

Incorporation of a Limited Liability Company in England

1. Who can set up a company in England?

There are no general restrictions on foreigners setting up a company in England. When reference is made to England in this article, this also covers Wales.

2. How to set up a company in England?

A company is incorporated by submitting an application to the Registrar of Companies at the Companies Registry together with the registration fee. The application should be accompanied by the documents listed under 3. below.

The application can be submitted by paper or online.

The process is done without the requirement to involve a notary so there is no need to be physically present in England to set up your company.

3. Which documents are needed?

The application to incorporate a company should be accompanied by the following documents:

- Application to register a company (form IN01)
- Memorandum of association
- Articles of association (unless the Model Articles are adopted in their entirety)
- Application for a trading certificate (for public limited companies).

For compliance purposes, we would normally request confirmed copies of the shareholders' and directors' passports. There are generally no need for visas unless you plan to visit or stay in the UK.

Should the company have more than one shareholder (sometimes referred to as members), we recommend that you put in place tailor-made articles of association and a shareholders agreement regulating the internal relationship of the shareholders.

4. Further information needed for the preparation of the incorporating documents

In order to incorporate the company, we would need information about:

- Company name.
- Business objective.
- Full address (in England or Wales) where the company will have its registered office. We can supply a registered office for the company in London
- Share capital. We need to know the nominal value of each share. Please note there is no minimum share capital requirements.
- Details of each shareholder to include number of shares taken.
- Details of each director. Note that the minimum number is one. There is no general requirement to have a supervisory board/controlling body.
- Details of company secretary. The company secretary deals with annual compliance but there is no legal requirement to have one, though we recommend it for our overseas clients.
- Accounting reference date.
- Details of people with significant control (real owners).

The company is not automatically registered for taxes and VAT and a separate application would have to be made to the tax authority, HMRC once the company starts trading.

5. Incorporation timing and costs

The time required for the incorporation process depends on the supply of information listed under 4 above. Once we have the information needed, the company can be formed online within 48 hours unless you opt for same day registration at an additional cost.

Our fee for incorporating a company is £395 excluding VAT.

Our corporate support (registered office and company secretary) starts at £700 plus VAT annually.

Should you subsequently need tailor-made articles of association or a shareholders agreement, you should expect additional fees of minimum £1,500 to £2,000 depending on the complexity.

For further information and advice please contact:

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