking annual report
- Charge instruments (or copy charge instruments)

From the 1 January 2007, companies may also file voluntary certified translations of any document subject to the Directive disclosure requirements. This includes:

- Constitutional documents such as the memorandum and articles of association
- Directors appointments, changes in particulars or resignations
- Accounts, reports and annual returns
- Notification of any change in a company's registered office
- Winding up documents
- Share capital documents (public companies only)
- Documents relating to mergers and divisions (public companies only)
- Documents relating to overseas companies

The voluntary translation must relate to a document delivered to the registrar on or after 1<sup>st</sup> January 2007. Voluntary translations can only be filed in an official language of the European Union and must be accompanied by Form 1106.

#### **4. Where do I get forms and guidance booklets?**

This is one of a series of Companies House booklets which provide a simple guide to the Companies Act.

Statutory forms and guidance booklets are available, free of charge from Companies House. The quickest way to get them is through this website or by telephoning 0870 3333636.

If you prefer you can write to our stationery sections in Cardiff or Edinburgh.

Forms can also be obtained from legal stationers, accountants, solicitors and company formation agents - addresses in business phone books.

## how to contact us

Contact Centre: 0870 3333 636\*  
Mini-com: 029 2038 1245  
[enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

\*For training and quality purposes  
your call may be monitored

### **Cardiff:**

Companies House  
Crown Way, Cardiff CF14 3UZ  
Fax: 029 2038 0900

### **Edinburgh:**

Companies House  
37 Castle Terrace, Edinburgh EH1 2EB  
Fax: 0131 535 5820

### **London:**

Companies House  
21 Bloomsbury Street, London WC1B 3XD  
Fax: 029 2038 0900

