

# Corporate Services Group

The Corporate Services Group provides corporate and company secretarial services to all types of company registered in England and Wales.



Taylor Wessing's experienced and dedicated Corporate Services Group is qualified to advise on all aspects of the administration of both private and public companies and to perform the unique role of company secretary. The team appreciates the challenges faced by companies and has the resources and dedication to help meet those challenges. The group gives practical advice to companies as and when required by their businesses, and also ensures that routine, but vitally important items, are not overlooked.

## Incorporation

We incorporate every type of company electronically, with a bespoke set of articles of association. We can incorporate a company with the chosen name in place, which eliminates effort and expense in changing the name later.

We will then prepare all the necessary documentation to tailor the company to meet specific needs with regard to company officers, the make up of the share capital and the shareholders, the situation of the registered office, the accounting reference date, etc.

We also have extensive experience of incorporating Limited Partnerships and Limited Liability Partnerships and advising on the annual statutory compliance going forward.

## Registration of an overseas company opening a UK establishment

We can assist with the registration of an overseas company opening a UK establishment. We will prepare all the necessary documents and ensure that they are lodged with the Registrar of Companies.

## Maintaining and updating statutory records

Where we retain custody of the statutory registers of a company, we maintain those registers in electronic format using our specially tailored software and also in hard copy to facilitate inspection as required. Maintaining the registers in electronic format enables us to act

immediately upon instructions should anything in the company change, for example, the appointment or resignation of a director, transfer or allotment of shares, etc.

The software employs a 'warning' system that advises us in advance when an annual return or the accounts are due for filing. This means we can keep on top of statutory obligations at all times. We can generate reports in Word format and email them to anywhere in the world if this information is required for, say, an urgent meeting.

## Particular areas on which we have specialist expertise include:

- > Incorporation of companies, LPs and LLPs
- > Registration of an overseas company opening a UK establishment
- > Maintaining statutory records
- > Registered office
- > Company secretary
- > Nominee shareholder
- > Business information reports and searches
- > AGM packages and minutes
- > Share restructuring and reorganisations
- > Redrafting articles of association and/or by-laws
- > Re-registration of companies
- > Dissolutions / striking off
- > Due diligence
- > Directors' service address
- > Electronic filing
- > Agent for service of process
- > Escrow agent
- > Annual compliance

## Key Contacts

**Wendy Blakley**  
+44 (0)20 7300 4673  
w.blakley@taylorwessing.com

**Martine Reddin**  
+44(0)207 300 4799  
m.reddin@taylorwessing.com

**Kerry Rowson**  
+44 (0)20 7300 4673  
k.rowson@taylorwessing.com

**Su Smith**  
+44(0)20 7300 4671  
s.smith@taylorwessing.com

**Grant Wellcome**  
+44 (0)20 7300 4096  
g.wellcome@taylorwessing.com

**Taylor Wessing LLP**  
5 New Street Square  
London EC4A 3TW  
Tel +44 (0)20 7300 7000  
Fax +44 (0)20 7300 7100

## Provision of registered office and mail forwarding facilities

The use of our office as the registered office of a company means that we receive all statutory mail. This will ensure that annual returns and other Companies House correspondence can be dealt with by us immediately. All other mail received by us will be recorded and forwarded to the chosen contacts on a timely basis.

## Provision of company secretary and / or nominee shareholders

By appointing Taylor Wessing Secretaries Limited as company secretary we will be able to sign Companies House documents, agreements and bank mandate forms on behalf of the company. This frees the directors from the administrative duties of complying with the mandatory requirements of the Companies Act and enables them to focus on running the business. It also ensures that there is always a second signatory on hand to sign documents that require two signatures.

We are also able to act as a nominee shareholder for both trading and non-trading companies.

## Business information reports and searches

We are able to undertake searches on companies around the world. Whether searches are needed for money laundering procedures, or to check the details of the officers and shareholders, we will be able to assist.

## Preparation of AGM packages, general meeting minutes, board meeting minutes and drafting resolutions

Where required, we can prepare the documentation relating to the annual general meeting (including notices, agenda and minutes). We can also prepare board minutes relating to the approval of annual accounts, changes to the officers, accounting reference date, registered office, share transfers and / or issues, etc.

We will ensure that the documents are filed with Companies House within the required time. We will also prepare any forms that are required in relation to any of the changes.

Any resolutions, whether they be written, special or ordinary, that are required following general meetings will also be prepared. We will also arrange for these resolutions to be filed with the Registrar of Companies.

## Share restructuring and reorganisations

We are able to assist with any reorganisations whether they are through a merger, a take over or a buy out. We will, in conjunction with our corporate lawyers, prepare the required documentation, ensure that the documents are filed with the relevant bodies and guide the company through what can be a tricky process.

## Redrafting of the articles of association and/or by-laws

The Companies Act 2006 has abolished the concept of a memorandum setting out objects of a company. All objects are now included in the articles. All current articles / by-laws should be updated to cater for the changes to the constitutions of companies.

## Re-registration of companies

If you have a public limited company that you wish to take private or a private limited company that you wish to take public, we can assist in preparing and filing the relevant documents to re-register.

## Dissolutions / striking off

If the situation arises and a company is no longer required, we can advise on the most convenient way to have it dissolved.

## Due diligence

We will carry out all due diligence in respect of the statutory books and records of a target company as part of a takeover or sale.

## Directors' service address

The Companies Act 2006 allows directors and company secretaries to provide a service address for every office they hold instead of their residential address. The service address will be on the public record, making residential addresses protected information. We offer the use of 5 New Street Square as a service address for directors and company secretaries, and will deal with all the required filings at Companies House.

## Electronic filing

We can provide an electronic filing service at Companies House, thereby speeding up the process by which documents appear on the public register.

## Agent for service of process

Counterparties who are not present in the UK and enter into agreements subject to English jurisdiction often require the appointment of a process agent to receive notices and proceedings served under that agreement. We can provide this service and receive such notices and proceedings and arrange for them to be forwarded expeditiously to the relevant contact.

## Escrow agent

We can manage and coordinate an escrow account where funds may need to be held in escrow pending certain conditions.

## Annual compliance service

Each of our services is offered on a stand-alone basis. However, for an annual fee the services of maintaining and updating company statutory records, preparing the annual general meeting documentation and the provision of a company secretary can be combined. As part of this service we will also prepare board minutes to authorise and approve the annual accounts. Where required, we will prepare dormant company accounts. This service removes the onerous responsibility and the administration that can be a burden to companies and frees them to concentrate their energies on the future development of the business.