

# Corporate Legal Services

## Purchase of own shares funded wholly or partly from capital

**Jordans' services** These services are appropriate for a purchase of own shares by a private limited company where the purchase price is to be funded **wholly or partly from capital**.

If the purchase is to be funded wholly from profits available for distribution please ask about our Purchase of Own Shares out of Distributable Profits services or see our website for details.

The procedure for a purchase of own shares financed wholly or partly from capital is more complex than for a purchase financed wholly from distributable profits and it may only be used by a private limited company that has no distributable profits or insufficient distributable profits to pay the purchase price. In the latter case, all available distributable profits must be used before any payment from capital can be made to fund the balance of the purchase price (the "permissible capital payment").

**Documents only Service**  
from £525.00 plus VAT

For clients who can confidently take care of the advertising, stamping and filing requirements, our Documents Service includes the following:

- Obtaining the current constitution and company information from the public file
- Providing all necessary minutes, resolutions, notices and forms to approve the share purchase and payment out of capital
- Providing a draft purchase contract between the vendor and the company
- Providing detailed guidance notes on the necessary procedures

**Documents plus Filings Service –**  
from £675.00 plus VAT (excluding stamp duty and advertising fees)

For clients who would like assistance with the advertising, stamping and filing requirements, our Documents plus Filings Service includes all of the above and:

- Providing appropriate declarations on solvency and advising on the necessary supporting documents
- Arranging the publication of the necessary notices in the London Gazette and, if required, a national newspaper
- Arranging the stamping of the form SH03, if required
- Checking and filing all necessary resolutions and forms at Companies House

**Power to purchase own shares**

A company cannot purchase its own shares, nor make a payment out of capital for such purchase, if it is prohibited from doing so by its articles of association. Such prohibitions are most likely to be found in articles of association that incorporate a pre-1981 version of Table A.

If the company's current articles contain such prohibitions, we can offer the following services:

**Updating Service A** **From £300.00 plus VAT**

Under this service we will provide a full review and update of the existing constitution to comply with current legislation and customised in accordance with the company's particular requirements. The fee includes 6 copies of the new articles of association bound in clearview covers.

**Updating Service B** **£125.00 plus VAT**

Under service B we will provide documents to adopt new articles of association in Jordans' standard form for a private commercial company limited by shares. The fee includes 6 copies of the memorandum and articles of association bound in clearview covers.

**Updating Service C** **£75.00 plus VAT**

We will provide documents to alter the current articles of association only to include the power to purchase own shares and to make payments out of capital in respect of such purchases. The fee excludes printing. We will provide an estimate of printing fees on receipt of your instructions.

**Important note**

Regrettably Jordans cannot give taxation advice or assist with applications for tax clearances on a purchase of own shares. Accordingly, the vendor of the shares and the company should seek independent professional advice.

**How to order**

Complete the attached order form and return it to us:

By **email** to: [corporatelegalservices@jordans.co.uk](mailto:corporatelegalservices@jordans.co.uk)

By **fax** to: 0117 923 0063

By **post** to: Jordans Limited, 21 St Thomas Street,  
Bristol BS1 6JS

By **DX** to: Jordans Limited, DX 78161 Bristol

# Purchase of own shares funded wholly or partly from capital Order Form

Please refer to our information sheet for further details on these services.  
Please complete in BLOCK CAPITALS

## 1. Service required:

Please select the service that you require:

- Documents only service** From £525.00 plus VAT
- Documents plus Filings service** From £675.00 plus VAT
- Updating Service A** Additional fee from £300.00 plus VAT
- Updating Service B** Additional fee £125.00 plus VAT
- Updating Service C** Additional fee £75.00 plus VAT

## 2. Company's details:

Company Name: \_\_\_\_\_

Company Number: \_\_\_\_\_

## 3. Share capital:

Total issued share capital: £ \_\_\_\_\_

Amount paid up on each share £ \_\_\_\_\_  
(including any share premium)

## 4. Purchase details:

(a) Vendor's name: \_\_\_\_\_

(b) Vendor's address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c) Number and nominal value of shares being purchased: \_\_\_\_\_ shares of £ \_\_\_\_\_ each

(d) Total price to be paid for the shares: £ \_\_\_\_\_

(e) Permissible capital payment: £ \_\_\_\_\_

(f) The purchase will be completed at (place) \_\_\_\_\_

- immediately after the purchase contract is signed; or  
 on (date) \_\_\_\_\_ at (time) \_\_\_\_\_ am/pm

(g) The purchase price will be paid by:

- cheque  banker's draft  
 telegraphic transfer to the account of: \_\_\_\_\_ name: \_\_\_\_\_  
account no \_\_\_\_\_ sort code: \_\_\_\_\_

## 5. Members' resolutions

Resolutions to authorise a purchase of own shares and related matters may only be passed by the members. Please indicate below whether you would like:

- Documents for the holding of a general meeting<sup>†</sup>; or  
 Members' written resolutions<sup>†</sup>

<sup>†</sup> If the resolution approving the terms of the purchase is to be passed in general meeting, the proposed contract must be kept available for inspection by the shareholders at the company's registered office for at least 15 days before the meeting. If the resolution is to be passed by written resolution, that requirement does not apply but a copy of the proposed contract must be supplied to the shareholders at the same time as the resolution is sent to them for approval.

## 6. Your details

Please give your contact details for correspondence and billing purposes:

Name: \_\_\_\_\_  
Organisation name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Town: \_\_\_\_\_  
Country: \_\_\_\_\_ Postcode: \_\_\_\_\_  
Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_

## 7. Payment details

- Please charge to my Jordans' **account** number: \_\_\_\_\_  
 I enclose a **cheque** made payable to Jordans Limited  
 Please debit my **debit or credit card**.  
Card number: \_\_\_\_\_  
Name on card: \_\_\_\_\_ Issue No. (if any): \_\_\_\_\_  
Card security code: \_\_\_\_\_ Valid from: \_\_\_\_\_ Expiry: \_\_\_\_\_
- Payment is being transferred to **Jordans Limited** account, Barclays Bank Plc, Queens Road Branch, Bristol, Sort code **20-13-34**, Account number **80536296** Swift code **BARC GB 22**, IBAN code **GB20 BARC 2013 3480 5362 96**

## 8. Data protection

Your details are held for Jordans Limited, Jordans International Limited, Jordans (Scotland) Limited – trading as Oswalds – and Jordan Publishing Limited's use only (which include our offices in major offshore locations).

Apart from any use made in connection with our acting on your behalf – including credit control reasons – we would only use your details to send you occasional materials on our products, services and events that we think may be of interest to you. **None** of your details will be passed to third parties for any marketing purpose.

For further information on how your data may be used, please contact our Data Protection Officer: Tel: +44 117 918 1431 email [dataprotection@jordans.co.uk](mailto:dataprotection@jordans.co.uk).

You may 'opt-out' of receiving promotional mailings or 'opt-in' to promotional emails by selecting the appropriate boxes below.

If you **do not** wish to receive mail from our UK office, tick here:

If you **do not** wish to receive mail from our overseas offices, tick here:

If you **do** wish to receive emails from our UK office, tick here:

If you **do** wish to receive email from our overseas offices, tick here:

## 9. Feedback

We are always interested in understanding more about our clients and would appreciate it if you would provide the following information on how you heard about and why you chose Jordans (please tick all that apply):

<b>How</b>		<b>Why</b>	
Advert	<input type="checkbox"/>	Jordans' reputation	<input type="checkbox"/>
Exhibition	<input type="checkbox"/>	Location	<input type="checkbox"/>
Leaflet/Jordans' Focus	<input type="checkbox"/>	Price	<input type="checkbox"/>
Press article	<input type="checkbox"/>	Range of services	<input type="checkbox"/>
Referral – solicitor	<input type="checkbox"/>	Quality	<input type="checkbox"/>
Referral – accountant	<input type="checkbox"/>	Used Jordans' corporate services before	<input type="checkbox"/>
Referral - other	<input type="checkbox"/>	Used Jordans' other services before	<input type="checkbox"/>
Search Engine	<input type="checkbox"/>		
Seminar	<input type="checkbox"/>		
Other website	<input type="checkbox"/>		
Other please specify _____		Other please specify _____	

## 10. Terms and Conditions

These services are provided on Jordans' standard terms and conditions of business, a copy of which can be supplied on request or viewed on our website at <http://www.jordans.co.uk/statutoryinformation/terms.html>

**Please complete and return this order form to:**  
**Corporate Legal Services**  
**Jordans Limited, 21 St Thomas Street, Bristol BS1 6JS**  
**DX 78161 Bristol**  
**email: [corporatelegalservices@jordans.co.uk](mailto:corporatelegalservices@jordans.co.uk)**  
**tel: 0117 918 1497**  
**fax: 0117 923 0063**