

SCOTTISH CHARITABLE COMPANY

Charity Registration Application and Guarantee Company Formation for Scottish Out of School Care Network members

WHAT WE WILL DO

Oswalds will assist in drafting memorandum and articles to suit your needs and meet charity and company law requirements. We will then undertake on your behalf the application to the Office of the Scottish Charity Regulator (OSCR) to ensure that charitable approval will be granted once the company is incorporated. Finally, we will arrange the incorporation of a new company limited by guarantee.

Charitable company (discounted price for SOSCN members) £350.00

Oswalds' charitable application and incorporation includes:

- **Preparation, checking and submission of the application to OSCR**
- **Original Incorporation Certificate**
- **8 bound copies of the Memorandum and Articles with Table A**
- **Guarantee Company Kit, a loose leaf binder containing full guidance notes, statutory registers and membership certificates in a sturdy protective cover with room to store the company seal**
- **Form 225 to alter the company's accounting reference date**
- **Draft Agenda and Minutes**

The above fee may be reduced if you wish to attend to the OSCR application, rather than ask us to provide this element of the service.

STEP 1 CHOOSING THE COMPANY'S NAME

We will check the Companies House and OSCR indexes to establish if your choice of name is registrable. Please note that a company name checking facility is also available on our website. We will form your company with the name in capital letters throughout and use the word 'LIMITED' in full, unless you have elected to omit this as indicated below. ***Please note that incorporation certificates will be issued in upper case.**

1st choice:

2nd choice:

Omission Of the Word 'Limited'

We can apply for the word 'LIMITED' to be omitted from the name altogether as long as the objects of the company are the promotion of commerce, art, science, education, religion or any profession. Please tick this box to omit 'LIMITED'.

STEP 2	MEMORANDUM & ARTICLES
---------------	----------------------------------

A charity's constitution is fundamentally important. It:-

- sets the boundaries for the charity's charitable purposes and for its activities in pursuit of those purposes.
- regulates the admission and rights of the members and controls who can be a director, how directors are appointed and when they cease to hold office.
- provides the governance arrangements for that charity.

The memorandum and articles should be tailored to suit the circumstances and meet the charity's needs. This facilitates good governance, efficiency and effectiveness.

Oswalds' draft Memorandum and Articles

Oswalds' charitable draft, with objects and powers to suit your circumstances, provides open membership by application and appointment and retirement by rotation of trustees at the AGM; the convener is appointed by the board from amongst the serving directors.

If you wish to use Oswalds' charitable draft, with no amendments, please tick

Please provide details of the objects and the activities

.....

.....

.....

.....

Use of non-Oswalds' draft Memorandum and Articles

If you wish to use your own style of Memorandum and Articles, or require a review of your proposed Memorandum and Articles, or if you have any other special requirements, please advise us accordingly and we will provide you with an estimate on receipt of details.

Note that a £1 limit on the liability of the members will apply.

STEP 3

DIRECTORS AND SECRETARY, REGISTERED OFFICE

The new director(s) and secretary should be detailed on the following pages. Scottish charity legislation requires that there must be a minimum of **three** directors (one of whom may act as secretary).

Please note that the information you provide will enable us to file the new officer appointments electronically with Companies House **without** requiring paper signed Forms 288a.

If you wish to appoint more than five directors, please provide details on a separate sheet and tick this box

If paper forms 288a are preferred in connection with this company formation, please **DO NOT complete the Director and Secretary details within this section**. Instead, please call 0131 200 7180 and we will arrange for forms 288a to be forwarded to you by first class post.

First Director

To also act as Company Secretary?

Yes / No

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY _____

Occupation: _____ Nationality: _____

Other Directorships: _____

Security details: Last three digits of telephone number: ____ _

First three letters of town of birth: ____ _

First three letters of mothers maiden name ____ _

Second Director

To also act as Company Secretary?

Yes / No

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____
Date of Birth: DD ____ MM ____ YYYY _____
Occupation: _____ Nationality: _____
Other Directorships: _____

Security details: **Last** three digits of telephone number: ____ _
First three letters of town of birth: ____ _
First three letters of mothers maiden name ____ _

Third Director

To also act as Company Secretary?	Yes / No
--	-----------------

Title: _____ First Names: _____
Surname: _____
Residential Address: _____
_____ Postcode: _____
Date of Birth: DD ____ MM ____ YYYY _____
Occupation: _____ Nationality: _____
Other Directorships: _____

Security details: **Last** three digits of telephone number: ____ _
First three letters of town of birth: ____ _
First three letters of mothers maiden name ____ _

Fourth Director

To also act as Company Secretary?	Yes / No
--	-----------------

Title: _____ First Names: _____
Surname: _____
Residential Address: _____
_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY ____

Occupation: _____ Nationality: _____

Other Directorships: _____

Security details: **Last** three digits of telephone number: ____

First three letters of town of birth: ____

First three letters of mothers maiden name ____

Fifth Director

To also act as Company Secretary? Yes / No

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

Postcode: _____

Date of Birth: DD ____ MM ____ YYYY ____

Occupation: _____ Nationality: _____

Other Directorships: _____

Security details: **Last** three digits of telephone number: ____

First three letters of town of birth: ____

First three letters of mothers maiden name ____

Company Secretary

(Tick this box if you wish to subscribe to Oswalds Full Company Secretarial Service and go to Step 4)

Only complete if none of the Directors detailed previously are to act as Company Secretary.

A Company Secretary may be a corporation (i.e. another company, LLP or Scottish partnership) or a private individual.

If the Company Secretary is to be a corporate Company Secretary, please give the name of the company, LLP or Scottish partnership who will be acting:

Name: _____

The following details should be completed by either the private individual to be appointed as a Company Secretary, or by a person authorised to act on behalf of the company, LLP or Scottish partnership who will be acting as Company Secretary.

Title: _____ First Names: _____

Surname: _____

Residential Address: _____

_____ Postcode: _____

Date of Birth: DD ____ MM ____ YYYY _____

Security details: Last three digits of telephone number: ____ _

First three letters of town of birth: ____ _

First three letters of mothers maiden name ____ _

Registered Office Address

(Tick this box if you wish to subscribe to Oswalds Registered Office Service and go to Step 4)

Please enter your registered office address (including postcode) This must be an address in Scotland:

STEP 4 KEEPING THE COMPANY IN GOOD ORDER

Charitable companies are expected to reach high standards in their administration and are subject to scrutiny by OSCR, Companies House, funders, supporters, the press and the general public. The correct legal administration of your company is therefore essential. We can assist you in ensuring the initial and the continuing annual obligations imposed by company law are met. We offer a range of optional secretarial and administrative services for this as follows:

STATUTORY REGISTERS SERVICE

 PLEASE NOTE:

We recommend that this option be considered if you wish to alleviate yourself of the requirement to prepare this documentation. The statutory registers will be completed by Oswalds as per the requirements set down under the Companies Acts, and the minutes of the first board meeting will reflect and formalise post-incorporation matters.

COMPLETION OF STATUTORY REGISTERS

£45.00

FULL COMPANY SECRETARIAL SERVICE – we will act as secretary to the company and, if you wish, also provide a registered office at our address; the “Compliance Service” will be provided immediately after incorporation and we will then maintain the statutory registers on our specialist software, provide information about the company’s annual statutory obligations, prepare annual general meeting documentation, prepare the company annual return and provide a reminder system for the annual filing of accounts and reports. When events occur, such as a change of directors or members we will provide guidance and documents and carry out necessary filings. Our charity and company law experts are also available to provide advice on other regulatory compliance and company and charity law matters.

£235.00 per annum (discounted rate for SOSCN members)

Or

£21.15 per month (only first month’s fee required in advance)

** Please note that if you have selected to pay for Full Company Secretarial Services on a monthly basis, the enclosed Standing Order Mandate should be completed and returned to us with your order.*

 PLEASE NOTE:

We recommend that this option be considered if you do not have someone to appoint as Company Secretary who is familiar with the duties ordinarily associated with this wide-ranging role.

If you require any further information or assistance regarding company secretarial matters, please contact us on 0131 200 7141.

Registered Office Service

£129.25 per annum

**Free of charge to subscribers of Full Company Secretarial Service*

The company can use our address at 24 Great King Street, Edinburgh EH3 6QN as its registered office address for receiving official documents, such as mail from Companies House or HM Revenue & Customs, even if you do not wish to take our full secretarial service.

If correspondence and renewal invoices relating to these services should go to someone else other than the correspondence address given at Step 8, please give their details below.

Name: _____

Firm: _____

Address: _____

_____ Postcode: _____

Telephone No: _____ Fax No: _____

STEP 5 THE COMPANY'S INITIAL STATUTORY OBLIGATIONS
--

**Only complete if you have subscribed to either our Completion of Statutory Registers or Full Company Secretarial Service at Step 4 above*

(a) Members

1. Full Name: _____

Address: _____

2. Full Name: _____

Address: _____

3. Full Name: _____

Address: _____

4. Full Name: _____

Address: _____

5. Full Name: _____

Address: _____

If there are more than five members, please tick this box and attach a separate sheet giving the information we need.

(b) Company's Year end for accounting purposes

This will only appear in the minutes if you confirm the year end here.

DAY _____ MONTH _____

(c) Auditors / Accountants (DELETE AS APPROPRIATE)

Name: _____

Address: _____

(d) Bankers

Name: _____

Branch: _____

STEP 6 FURTHER OPTIONS

Domain name and website hosting service

We can assist by registering your domain name at the same time as your company is incorporated, as well as providing protection of your identity on the Internet. To find out more, please tick this box or place your order by accessing our website and choosing one of our three packages, from our Standard service through to our Premium service.

Company seal (included if you order our company secretarial service)

Most charitable companies find it helpful to have a company seal for executing important documents.

Order by ticking this box

£17.62

Trade mark searches and registration

If you would like to receive details of our trade mark search and registration services please tick here

Jordans Charities Administration Service

This looseleaf plain language manual, written by expert practitioners including a Scottish editor, provides guidance, checklists and model documents on a wide range of legal topics relevant to the administration of a charity, including charity regulation in Scotland, meetings, personnel and employment, websites and electronic communication, intellectual property, data protection, fundraising, accounting and reporting, tax and VAT. Updates are issued three times a year.

Order by ticking this box

£165.00

STEP 7 **PAYING FOR THE COMPANY**

All prices include VAT

Total amount payable £_____ . _____

CARD NO

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

ISSUE NO (if applicable)

--	--

VALID FROM

--	--	--	--	--

EXPIRY DATE

--	--	--	--	--

Cardholder's Name: _____

Cardholder's Signature: _____

By Cheque made payable to 'OSWALDS'

Total amount payable £_____ . _____

For personal cheques:

Cheque Guarantee Card No: _____

For business cheques:

Business Address: _____

Business Phone No: _____

STEP 8 PLACING YOUR ORDER

The information requested below will enable us to send you the company documents as soon as the incorporation certificate has been issued. This information will also be used on your invoice.

SOSCN membership number _____

Name: _____

Address to which communications should be sent: _____

_____ Postcode: _____

Phone No: _____ Fax No: _____

Email: _____

DX No (if applicable): _____ Your Ref: _____

Oswalds Account No (if applicable): _____

Signed: _____ **Date:** _____

This order form should be sent to:

Oswalds
24 Great King Street
Edinburgh
EH3 6QN

or

Oswalds
DX:ED74
Edinburgh

or

Oswalds
LP209
Edinburgh 2



Oswalds is the trading name of Jordans (Scotland) Limited
24 Great King Street, Edinburgh EH3 6QN
Telephone 0131 557 6966 Fax 0131 556 2917 DX ED74 Edinburgh LP209 Edinburgh 2
Registered in Scotland under No. 57796 Registered Office: 24 Great King Street, Edinburgh EH3 6QN
VAT No. GB137 4442 71

To the Manager

_____ Bank PLC

Branch: _____

Address: _____

STANDING ORDER MANDATE

Oswalds Full Company Secretarial Service

Please pay: Bank of Scotland
One Castle Terrace
Edinburgh EH1 2DP

Sort Code: 80-11-30

Account No: 00242104

The sum of: £31.72 on 1st of each calendar month until further notice.

No. of account to be debited: _____

Name of account: _____

Signature(s): _____

Date: _____

Please return to:

Oswalds
Corporate Support Department
FREEPOST (EH1079)
Edinburgh
EH3 0ES