

## CHARITABLE COMPANY INSTRUCTION SHEET AND ORDER FORM

Thank you for your recent enquiry regarding the purchase of a **CHARITABLE COMPANY LIMITED BY GUARANTEE**.

Our aim is to make the ordering and purchasing of your company as simple as possible. Follow the step by step guide on page 2, and you are sure to receive your company in the fastest possible time.

**Please make sure that the enclosed order forms are fully and accurately completed, and signed where necessary. Failure to complete these forms correctly could delay the formation of your company.**

### THE KESTRIAN SERVICE

**WHEN YOU PURCHASE A COMPANY FROM KESTRIAN,  
YOU WILL RECEIVE A PRODUCT OF THE HIGHEST QUALITY.**

Your **COMPANY KIT** contains the following:

- Six copies of your company's Memorandum and Articles of Association. Five of these copies are bound in high quality covers, with the sixth copy being unbound, to enable you to take additional photocopies if you wish to.
- Company Register.
- Your own choice of main objects clause to suit your company's individual requirements.
- Your company's Certificate of Incorporation and the necessary statutory forms for completion and filing with the Registrar of Companies.
- All documents relating to the formation of your company are filed by us with the Registrar of Companies.

***Your company is warranted by us never to have traded nor to have incurred any liabilities as at the date of sale to you.***

# STEP BY STEP GUIDE FOR ORDERING A CHARITABLE COMPANY

## GUIDANCE NOTES

In order to assist promoters of companies that wish to apply for charitable status the Charity Commission has produced a model set of Memorandum and Articles of Association of a charity, together with notes which give advice concerning the content of these documents. The model can be viewed and downloaded from our website at [www.kestrian.co.uk](http://www.kestrian.co.uk).

Which options you choose will depend on how you wish the charity to be structured and to work. The model is not comprehensive, however, and if you wish to include any special or complex provisions which are not contained in the model you should consider asking a solicitor to help you. The model provides a number of options, details of which are given in the notes to the model Memorandum and Articles of Association. You should refer specifically to:

- Minimum number to constitute a quorum (Article 17(2)(a))
- Minimum number of directors (Article 28)
- Proceedings of directors (Article 41(5))
- Proceedings of directors (Article 41(6))
- Indemnity - directors (Article 57)      OPTION 1              OPTION 2              OPTION 3
- Indemnity - auditor (Article 57A)

You should insert which of the above you require on the Order Form.

Please note that Kestrian work closely with Companies House in relation to the formation of companies. We do not deal directly with the Charity Commission concerning their requirement for registering companies as charities. Clients or their advisers must ensure that they have satisfied the requirements of the Charity Commission before instructing Kestrian to proceed with the formation

## STEP 1

Complete the INSTRUCTION SHEET on page 3. Please note the following points:

- Complete the forms throughout in BOLD BLOCK CAPITALS.
- Complete the PRICING STRUCTURE contained in the order form. Please note that all our prices include VAT. You will be sent a VAT invoice with your Company Kit.
- Enclose your remittance in full (unless you have an approved credit account). Cheques should be made payable to KESTRIAN COMPANY SERVICES and are only accepted from practising firms of accountants or solicitors.

## STEP 2

Complete the rest of the order form on pages 4 to 6 with the relevant details to appoint the officers of the company. Please note a Company Secretary appointment is optional. If more than 3 Directors are appointed at formation please print the relevant pages to use as continuation pages. If you are unable to provide authentication details from the choice of three provided please contact us for other options. Please read the notes provided, particularly with regard to service addresses. The notes assist in completing the correct information allowing us to process your formation promptly.

## STEP 3

Send the following documents to us:

- Instruction Sheet and Order Form, pages 3-6
- Your remittance

## ADDITIONAL SERVICES

Kestrian offer a number of useful services with their Charitable Companies.

### DISPENSATION WITH WORD "LIMITED" IN COMPANY NAME

Some companies are entitled to dispense with the word "Limited" in their name. Such companies must be limited by guarantee and must have objects which are the promotion of commerce, art, science, education, religion, charity or any profession. In addition the company's Articles must:

- (1) require that its profits or other income are to be applied in promoting its objects,
- (2) prohibit the payment of dividends to its members; and
- (3) require all its assets otherwise available to members on a winding up to be transferred to another body with objects similar to its own, or to a charitable body.

Kestrian provide a service to allow your company to dispense with the word "Limited" provided it satisfies the criteria set out above.

### NAMEPLATES

Kestrian supply engraved company nameplates in anodised silver aluminium. The name of your company, together with the words "Registered Office", are engraved on the nameplate.

### COMPANY SEAL

The Companies Act 2006 does not require a company to have a seal. However, if the company wishes to use a seal then it can do so.

### PERSONALISED FRONT COVERS - MEMORANDUM AND ARTICLES OF ASSOCIATION

Professional advisers can have their firm's name, address and telephone number, together with a description of their business printed on every copy of the company's Memorandum and Articles of Association. ***This service is provided FREE OF CHARGE.***

# CHARITABLE COMPANY INSTRUCTION SHEET

COMPANY NAME	
OBJECTS (Attach separate sheet if insufficient space)	

Options based on Charity Commission Model Articles of Association (Please tick the appropriate box or insert a number)					
Minimum number to constitute a quorum (Article 17(2)(a))		< INSERT NUMBER			
Minimum number of directors (Article 28)		< INSERT NUMBER			
Proceedings of directors (Article 41(5))					
Proceedings of directors (Article 41(6))					
Indemnity - directors (Article 57)	OPTION 1	OPTION 2		OPTION 3	
Indemnity - auditor (Article 57A)					

**MAY WE PERSONALISE YOUR MEMORANDUM?** *This service is FREE* (see page 2) YES  NO

## CHARITABLE COMPANY ORDER FORM & PRICING STRUCTURE

Supply of Charitable Company	£250.00	
Nameplate	£21.00	
Hand held plier seal (not required by law)	£27.00	
Postage and packing - 24 hour delivery including trace and track <i>(deselect if collecting by hand)</i>	£8.20	
<b>TOTAL PRICE (inclusive of VAT)</b>	<b>£</b>	

We hereby confirm our order for the supply of a Guarantee Company, together with the additional services set out above. We have read and agree to be bound by your Terms and Conditions of Business set out on page 6.

<b>NAME (INDIVIDUAL OR BUSINESS)</b>			
<b>INVOICE ADDRESS</b>		<b>DESPATCH ADDRESS</b> <i>(If different from invoice address)</i>	
<b>POSTCODE</b>		<b>POSTCODE</b>	
<b>TEL NO</b>	<b>REF</b>	<b>CONTACT NAME</b>	<b>DATE</b>



**TELL US HOW YOU WILL BE PAYING.** WE ARE ONLY ABLE TO ACCEPT CHEQUES FROM OR OFFER CREDIT TERMS TO PRACTISING FIRMS OF ACCOUNTANTS OR SOLICITORS

**ACCOUNT** - An invoice will be raised for existing account holders.  
 **CHEQUE** - Only available to practising firms of accountants or solicitors. Please make cheques payable to **Kestrian Company Services**.  
 **CASH** - Do not send cash through the post.  
 **POSTAL ORDER, BANKERS DRAFT OR BUILDING SOCIETY DRAFT** - These methods ensure that your company can be despatched as soon as it is available. Make all payments to **Kestrian Company Services**.  
**MASTERCARD, VISA, or OTHER** (We do not accept American Express)  
 - Payment using Mastercard, Visa or other ensures that your company is dispatched as soon as it is available.  
**Please complete the boxes below.**

I wish to pay by Mastercard	<input type="checkbox"/>		Visa	<input type="checkbox"/>		Other	<input type="checkbox"/>	Signature	
Card number						Address of cardholder			
Security Code	<input type="text"/>	This is the last 3 digits of the number printed on the signature strip on the back of the card							
Name on card									
Expiry date	<input type="text"/>	Issue Number (where applicable)	<input type="text"/>	Postcode	<input type="text"/>				

KESTRIAN USE ONLY	PAYMENT £		PAY METHOD		RECEIVE DATE	
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# Give details of the director (s)

If you wish to appoint additional directors please print further copies of this page and use as continuation pages.

<b>COMPANY DIRECTOR (Note 1)</b>			
TITLE	<input type="text"/>	HONOUR	<input type="text"/>
FORENAME(S)	<input type="text"/>	<input type="text"/>	
SURNAME	<input type="text"/>		
DATE OF BIRTH	<input type="text"/>	Please enter date of birth in dd/mm/yyyy format eg. 21/05/1978	
PREVIOUS FORENAME(S)	<input type="text"/>	<input type="text"/>	
PREVIOUS SURNAME (Note A)	<input type="text"/>		
NATIONALITY	<input type="text"/>	OCCUPATION	<input type="text"/>
RESIDENTIAL ADDRESS	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>
<b>Authentication details - please complete all 3 boxes (Note 2)</b>			
Town of birth	<input type="text"/>		
Mother's maiden name	<input type="text"/>		
Father's first name	<input type="text"/>		

<b>COMPANY DIRECTOR (Note 1)</b>			
TITLE	<input type="text"/>	HONOUR	<input type="text"/>
FORENAME(S)	<input type="text"/>	<input type="text"/>	
SURNAME	<input type="text"/>		
DATE OF BIRTH	<input type="text"/>	Please enter date of birth in dd/mm/yyyy format eg. 21/05/1978	
PREVIOUS FORENAME(S)	<input type="text"/>	<input type="text"/>	
PREVIOUS SURNAME (Note A)	<input type="text"/>		
NATIONALITY	<input type="text"/>	OCCUPATION	<input type="text"/>
RESIDENTIAL ADDRESS	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>
<b>Authentication details - please complete all 3 boxes (Note 2)</b>			
Town of birth	<input type="text"/>		
Mother's maiden name	<input type="text"/>		
Father's first name	<input type="text"/>		

<b>SERVICE ADDRESS (Note 3)</b>			
<input type="text"/>			
<input type="text"/>			
<input type="text"/>			
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>

<b>SERVICE ADDRESS (Note 3)</b>			
<input type="text"/>			
<input type="text"/>			
<input type="text"/>			
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>

## Notes:

- 1, If a Director, secretary or subscriber is a corporate body, please contact us for advice on the completion of this form. One director must be a natural person aged 16 or over.
2. Authentication details effectively replace the signature requirement for officers of a company.
3. Every director must provide Companies House with both their usual residential address, and a service address. The service address will be on the public record and will be public information but the residential address will be protected information. A director can choose any address as the service address including the registered office address of the company. The address must be where documents can be delivered and an acknowledgement or receipt can be provided if required. The address cannot be a PO Box or a DX number. If the director chooses to use his residential address as the service address the fact that the two addresses are the same would not be apparent from the public record. The residential address will only be available to prescribed regulatory authorities such as the police or HMRC, and it may also be made available to Credit Reference Agencies.

**Authentication Details: It is an offence to submit false information to Companies House. Please check all details carefully before submitting. If you are unable to supply the authentication details requested, please contact us for assistance.**

# Give details of the director and secretary (if applicable)

If you wish to appoint additional directors please print further copies of this page and use as continuation pages.

<b>COMPANY DIRECTOR (Note 1)</b>			
TITLE	<input type="text"/>	HONOUR	<input type="text"/>
FORENAME(S)	<input type="text"/>		
SURNAME	<input type="text"/>		
DATE OF BIRTH	<input type="text"/>	Please enter date of birth in dd/mm/yyyy format eg. 21/05/1978	
PREVIOUS FORENAME(S)	<input type="text"/>		
PREVIOUS SURNAME (Note A)	<input type="text"/>		
NATIONALITY	<input type="text"/>	OCCUPATION	<input type="text"/>
RESIDENTIAL ADDRESS	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>
<b>Authentication details - please complete all 3 boxes (Note 2)</b>			
Town of birth	<input type="text"/>		
Mother's maiden name	<input type="text"/>		
Father's first name	<input type="text"/>		

<b>COMPANY SECRETARY (OPTIONAL) (Note 1)</b>			
TITLE	<input type="text"/>	HONOUR	<input type="text"/>
FORENAME(S)	<input type="text"/>		
SURNAME	<input type="text"/>		
PREVIOUS FORENAME(S)	<input type="text"/>		
PREVIOUS SURNAME (Note A)	<input type="text"/>		
SERVICE ADDRESS (Note B)	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>
<b>Authentication details - please complete all 3 boxes (Note 2)</b>			
Town of birth	<input type="text"/>		
Mother's maiden name	<input type="text"/>		
Father's first name	<input type="text"/>		

<b>SERVICE ADDRESS (Note 3)</b>			
	<input type="text"/>		
	<input type="text"/>		
	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>

**Note A:**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give their former maiden name or previous married names unless previously used for business purposes.

**Note B:**  
A service address only is required for a company secretary.  
The service address is the address that will appear on the public record. The service address can be the registered office of the company. If you provide your residential address it will appear on the public record.

## Notes:

1. If a Director, secretary or subscriber is a corporate body, please contact us for advice on the completion of this form. One director must be a natural person aged 16 or over.
2. Authentication details effectively replace the signature requirement for officers of a company.
3. Every director must provide Companies House with both their usual residential address, and a service address. The service address will be on the public record and will be public information but the residential address will be protected information. A director can choose any address as the service address including the registered office address of the company. The address must be where documents can be delivered and an acknowledgement or receipt can be provided if required. The address cannot be a PO Box or a DX number. If the director chooses to use his residential address as the service address the fact that the two addresses are the same would not be apparent from the public record. The residential address will only be available to prescribed regulatory authorities such as the police or HMRC, and it may also be made available to Credit Reference Agencies.

# Give details of the registered office, declarant and subscriber

REGISTERED OFFICE OF COMPANY			
ADDRESS	<input type="text"/>		
POST TOWN	<input type="text"/>	COUNTY	<input type="text"/>
COUNTRY	<input type="text"/>	POSTCODE	<input type="text"/>

DECLARANT AND SUBSCRIBER	
CONFIRM THE NAME OF THE DECLARANT	
FORNENAME(S)	<input type="text"/>
SURNAME	<input type="text"/>
(There can only be one declarant and this person must be one of the directors of the company or the company secretary: The declarant is responsible for ensuring that the information sent to Companies House and included on this form is correct.)	

CONFIRM THE NAME OF THE SUBSCRIBER TO THE MEMORANDUM OF ASSOCIATION	
FORNENAME(S)	<input type="text"/>
SURNAME	<input type="text"/>
(The subscriber is usually one of the directors of the company or the company secretary. Please contact us if this is not the case. The subscriber to the Memorandum of Association will be the sole member in the company.)	

## TERMS AND CONDITIONS OF BUSINESS

### INTERPRETATION

In these Terms and Conditions of Business, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:

WORD	MEANING
Kestrian	Prima Company Services Limited.
The Client	The person, business, firm, partnership or corporate body issuing instructions to Kestrian
Goods	Any goods, services, supplies, publications, documents, advice or information supplied by, or work carried out or undertaken by Kestrian as part of its normal business activities.

### GENERAL

These Terms and Conditions of Business shall be deemed to be an integral part of any contract entered into between Kestrian and the Client insofar as such Terms and Conditions of Business are not expressly varied in writing, such variation being agreed in writing by both Kestrian and the Client.

### CLIENTS LIABILITY

The Client shall be liable in the capacity of principal for the costs of all goods supplied by Kestrian, and costs shall include all that expenditure incurred in the normal course of business in bringing the Goods to their location and condition.

The client shall be liable for the aforementioned costs notwithstanding that he purports to contract as an agent.

### PLACE OF SALE

- The place of sale of Goods supplied by Kestrian to the Client shall be the offices of Kestrian, and the Client shall be liable for all expenditure incurred in delivering the Goods to the Client.
- The risk of loss or damage to Goods shall be that of the Client who shall bear such risk from the time that the Goods are dispatched or otherwise leave the office of Kestrian.
- All Goods supplied by Kestrian to the Client shall, on receipt by the Client, be immediately inspected by him. Any fault, deficiency or damage in or to the Goods must be reported in writing to Kestrian by the Client within 7 working days from the date of inspection. Failure to report any fault, deficiency or damage within the aforementioned time period shall result in the Goods being treated in all respects as in accordance with the original instructions given by the Client.

### ACCURACY OF INFORMATION

Information and advice contained in Goods supplied by Kestrian to the Client shall be reasonably accurate, and Kestrian shall use its best endeavours to ensure the accuracy of such information and advice, having regard to the Client's instructions and the source material from which the information and advice relating to the Goods was obtained.

### DELIVERY OF GOODS

Kestrian shall use its best endeavours to supply Goods to the Client within the time periods stipulated by the Client, but shall not be responsible for the failure to meet delivery dates or time limits due to circumstances beyond the reasonable control of Kestrian.

### PAYMENT OF GOODS

- The Client shall pay any invoice in full which is submitted by Kestrian to the Client, such payment being made by the Client within 30 days from the date of the said invoice.
- Should the Client fail to make payment in full of any invoice within the time period set out above, Kestrian reserve the right to charge interest on the outstanding amount due on the said invoice at a rate of 5 per cent per annum above the prevailing Barclays Bank Plc base lending rate.
- Should it be necessary for Kestrian to instruct third parties to collect payment of any invoice not paid within the time period set out above, the Client shall be liable for all reasonable expenditure incurred, or charges rendered to Kestrian by such third parties including all necessary and reasonable disbursements incurred to effect the collection of the outstanding amounts due.

### CHARGES

The prices charged by Kestrian shall be in accordance with the prevailing scale of charges levied by Kestrian at the time any work was carried out relating to the Goods supplied to the Client, and such charges shall include all costs and disbursements necessarily incurred by Kestrian.

### COMPANY NAMES

Kestrian accept no liability with regard to company names selected by the Client or by Kestrian on behalf of the Client. The Client is solely responsible for ensuring that the company name selected by him does not infringe any copyright, trade mark, service mark or patent, or give rise to any objection to the use of the said name by another party or by the Secretary of State for Business, Innovation & Skills.

### PREVAILING LAW

Any contract entered into between Kestrian and the Client, together with these Terms and Conditions of Business shall be governed by the laws of England.