

## CASE STUDY MATERIALS

January 2013

Level 6

PRACTICE OF COMPANY & PARTNERSHIP LAW

Subject Code L6-16



CHARTERED INSTITUTE  
OF LEGAL EXECUTIVES

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## THE CHARTERED INSTITUTE OF LEGAL EXECUTIVES

### UNIT 16 – PRACTICE OF COMPANY & PARTNERSHIP LAW\*

#### CASE STUDY MATERIALS

#### Information for Candidates on Using the Case Study Materials

- This document contains the case study materials for your examination.
- In the examination, you will be presented with a set of questions which will relate to the case study materials. You will be required to answer all the questions on the examination paper.
- You should familiarise yourself with the case study materials prior to the examination, taking time to consider the themes raised in the materials.
- You should take the opportunity to discuss the materials with your tutor/s either face to face or electronically.
- It is recommended that you consider the way in which your knowledge and understanding relates to the case study materials.

#### Instructions to Candidates Before the Examination

- You will be provided with a clean copy of the case study materials in the examination.
- You are **NOT** permitted to take your own copy of the case study materials or any other materials including notes or text books into the examination.
- In the examination, candidates must comply with the CILEx Examination Regulations.

*Turn over*

\* This unit is a component of the following CILEx qualifications: **LEVEL 6 CERTIFICATE IN LAW, LEVEL 6 PROFESSIONAL HIGHER DIPLOMA IN LAW AND PRACTICE** and the **LEVEL 6 DIPLOMA IN LEGAL PRACTICE**



## ADVANCE INSTRUCTIONS TO STUDENTS

You work in the Corporate Department of Kempstons LLP, Solicitors, The Manor House, Bedford, MK42 7AB.

You arrive at work to find the following memo awaiting your attention:

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### KEMPSTONS LLP

#### INTERNAL MEMORANDUM

**To:** Trainee Lawyer  
**From:** Harry Peters  
**Date:** [Today]  
**Matter:** Ingerith Johnston

I have been approached by an old college friend of mine, Ingerith Johnston, in relation to her veterinary practice.

I have arranged a meeting with Ingerith to come and to see me shortly - please brief yourself on the attached documents and prepare accordingly so that you may assist.

*Harry*

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You find the following documents attached to the memo:

- DOCUMENT 1** Email from Ingerith Johnston, Partner of Brighton Road Veterinary Surgery
- DOCUMENT 2** Brighton Road Veterinary Surgery Partnership Deed
- DOCUMENT 3** Email (File of Ingerith Johnston)
- DOCUMENT 4** Attendance Note (File of Ingerith Johnston)
- DOCUMENT 5** Email (File of Ingerith Johnston)
- DOCUMENT 6** Form IN01: Kempston Shelf Company 242 Limited

**Turn over**

## EMAIL

From: [ijohnston@brvets.co.uk](mailto:ijohnston@brvets.co.uk)

To: [hp@kempstonsllp.com](mailto:hp@kempstonsllp.com)

Date: 14 December 2012

Re: **Brighton Road Veterinary Surgery**

Dear Harry

I am sorry that I was not able to speak with you today. However, as suggested by your assistant, I have set out below a little more background to the practice and the reasons for my call.

It is probably best that I let you know a little more about the Surgery first.

The Brighton Road Veterinary Surgery was established some five years ago. The practice has managed to build a strong client base, mainly in the domestic pets market; we also have a growing equine practice.

The practice was established originally between:

- myself,
- Sarah Cheung,
- Zarek Khan, and
- Hilary Morris.

I have attached the only document we have formalising our arrangements (**Document 2**). It is one of those inevitable situations in that at the time we were setting up, we only jotted down our arrangements with the intention to put in place a full partnership agreement after the first year, if all went well.

As you can see, there used to be four partners, however, on 31 October 2011, with the agreement of all the partners, Hilary Morris retired. Sarah bought Hilary's share of capital and the partnership paid Hilary his share of profits. The partnership continues to use the Partnership Deed, however, Sarah's contribution to capital is now £60,000 and she now has 30% of the profits. This was agreed between the partners at a partnership meeting, although we haven't formally recorded this anywhere.

We have a brief, but regular practice meeting each Friday morning, to approve matters which we agreed required the consent of all of us, for example expenditure over £1,000. Otherwise it is generally left to me to run the day-to-day business activities of the partnership.

As you requested the information, in relation to our finances, we make up our accounts to 31 October each year. We made a profit last year and withdrew it all according to our profit ratios. This year, we have so far made a profit of £100,000, £50,000 of which has been withdrawn. The partnership had net assets of £480,000 as at 31 October 2012.



### **CASE STUDY MATERIALS**

The other matters that I wanted to mention relate to a problem with a partner with one of my fellow partners, Zarek Khan, who is objecting to me establishing a new business. Briefly these are:

#### **Boris Petrovski**

This is the instance relating to the neutering of a chinchilla owned by Boris Petrovski. I had not treated this kind of animal before, and after reference to a number of texts I determined that it would require the same quantities of anaesthetic as a guinea pig. Unfortunately, following the operation I was unable to wake the chinchilla up and it died. I have sent the animal for an independent autopsy and am awaiting the results. I have subsequently looked into the matter and I am told that the required dose for the chinchilla is approximately half the amount of anaesthetic required by guinea pigs. Mr Petrovski is threatening to bring a claim for negligence.

#### **Pets Accessories**

This is a business that I have been working on over the last eight months. It stems from a number of requests that I was getting from clients. In addition to various pet accessories, I have been assisted by a local friend of mine (Jessica Singleton) to provide dog walking and grooming services for dogs. Zarek claims that I have been doing this without the knowledge of the other partners, and this is despite fliers for the business being left in the waiting room and a number of our clients are now using the services that Jessica and I provide.

Zarek has escalated the issue somewhat, claiming that I have taken from the practice the fur clippers and 10 bottles of shampoo for use with this service. This has come to a head since we received an invoice from a new supplier I have sourced, Beswick plc ("Beswick"). I ordered 150 jewelled collars from Beswick costing £5,000, plus VAT, and the invoice has been addressed to the practice. The terms associated with the invoice state that it must be settled within 28 days otherwise legal action will be commenced.

Yesterday, Zarek called an emergency practice meeting with Sarah, but did not invite me to attend. I am not quite sure what happened but Zarek and Sarah say that they have voted to expel me under the terms of the Partnership Deed, and they are not going to pay me for my share of the profits, claiming that I have not spent sufficient time on the practice during the last three months. I was informed of this after the meeting.

Hopefully I'll be able to speak to you soon.

Kind regards

Ingerith Johnston

**Turn over**

## DOCUMENT 2

**Partnership Deed:** We hereby agree to enter into partnership together as follows:

**1. Capital contributions**

Ingerith Johnston - £80,000 (comprising £15,000 for one X-ray machine; £65,000 cash)

Zarek Khan - £100,000 (comprising £80,000 for premises to be used by the business and £20,000 cash)

Sarah Cheung - £50,000 (comprising cash only)

Hilary Morris - £10,000 (comprising cash only)

**2. Business:** Veterinary Surgery**3. Name of business:** Brighton Road Veterinary Surgery**4. Surgery premises**

12 Brighton Road, Southampton, Hampshire SO18 6TG

**5. Profit share:**

Ingerith Johnston:	40%
Zarek Khan:	30%
Sarah Cheung:	20%
Hilary Morris:	10%

**6. Management:** No partner to incur any expenditure over £1,000 without the consent of all partners.**7. Partnership commencing:** 24 June 2007**8. Duration of partnership:** 12 months fixed term**9. Termination:** After the end of the first 12 months, by any partner giving at least 6 months notice in writing to all the other partners.**10. Expulsion:** A partner may be expelled by a majority of the partners if that partner commits a serious breach of this partnership agreement.

**SIGNED** as a deed by the said

*Ingerith Johnston*

**Ingerith Johnston**

In the presence of:

*Richard Owen, Doctor, 105, Esplanade Drive, Southampton, SO18 5DF*

**SIGNED** as a deed by the said

*Zarek Khan*

**Zarek Khan**

In the presence of:

*Richard Owen, Doctor, 105, Esplanade Drive, Southampton, SO18 5DF*

**CASE STUDY MATERIALS**

**SIGNED** as a deed by the said

*Sarah Cheung*

**Sarah Cheung**

In the presence of:

*Richard Owen, Doctor, 105, Esplanade Drive, Southampton, SO18 5DF*

**SIGNED** as a deed by the said

*Hilary Morris*

**Hilary Morris**

In the presence of:

*Richard Owen, Doctor, 105, Esplanade Drive, Southampton, SO18 5DF*

**Turn over**

**EMAIL**

From: [hp@kempstonsllp.com](mailto:hp@kempstonsllp.com)  
To: [legalexec@kempstonsllp.com](mailto:legalexec@kempstonsllp.com)  
Date: 17 December 2012  
**Re: Ingerith Johnston**

Please see the attached attendance note and subsequent email received from Ingerith Johnston (**Documents 4 and 5**). I have also just briefly spoken to Ingerith to both confirm that we will be opening a separate file for this matter and that we will discuss the issues arising out of the attached file note when we meet with her. Although she doesn't explain, before you wonder, Edward is her (much) younger brother.

Given the possibilities that arise from the conversation with Ingerith I have dug out details of one of our shelf companies (**Document 6**). I only have the IN01 and currently await certificates from Companies House. Until we know what it is that Ingerith intends, please make sure that you are fully conversant with the attached.

*Harry*

## ATTENDANCE NOTE

Date: 17 December 2012

Client: Ingerith Johnston

File No.: 00001289/IJ

**Matter:** Ingerith Johnston – Pets Accessories

Telephone conversation with Ingerith Johnston (IJ)

We briefly discussed her current situation and the types of options that she was considering in relation to the Surgery. IJ asked whether I had any thoughts arising out of the issues in her recent email. I explained that I had not had a chance to fully read into the matter, but that I would do so prior to our meeting and that a trainee would most likely be attending with me. To help with our preparation I requested from IJ a copy of the order she had placed with Beswick plc. IJ promised to provide a copy.

IJ explained that whilst her relations with her fellow partners were unsettled, she was looking further into the business with Jessica Singleton (JS), who wants to put the arrangements onto a more formal footing. IJ currently runs Pets Accessories as a loose arrangement with Jessica.

IJ explained that she and JS were contemplating the following arrangement:

1. To structure the business in such a way as to limit their exposure to liability. IJ was unclear as to the consequences of the difference arising from various business entities and said that she would appreciate a greater explanation when we met.
2. The new entity is to take/include the Pets Accessories name, as this is already reasonably well recognised in the Southampton area.
3. Each transfer/lease various assets to the business: JS has been using an outhouse that is detached from her house (for which she owns the freehold) and from where she has been running most of the grooming aspects of the business – this will be incorporated somehow into the business as a fixed asset for the business; IJ has a suitable utility vehicle that is capable of carrying either pets in varying sized containers or products, together with office related equipment. Neither have sought a formal valuation for each of their contributions, however, they are hoping that together with cash contributions they will have approximately half shares each, in terms of the new entity's asset once transferred.
4. IJ and JS will be the sole owners and managers of the entity.
5. The business is expected to seek additional funding from either family members or from business loans, and if the former, it is not improbable that new owners/managers may be introduced in time.

IJ agreed to a meeting at 10am Friday next week.

**Turn over**

**EMAIL**

From: [ijohnston@brvets.co.uk](mailto:ijohnston@brvets.co.uk)

To: [hp@kempstonsllp.com](mailto:hp@kempstonsllp.com)

Date: 17 December 2012

**Re: Thanks!**

Hi Harry

Thanks for the call this morning, really good to have a catch up and hear your news.

I have been thinking carefully about some of the things you said, and I think that it is probably time for me to no longer work at the surgery, and I will want to discuss what my possible options are, i.e. leaving or not, when we meet.

In addition, having discussed my plans in relation to Pets Accessories, Mum and Dad have said that they will make the business a loan of £75,000. However, Dad has said that he wants this to be put on a formal footing, to both protect his investment (typical Dad, always wanting to see what he can make!) and so that it can provide both of them with a possible income, even if nominal, and to help fund Edward through university.

He has suggested a rate of 3.5% per annum. I have spoken to Jess, and she seems fine with this suggestion.

Anyway, I'll look forward to seeing you soon.

Ingerith



In accordance with  
Section 9 of the  
Companies Act 2006.

# IN01

## Application to register a company

A fee is payable with this form.  
Please see 'How to pay' on the last page.

✓ **What this form is for**  
You may use this form to register a private or public company.

✗ **What this form is NOT for**  
You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01.

For further information, please refer to our guidance at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

### Part 1 Company details

#### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

#### A1 Company details

Please show the proposed company name below.

Proposed company name in full ①

Kempston Shelf Company 242 Limited

For official use

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#### ① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

#### ② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

- ☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

#### ③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A4 Company type ④

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares  
☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### ④ Company type

If you are unsure of your company's type, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

IN01

Application to register a company

A5

**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales  
☐ Wales  
☐ Scotland  
☐ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

**Registered office address ②**

Please give the registered office address of your company.

Building name/number **The Manor House**

Street

Post town

**Bedford**

County/Region

**Bedfordshire**

Postcode

**M K 4 2 7 A B****② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

**Articles of association ③**

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☒ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☐ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

③ For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A8

**Restricted company articles ④**

Please tick the box below if the company's articles are restricted.

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



IN01

Application to register a company

## Part 2

## Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

## Secretary

B1

## Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	Ms
Full forename(s)	Claire
Surname	Harris
Former name(s) ②	

## ① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

## Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

## Secretary's service address ③

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

## ③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

## Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
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## ④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

**Corporate secretary****C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

**Registered or principal address**

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

**C2****Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**

→ No Complete **Section C4 only**

**C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ③

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

**C5****Signature ⑤**

I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

**⑤ Signature**

The person named above consents to act as corporate secretary of the proposed company.

IN01

Application to register a company

## Director

D1 Director appointments <sup>①</sup>	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Ms
Full forename(s)	Claire
Surname	Harris
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	United Kingdom
Nationality	British
Date of birth	<div>d0</div> <div>d9</div> <div>m0</div> <div>m4</div> <div>y1</div> <div>y9</div> <div>y8</div> <div>y4</div>
Business occupation (if any) <sup>④</sup>	Solicitor

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4

**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address <sup>⑤</sup>	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Manor House
Street	
Post town	Bedford
County/Region	Bedfordshire
Postcode	<div>M</div> <div>K</div> <div>4</div> <div>2</div> <div>7</div> <div>A</div> <div>B</div> <div></div>
Country	United Kingdom

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature <sup>⑥</sup>	
I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X</div>

**⑥ Signature**  
The person named above consents to act as director of the proposed company.



IN01

Application to register a company

**This page is not shown on the public record**

Do not cover this barcode

**D4****Director's usual residential address <sup>①</sup>**

	Please complete your usual residential address below.
Building name/number	Same as service address
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

**① New director's usual residential address**

Please state 'Same as service address' in this section if your usual residential address is recorded in the company's proposed register of director's residential addresses as 'Same as service address'.

You cannot state 'Same as service address' if your service address has been stated in Section D2 as 'The Company's Registered Office'. You will need to complete the address in full.

This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.

Section 243 of  
Companies Act 2006

**Section 243 exemption <sup>②</sup>**

Only tick the box below if you are in the process of applying for, or have been granted, exemption by the Registrar from disclosing your usual residential address to credit reference agencies under section 243 of the Companies Act 2006.

☐
**Different postal address:**

If you are applying for, or have been granted, a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Where you are applying for a section 243 exemption with this notice, the application and this form must be posted together.

**②** If you are currently in the process of applying for, or have been granted, a section 243 exemption, you may wish to check you have not entered your usual residential address in Section D2 as this will appear on the public record.

**X**

IN01

Application to register a company

**Director****D1 Director appointments <sup>①</sup>**

Please use this section to list all the director appointments taken on formation. <b>For a corporate director, complete Sections E1-E5.</b>	
Title*	Mr
Full forename(s)	Harry
Surname	Peters
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	United Kingdom
Nationality	British
Date of birth	d <sup>2</sup> d <sup>4</sup> m <sup>0</sup> m <sup>3</sup> y <sup>1</sup> y <sup>9</sup> y <sup>7</sup> y <sup>1</sup>
Business occupation (if any) <sup>④</sup>	Solicitor

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in Section D4

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2 Director's service address <sup>⑤</sup>**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Manor House
Street	
Post town	Bedford
County/Region	Bedfordshire
Postcode	M K 4 2 7 A B
Country	United Kingdom

**⑤ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3 Signature <sup>⑥</sup>**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X

X

**⑥ Signature**

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

**This page is not shown on the public record**

Do not cover this barcode

**D4****Director's usual residential address <sup>①</sup>**

	Please complete your usual residential address below.
Building name/number	Same as service address
Street	
Post town	
County/Region	
Postcode	
Country	

**① New director's usual residential address**

Please state 'Same as service address' in this section if your usual residential address is recorded in the company's proposed register of director's residential addresses as 'Same as service address'.

You cannot state 'Same as service address' if your service address has been stated in section D2 as 'The Company's Registered Office'. You will need to complete the address in full.

This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.

Section 243 of  
Companies Act 2006

**Section 243 exemption <sup>②</sup>**

Only tick the box below if you are in the process of applying for, or have been granted, exemption by the Registrar from disclosing your usual residential address to credit reference agencies under section 243 of the Companies Act 2006.

☐
**Different postal address:**

If you are applying for, or have been granted, a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

Where you are applying for a section 243 exemption with this notice, the application and this form must be posted together.

**②** If you are currently in the process of applying for, or have been granted, a section 243 exemption, you may wish to check you have not entered your usual residential address in Section D2 as this will appear on the public record.



**X**



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Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies ②</b>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
<b>E5</b>	<b>Signature ⑤</b>		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company.
	I consent to act as director of the proposed company named in <b>Section A1</b> .		
Signature	Signature  		

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Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	£1	-	2	£ 2
				£
				£
				£
Totals				£ 2

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

2

Total aggregate  
nominal value ④

£2

④ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

② Total number of issued shares in this class.

③ Number of shares issued multiplied by  
nominal value of each share.**Continuation Pages**Please use a Statement of Capital continuation  
page if necessary.



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Application to register a company

F4

**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Ordinary

Prescribed particulars  
①

The company's share capital is comprised of ordinary shares of £1 each.

**① Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share	
Prescribed particulars ①	<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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Application to register a company

F5

## Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

## Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name Claire Harris	Ordinary	1	Pound Sterling	£1	-	£1
Address The Manor House Bedford Bedfordshire MK42 7AB						
Name Harry Peters	Ordinary	1	Pound Sterling	£1	-	£1
Address The Manor House Bedford Bedfordshire MK42 7AB						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** (Statement of compliance).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**① Name**

Please use capital letters.

**② Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**③ Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

**Subscriber's details**

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## ① Name

Please use capital letters.

## ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

## ③ Amount guaranteed

Any valid currency is permitted.

## Continuation pages

Please use a 'Subscribers' continuation page if necessary.



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Application to register a company

**Part 5****Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

**H1****Statement of compliance delivered by the subscribers<sup>①</sup>**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

**Continuation pages**  
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

**H2****Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X

X

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Harry Peters**

Company name **Kempstons LLP, Solicitors**

Address **The Manor House**

Post town **Bedford**

County/Region **Bedfordshire**

Postcode **M K 4 2 7 A B**

Country **United Kingdom**

DX **3289 Bedford**

Telephone **01234 554466**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).  
☐ At the agents address (Given in Section H2).

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.  
☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.  
☐ You have used the correct appointment sections.  
☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.  
☐ The document has been signed, where indicated.  
☐ All relevant attachments have been included.  
☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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