

ELECTRONIC
INCORPORATION
NOW AVAILABLE



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COMPANY FORMATION • INFORMATION
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LLP

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York Place is a trading division of
Stanley Davis Group Limited
Registered Office:
41 Chalton Street London NW1 1JD
Registered in England Company
No. 2413680

Limited Liability Partnership Formation Request

THE UK LIMITED LIABILITY PARTNERSHIP

What is a Limited Liability Partnership (LLP)?

The LLP provides a halfway house between a partnership and a limited company, permitting the members to enjoy limited liability within the framework of a partnership.

An LLP is a corporate entity created by agreement of at least two members to carry on a lawful business with a view to profit. It offers the advantage of limited liability whilst the members operate as a partnership and are taxed as individuals. There is no corporate taxation. There are no directors. Designated members take the responsibility for the compliance of the LLP. All members are responsible for the management of the LLP. Through the process of registration, an LLP can, like a limited company,

enter into contracts in its own name
sue and be sued in its own name
buy, sell and lease property in its
own name

Registration requirements

For UK LLP's incorporated under the LLP Act 2000 the following should be noted:

- ◆ An LLP name must be chosen and care must be taken to ensure that it does not conflict with an existing name on the register and that it does not contain any sensitive words not permitted for registration without complying with the correct qualifying criteria. A proposed LLP name will not be permitted where there is already a limited company registered with the same name.
- ◆ An agreement is essential to formalise the relationship between members in respect of capital share, exit provisions, management and other important matters. Within the formation charges York Place provides a Model Agreement which has been settled by Counsel. Alternatively York Place will utilise clients' existing agreements and reflect the requirements set out in the LLP Act 2000.
- ◆ There must be a minimum of two members. At least two members must be 'designated members'. These members are responsible for the compliance of the LLP. All members are responsible for the management of the LLP. No secretary is required.
- ◆ The address of the registered office of the LLP must be in England and Wales. This is not to be confused with the LLP's trading addresses which may be different.

York Place can help with all the registration and compliance requirements both at the time of incorporation, formulation of the agreement and on an ongoing basis.

On the following pages please complete the information we need to incorporate your LLP. If you have any problems or questions, please call or email us. Payment is required unless you have a credit account. Credit cards accepted. Send completed form FREEPOST to York Place Company Services, NEA 1234, Leeds LS1 1YY or order direct from our website www.yorkplace.co.uk

Thank you for using York Place to help you with your LLP formation. Should you have any difficulty in completing the LLP Formation Request Form please do not hesitate to contact the LLP Formations Team at LLP@yorkplace.com or 0113 224 5450.

Incorporation as an LLP

Limited Liability

The liability of the members is limited to the capital contribution and the amount agreed to be contributed to the assets of the LLP in the event of its being wound up.

Perpetual Succession

An LLP ceases to exist only if it is formally wound up or struck from the register by Companies House.

Protection of the Name

Incorporation ensures that no other LLP or company wishing to register can be registered with your title.

Tax Structure

The Tax Structure is that of a partnership and the LLP is transparent for tax purposes. The members of the LLP are taxed as individuals and no corporate taxation applies.

Borrowing Platform

An LLP is permitted to arrange for borrowings by way of charges over its assets.



LPP Formation Package

£260.00
inclusive

The LLP package is a fully comprehensive package including:

- ◆ Certificate of incorporation
- ◆ Six bound copies of the LLP agreement ready for signature
- ◆ Fully completed first member meeting minutes
- ◆ Completed Statutory and other useful registers secured in a high quality A4 size looseleaf register housed in a boxed slip case for easy shelf filing. A useful ID pocket on the spine makes for easy reference
- ◆ Forms pack including downloadable statutory forms for future use, guidance notes for members and What Next? compliance notes
- ◆ Companies House registration fee and VAT.

An agreement is not mandatory. You may use your own, or use the York Place Model Agreement settled by counsel, or the York Place Agreement modified to reflect your specific requirements, or we will use your agreement and reflect the LLP Act 2000 requirements only.

Where your agreement is lengthy and/or complex it may be necessary for York Place to charge an additional fee for redrafting.

WHAT WE NEED TO KNOW - PLEASE COMPLETE THE FOLLOWING

All charges quoted include VAT.

1. (a) Proposed LLP name

Please list up to three names in order of priority. The Registrar will accept any name for registration provided it is not identical to one already registered, or it is not on his list of sensitive names (words like 'royal' or 'international' which require either special permission or further information about the LLP). The greatest care must be taken when selecting a name too like one already registered. You may be required to change the name should the existing LLP or company choose to object to the Secretary of State or the Company Names Adjudicator.

i) _____

ii) _____

iii) _____

1. (b) Domain Name Search

No Fee

Proposed Domain Name: _____

1. (c) NETReg

An internet domain name is often a requirement after incorporation as companies wish to have an e-mail address and possibly a web site. Registration can be effected subject to the name being available.

Domain Name(s) required:

Registration and maintenance of a domain name. **£25.00**

UK (eg .co.uk)

International (eg .com)

£30.00

1. (d) Trade Mark Search

If the use of the proposed name relates to goods or services it may well conflict with that of an existing registered trademark. In most cases it is prudent to carry out a same name trademark search, and if it is the intention to register a trademark, a full trademark search is recommended.

Trade Mark Search - Same Name

UK and CTM

£72.00

Trade Mark Search - Full

UK and CTM

£190.00

Proposed Trademark _____

Related Product/Service _____

(Refer to Trademark Request Form for more details on Trademarks generally).

2. The Agreement

The Agreement is not a mandatory requirement. It is, however, a practical necessity to ensure that members have clear guidance in respect of the qualifications for new members, exit provisions as well as profit participation and other important matters.

The following information asks you to provide York Place with brief information to enable us to prepare a suitable agreement and identifies what is included in the York Place Model Agreement settled by counsel.

(i)a. Do you have an existing agreement? Yes No

b. Do you require York Place to modify your existing agreement to reflect the LLP Act 2000 requirements? Yes No

c. Do you wish to use the York Place Model Agreement settled by counsel? Yes No

If yes, to enable York Place to provide you with a completed agreement please provide the following:-

What we need to know

All charges quoted include VAT.

(ii)a. Members

| Names and Addresses of Members | Designated Member |
|--------------------------------|--|
| _____ | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| _____ | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| _____ | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| _____ | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| _____ | <input type="checkbox"/> Yes <input type="checkbox"/> No |

- b.** The minimum number of members is two. Do you require that this be increased? If so to what number? _____
- c.** There is currently no maximum number of members referred to in the York Place Model Agreement. Do you require that a maximum number be shown? If so please state _____

(iii). Nature of business

In brief explain the business in which the LLP will be engaged.

(iv). Date of agreement

The Agreement will be effective on the date of incorporation of the LLP Yes / or please specify ____/____/____

(v). Offices

- a.** The registered office of the LLP will be at:-

- b.** The business of the LLP shall be carried on at:-

(vi). Capital and Voting Rights

The capital of the LLP shall be £_____ and shall be contributed by the members and should confer voting rights in the proportions indicated:-

| Names of Members | Contribution | Voting Rights |
|------------------|--------------|---------------|
| _____ | £ _____ | % _____ |
| _____ | £ _____ | % _____ |
| _____ | £ _____ | % _____ |
| _____ | £ _____ | % _____ |

(vii). Profits and Losses

The net profits capital gains and losses of the LLP shall be divided between the members in the following proportions:-

| Names of Members | % |
|------------------|---------|
| _____ | % _____ |
| _____ | % _____ |
| _____ | % _____ |
| _____ | % _____ |

(viii). Contribution on winding up

(a) *In the event of a winding up the past and present members shall have no liability to contribute further to the assets of the LLP, or

(b) *In the event of the LLP being wound up the present members and any past member who has ceased to be a member within 12 months of the date of commencement of the winding up undertakes to contribute £_____ to the assets of the LLP.

(c) *Other, please detail

*Delete as appropriate

(ix) The York Place Model Agreement includes:-

- ◆ Name of LLP
- ◆ Names of members on incorporation
- ◆ Nature of the business of the LLP
- ◆ Minimum and maximum number of members
- ◆ Date of commencement of the Agreement
- ◆ Registered office and trading addresses of the LLP
- ◆ Reference to and procedure in respect of: appointment, removal, retirement of members and designated members
- ◆ Capital contributions and related interest and method of alteration
- ◆ Division of profits and losses to members and method for drawings
- ◆ Outline of the duties of members
- ◆ Restrictions on members in respect of competition and confidentiality
- ◆ Detailed provisions for outgoing members and restrictions in respect of anti-competitive behaviour
- ◆ Insurance and pensions
- ◆ Notice provisions to members
- ◆ Procedure at meetings
- ◆ Votes of members

Optional Clauses:

- Arbitration
- Unfair Prejudice
- Salaried Members for any combination **£36.00**

Please give brief details on a separate sheet of additional clauses you wish to see included.

3. First Members Meeting Minutes Service

This service is included within our LLP package and ensures that the statutory registers, and minutes are properly written up. If there are more than ten members an additional charge of £10 per member is incurred.

In addition to the information in respect of capital contributions and members details, the following can also be included in the minutes if required.

Year End _____

Auditors _____

(If applicable)

All charges quoted include VAT.

4. Statutory Books and Records

The LLP package includes a York Place A4 loose-leaf combined register with slipcase complete with minute book section, register of members and register of debentures and charges. A useful section for the storing of documents filed at Companies House is also included.

5. Registered Office Nameplate and Wooden Mounting Board £25.00

Every LLP is obliged to display its name outside of every office or place of business in a conspicuous position and in easily legible letters. Our nameplate is provided in high quality, simulated brass and etched with the LLP name mounted on a polished wooden base and meets with the statutory requirements.

6. LLP seal

A seal can be purchased as an optional extra. There is no legal requirement to have a seal.

- Handplier **£36.00**
- Leverpress **£48.00**

7. Annual Support Service including registered office

York Place offers corporate compliance support services which provide assistance to newly formed and existing UK companies and LLP's, on an immediate and ongoing basis. York Place will ensure that all post incorporation matters are correctly in place and will monitor the statutory compliance to ensure companies and LLP's under its control do not fall into default.

The service includes:

- ◆ Preparing the first members meeting minutes which record the details of the first members, their respective capital contributions, the LLP accounting reference date and other important elements.
- ◆ Providing a registered office if required.
- ◆ Filing all necessary documents with Companies House.
- ◆ Updating and maintaining the statutory and other records to reflect changes to members and capital contribution.
- ◆ Preparing and filing the Annual Return.
- ◆ Reminding the LLP of sensitive compliance dates.
- ◆ Offering a telephone helpline for matters of compliance.
- ◆ Advice.

Please indicate your preferred location for your registered office

- Leeds **£265.00**
- London **£315.00**

8. Registered Office Only

including mail forwarding and collection service. Please indicate your preferred location.

- Leeds **£132.00**
- London **£192.00**

9. Service Address for Directors (per director)

- Leeds **£72.00**
- London **£84.00**

10. Express Service

Incorporation on same day (subject to time of instructions and Companies House) **£85.00**

Please ask for further corporate compliance support services as required.

REQUEST FOR MORE...

York Place are also involved in the following activities. Please tick for further information.

Company Formation

- UK
- International

Searches

- Company Searches - UK
- Company Searches - International

Corporate Compliance

- Specialist Post-Incorporation Services
- Annual Corporate Compliance Support

Trademarks

- Searches and Registrations

Property

- Personal Local Authority Searches
- Environmental Searches

- YPSIS** - Search Indemnity Schemes

OTHER (Please specify): _____

PLEASE PROCEED WITH THE INSTRUCTIONS GIVEN ON THIS REQUEST SHEET IN ACCORDANCE WITH YOUR STANDARD CONDITIONS OF BUSINESS:

NAME: _____

DATE: _____

SIGNATURE: _____

REF: _____

FIRM/COMPANY: _____

ADDRESS: _____

POSTCODE: _____

TEL NO: _____

MOBILE NO: _____

FAX NO: _____

E-MAIL: _____

PAYMENT INFORMATION

PLEASE COMPLETE THE FOLLOWING DETAILS:

ACCOUNT HOLDER: Yes No

PAYMENT ENCLOSED: Yes No

CHEQUE: Yes No

CREDIT CARD: Yes No

CREDIT CARD TYPE: _____

NAME OF CARD HOLDER: _____

CREDIT CARD NUMBER: _____

ISSUE NUMBER: _____ (Switch Card Only)

CVC: _____ (3 Digit Security Number)

EXPIRY DATE: _____

We accept the following credit/debit cards:



As appointment forms can be filed electronically it is not necessary to complete the standard form. Electronic filing means that:

- Your appointment is effective more quickly
- Bank accounts are opened more quickly for new start ups
- There is no risk in respect of misfiled or lost documents at Companies House

York Place will act on a fax copy of this form. Please forward the originals as soon as possible

USE THIS FORM TO AUTHORISE YORK PLACE TO FILE YOUR APPOINTMENT ELECTRONICALLY

| | | | |
|-------------------|--|----------------------|--|
| LLP Name: | | | |
| Appointment Type: | <input type="checkbox"/> Member | Date of Appointment: | |
| | <input type="checkbox"/> Designated Member | | |

Appointment of a natural person:

| | | | |
|-------------------|--------------------------|----------------------|-----------|
| Title: | Mr, Mrs, Miss, Ms Other: | Surname: | |
| Forename(s): | | Date of Birth: | |
| Service Address: | | Residential Address: | |
| | Postcode: | | Postcode: |
| Previous Surname: | | Previous Forename: | |
| Nationality: | | Occupation: | |

OR Appointment of a corporate officer.

| | | | |
|----------------------------|---|--|------------|
| Name of corporate officer: | | | |
| Appointment Type: | <input type="checkbox"/> Member | <input type="checkbox"/> Designated Member | |
| Address: | | | Post Code: |
| All Companies: | Where the Company/Firm is registered: | | |
| | Registration number: | | |
| Non-EEA Companies: | Legal form of the corporate body or firm: | | |
| | Governing Law: | | |

Please complete the following:

Personal authentication details of member (or authorising person of a corporation), only three out of the seven required:

| | | | | | | | |
|--|--|--|--|---|--|--|--|
| The first three letters of town of birth | | | | The last three digits of passport number | | | |
| The last three digits of telephone number | | | | The first three letters of mother's maiden name | | | |
| The last three characters of national insurance number | | | | The first three letters of eye colour | | | |
| The first three letters of father's first forename | | | | | | | |

The following section applies only if the member is a corporation in which case the name of a person who is authorised to sign on behalf of the corporation should be entered:

| | | | |
|--------------------------------|--|---------------------------------|--|
| Surname of authorising person: | | Forename of authorising person: | |
|--------------------------------|--|---------------------------------|--|

Authority to file:

I hereby authorise York Place to file the above details electronically at Companies House

| | | | |
|---------|--|--|--|
| Signed: | | Firm if applicable: | |
| Date: | | Capacity: Person detailed above/ Authorised professional advisor/ Other: (Delete as appropriate) | |

As appointment forms can be filed electronically it is not necessary to complete the standard form. Electronic filing means that:

- Your appointment is effective more quickly
- Bank accounts are opened more quickly for new start ups
- There is no risk in respect of misfiled or lost documents at Companies House

York Place will act on a fax copy of this form. Please forward the originals as soon as possible

USE THIS FORM TO AUTHORISE YORK PLACE TO FILE YOUR APPOINTMENT ELECTRONICALLY

| | | | |
|-------------------|--|----------------------|--|
| LLP Name: | | | |
| Appointment Type: | <input type="checkbox"/> Member | Date of Appointment: | |
| | <input type="checkbox"/> Designated Member | | |

Appointment of a natural person:

| | | | | |
|-------------------|--------------------------|----------|----------------------|--|
| Title: | Mr, Mrs, Miss, Ms Other: | Surname: | | |
| Forename(s): | | | Date of Birth: | |
| Service Address: | | | Residential Address: | |
| | Postcode: | | Postcode: | |
| Previous Surname: | | | Previous Forename: | |
| Nationality: | | | Occupation: | |

OR Appointment of a corporate officer.

| | | | | |
|----------------------------|---|--|--|------------|
| Name of corporate officer: | | | | |
| Appointment Type: | <input type="checkbox"/> Member | <input type="checkbox"/> Designated Member | | |
| Address: | | | | Post Code: |
| All Companies: | Where the Company/Firm is registered: | | | |
| | Registration number: | | | |
| Non-EEA Companies: | Legal form of the corporate body or firm: | | | |
| | Governing Law: | | | |

Please complete the following:

Personal authentication details of member (or authorising person of a corporation), only three out of the seven required:

| | | | | | | | |
|--|--|--|--|---|--|--|--|
| The first three letters of town of birth | | | | The last three digits of passport number | | | |
| The last three digits of telephone number | | | | The first three letters of mother's maiden name | | | |
| The last three characters of national insurance number | | | | The first three letters of eye colour | | | |
| The first three letters of father's first forename | | | | | | | |

The following section applies only if the member is a corporation in which case the name of a person who is authorised to sign on behalf of the corporation should be entered:

| | | | |
|--------------------------------|--|---------------------------------|--|
| Surname of authorising person: | | Forename of authorising person: | |
|--------------------------------|--|---------------------------------|--|

Authority to file:

I hereby authorise York Place to file the above details electronically at Companies House

| | | | |
|---------|--|--|--|
| Signed: | | Firm if applicable: | |
| Date: | | Capacity: Person detailed above/ Authorised professional advisor/ Other: (Delete as appropriate) | |