

20.1 Jamie's client has sent an email asking more about shelf companies. Complete Jamie's reply. Look at A opposite to help you. There is more than one possibility for one of the answers.

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From: j.anderson@happrewandco.co.uk  
 To: m.lynch@buchan.co.uk  
 Subject: A shelf company

Dear Michael,


You enquired about shelf companies. These are companies which are already registered at Companies House – often with a name which is linked to the (1) ..... , for example 'XY 1000' where XY is the initials of the solicitor's firm. The shares of the company are (2) ..... to the purchaser, who normally urgently requires a (3) ..... . The (4) ..... is usually changed and a new Board of Directors and a (5) ..... are appointed to replace the initial Board and Secretary, who resign on transfer. Such companies usually have standard Articles of Association. The purchaser acquires the Certificate of (6) .....

20.2 Jamie shows his client a sample Memorandum. Replace the underlined words and phrases with appropriate legal terms from A and B opposite.

No. of Company SC125543  
 The Companies Act 1985  
 PRIVATE COMPANY (1) RESTRICTED BY SHARES  
 MEMORANDUM AND (2) REGULATIONS OF ASSOCIATION  
 LANCELOT LIMITED

(Incorporated the 29th day of May 2002)  
 Arthur Evans Ltd, Registration Agents, 1 Tantallon Street, Edinburgh

- The Name of the Company is "LANCELOT LIMITED".
- The Company's (3) location is to be situated in Scotland.
- The Company's (4) purposes are:-
  - To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.
  - To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses in the Company.
  - To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of property.
  - To improve, manage, construct, repair, develop, exchange, let on lease or otherwise (5) borrow capital with property as security, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
  - To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
- The (6) responsibility of the members is limited.
- The Company's share (7) asset value is £10,000 divided into 10,000 shares of £1 each.

**Over to you** 

What procedures are necessary to form a limited company in a jurisdiction you are familiar with?

For information on company formation in the UK, go to: [www.companies-house.gov.uk/](http://www.companies-house.gov.uk/).