

# Company formation: checklist of important documents

*Note: The below provides a high-level summary of the documents needed to incorporate a company. It is not intended to comprise definitive legal advice or to be conclusively relied upon by any recipient and no liability is accepted in relation to the information contained in it.*

Considering setting up a business but you are unsure where to start to make things official? If so, this checklist is for you. Forming a company may seem like a daunting task, but carefully collecting and preparing essential documents will allow you to avoid common pitfalls and proceed as efficiently as possible. This guide will set out a number of important documents you will need to get started, and decisions you will need to make in order to begin the process of setting up your business.

A company limited by shares is by far the most popular form of business structure, but if you are unsure which business structures there are to choose from, have a read of our article on how to choose between a company, partnership or sole tradership.

## The essential documents you will need to submit when forming a company are:

- Form IN01
- The Articles of Association
- The fee for incorporating a company

## What type of company?

Firstly, it is important to establish what type of company you would like to set up. For example, a private company limited by shares is by far the most popular form of business vehicle, as members have limited liability and they have a lower administrative burden than public companies (of the 5 million companies registered at Companies House, 95% of these are private

companies limited by shares). For a public company, there are additional requirements (see below).

There is also the option of creating a private company limited by guarantee, but this is more commonly used to set up a non-profit organisation. If you are looking to set up a non-profit organisation or charity, please reach out for further details.

Whether private or public, in order to form a limited company you must complete Form IN01, and submit this to the Registrar of Companies along with the Articles of Association and the appropriate fee for incorporation.

## Private companies limited by shares

### Form IN01 (Application to register a company)

Form IN01 must be completed and filed with the Registrar of Companies. The form must contain the following information:

- **The company's proposed name:** this must end in 'limited' or 'ltd', and it must pass the necessary requirements for an appropriate name
- **The type of company and its intended principal business activities:** the form must state that the company is 'a private company limited by shares', and reference how your company will earn profits.
- **A statement of lawful purpose**
- **Country of registered office and an appropriate registered office address:** i.e. a PO Box is not an 'appropriate' address.
- **Appropriate email address:** this came into force on 4 March 2024, and will enable email communication with the Registrar.
- **Statutory registers:** it must either be stated that these are kept at the company's registered office, OR you must fill out Form AD02 (notification of a Single Alternative Inspection Location (SAIL))
- **Proposed articles of association:** if you are using Model Articles, this must be indicated – if you are using bespoke articles, a copy of these must be sent along with the form (see below for more details)
- **Details of first directors and secretary (if any):** this must include their full and former names, date of birth, country of residence, nationality, occupation, and service and residential addresses. Private limited companies are not required to appoint a secretary.
- **A statement of capital and initial shareholdings:** this must set out the total number of shares taken by the subscribers at the formation of the company, the aggregate nominal

value of those shares, and the total amount to be unpaid on those shares. It must also include the classes of shares in the company, the number of shares in each class, the aggregate nominal value of each class and detail the rights attributed to each class of shares in the company (e.g. voting rights, rights to dividend).

- **A statement of initial significant control:** this statement must identify any person who qualifies as a person with significant control (PSC), and include information for the company's PSC register.
- **Statement of compliance**

## Articles of Association

A document detailing the company's Articles of Association is also something you need to have carefully considered before incorporation. The articles determine the internal rules of the company, such as how meetings of shareholders and directors will work. You must decide to either: 1) use the Model Articles supplied by the Companies Act 2006 (these will apply by default by legislation unless amended), or 2) create bespoke articles tailored to your specific company, with help from a lawyer. If you are happy with Model Articles you can simply indicate this on the form, but bespoke articles must be sent with Form IN01.

## Public companies limited by shares

A public limited company has slightly different requirements for incorporation. You must still submit Form IN01 (and any bespoke Articles of Association), but this must specify that the company will be a public company. Below are the extra requirements, in addition to those needed to incorporate a private limited company:

- **At least 2 directors and a company secretary:** for a private limited company, a secretary or second director is not necessary.
- **Minimum share capital requirements:** the company's share capital must meet the minimum requirements (£50,000).
- **Minimum proportion of shares must be paid up:** at least one quarter of the nominal value of the shares must be paid up, with subscribers' shares paid up in cash.
- **A trading certificate:** the company must obtain a trading certificate beforehand – to do this, make an application to the Registrar of Companies under section 762.

For more information on how to prepare for incorporation, please reach out to our team at Farringford Legal.

Farringford Legal Limited  
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