

# BTC Company Services

## Licensed Accountants & Company Service Providers



[www.btc-nw.co.uk](http://www.btc-nw.co.uk)

UK Company Formations | Company Services | Company Health Check  
Registered Office & Service Address | Company Restorations | Company Secretarial  
Alterations to Articles | Legal Stationery & Registers | Anti Money Laundering Services  
Client Verification Reports | UK & Worldwide Company Credit Reports | AML & Tax Guides

# About Us

Business Tax Centre (BTC) is a professional firm that provides a complete range of Company Services to professionals in practice, both accountants and solicitors. We have over 1,000 professional firms as account holders and our clients range from the sole practitioner to a number of top 50 UK practices. We help them to deliver an even better quality of service to their clients.

BTC is quite unique in its concept and ideals. With our close links to the DTE Group of Companies - one of the top accountancy firms in the UK and Callcredit - one of the three main credit reference agencies, we can help provide a complete advisory and support service to the professionals from the conception of a company (company formation) to the end of it (administration or receivership).

For Company Formations, BTC is an approved E-filing partner of Companies House through the use of our online technology. Our secure and stable systems have aided many accountants & solicitor clients all over UK. Nationally BTC has sold services to over 2,000 accountancy & solicitor practices.

All services are compliant with all aspects of the Companies Act 2006.



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# BTC Company Formations

## Your Benefits

- Progressive company run by qualified Accountancy personnel and regulated accordingly
- 100% legal and compliant Limited companies
- Free technical support on companies issues
- Value for money & discounts for account holders
- Fully personalised documents
- PDF documents as standard
- Printed documents delivered within 3 working days
- Full indemnity insurance for all works
- Accept most major credit/debit cards with no transaction charges

In the past 9 years we have formed tens of thousands of limited companies successfully on behalf of our clients. We have retained a large number of clients because they trust our professionalism. They know that our systems are stable & reliable, and most importantly that we will always do business with the highest integrity & quality.

## Example of one of our most popular packs

### PREMIER

- 5 copies of the Articles of Association
- 1 loose leaf Professional Combined Company Register
- Certificate of incorporation
- Complete with presentation wallet
- Documents also provided in PDF format

**£54.99 + vat + £15 Filing Fee**

## Register Completion Service

For just £10 + vat we can provide you with our Register Completion service upon incorporation, so you will have your client's company Register completed including the issue of share certificates. This service is already included in our Accountants pack, which also includes a PDF copy dispatched by email.

## We have various packages to suit you and no matter how the company is formed you will receive the following:

- PDF of the incorporation form by email, at the moment of submission
- PDF copy of the Certificate of Incorporation and the Articles of Association as well as an online invoice upon successful incorporation
- Some packs include a PDF version of the completed company registers and share certificates as standard
- Your printed pack of documents despatched to you by first class post (if ordered)





**The BTC online formation system is also a complete management system for all companies formed, linking securely to Companies House. By “logging in” to your own secure area you can:**

- See all companies that have formed through the system
- See all their original filed details
- Update your account details
- See your order history
- See details and balances of your account with BTC
- Pay BTC account balance on line securely through ‘RBS World Pay’

**The system can do more:-**

- It stores all Company Authentication Codes automatically for each company
- It allows you to add other previously formed companies to this section to make it a complete system for your practice
- It allows you to web-file securely to Companies House for Directors’ Appointments, Resignations, change of Director and Secretarial details, etc.
- Annual Returns can be filed electronically through the site and the filing fee booked to your account
- It sends automatic e-mail one month prior to the Annual Return date as a reminder to file
- Have Articles set up on the system which are specific to your firm only

## Complete Company and Secretarial Services

We offer a range of company services to aid you in the management and administration of your companies. These range from a company name change to works centred on the company’s constitution such as amendments to articles and for setting up rights to share classes.

The CA2006 introduces new procedures for ‘Reduction in Share Capital’ by way of a solvency statement. We offer this service along with the traditional company’s repurchase of share capital procedures.

**Other services include:**

- Company Name Change
- Certificate of Good Standing
- Company Registers
- Share certificates
- Company Seals
- Brass Plates





# Changes to a Company's Constitution and Amendments to the Articles of Association

## There can be many reasons to reorganise a company for either constitutional or shareholding requirements, for example:

- Sale of a business, or mergers and acquisitions.
- Introduction of new shareholders.
- Conversion to PLC from a private company and other reclassifications of the company.
- Introduction of new share classes, for instance, Class B ordinary shares, or sub-division and consolidation of shares.
- Rights attaching to classes, such as non voting Rights or rights to assets upon dissolution.
- Change to the Company objects clauses or pre Emption rights.
- Directors' rights for the allotment of different classes of share.

## BTC complete services include:

- Adoption of new Articles
- Change/removal of the Objects Clause
- Re-registration of a company
- Changes to share capital
- Variation of class rights
- Authority to allot

As Professional Advisors these are tools available to you to achieve the best advice and service to your client, for example on a sale of a business by division of the Company or the adoption of an employee share scheme which protects the rights of the original owners.

## Standard Shareholder Agreements

The Companies Act 2006 with the introduction of model articles has introduced a 'think small first' approach to the ownership and management of a private company, they avoid duplicating provisions already held within the Act. These model articles then, do not include any pre-emption rights for the sale or transfer of shares, they also give directors unlimited power to allot ordinary shares without shareholder approval. Whereas this think small approach may work for a small family business it may not fare as well in other circumstances. Model articles may in many circumstances offer little or no protection to some shareholders.

## Standard Shareholder Agreements include provisions and procedures for:

- Allotment of shares
- Transfer of shares
- Limit on capital
- Rights to appoint directors
- Procedures of directors
- Directors remuneration
- Winding up





# CA2006 Company Articles Health Check

All companies should review their Articles to assess whether any changes need to be made to them in light of the final implementation of the Companies Act 2006 in October 2009.

Updating the company constitution can bring material benefits to the company, allowing it to take advantage of some of the simplifications the 2006 Act allows. It is with this in mind that we offer our Companies Act health check, where we will undertake a review of the company's constitution comparing against the new 2006 Act and produce a report detailing the inconsistencies and weaknesses, then offering recommendations as to the solutions and benefits.

**To ensure your clients companies are compliant with new regulations and that they are getting the most benefit from them, we will review their current memorandum and articles of association and report:**

- Areas in need of revision
- Recommendations as to your options
- Easy to understand suggestions for any updating and amendments that are required
- Clear information and cost regarding appropriate works that may be undertaken

## BTC New Articles of Association

Our CA2006 articles offer many advantages as compared to those formed under Table A of the 1985 Act, making the administration of the company not only easier to manage but also to understand.

- Clear procedures for directors' concerning share transfers
- Easy to understand rules for the transmission of shares by reason of the holders' death or bankruptcy
- Simple procedures for the declaration and payment of dividends, non-cash distributions and waivers
- No provision for the appointment of a Company Secretary
- Audit exemption – no requirement for the company to appoint auditors for auditing the company's annual accounts (subject to statutory audit exemption requirements).
- Give a clear reminder to Directors regarding their statutory obligations regarding conflicts of interest between personal and company contracts and transactions
- Remove any requirement for a Director to retire by rotation
- Strengthen the scope of indemnities given to the Directors of the company and the power to purchase and maintain insurances for any relevant loss





# Company Restoration & Administrative Restoration

Under certain conditions, where a company was dissolved because it appeared to be no longer carrying on business or in operation, a former Director or Member may apply to the Registrar to have the company restored. This is called 'Administrative Restoration'. If the Registrar restores the company it is deemed to have continued in existence as if it had not been dissolved and struck off the register. This is

done under Section 1025 of the Companies Act 2006.

BTC will prepare and send, on behalf of the applicant, an 'Application for administrative restoration' to the Registrar together with a statement of compliance confirming that the applicant is legally entitled to make the application and that the conditions for restoration are met.

## Registered Office & Service Address Facilities

Our Registered Office facility is particularly useful for smaller companies, such as those being run by a sole director from home, where a separate address for service of routine paperwork from authorities such as Companies House and the Inland Revenue may be required for various reasons.

### Service Address

A service address is defined under s1141 as 'an address at which documents may be effectively served upon

that person'. The conditions for this are laid out in the Companies Act 2006 (Annual Return and Service Addresses) Regulations 2008. Regulation 10 states that 'the service address must be a place where the service of documents can be affected by physical delivery and the delivery of documents is capable of being recorded by the obtaining of an acknowledgement of delivery'. The Service Address Facility is many ways similar to the requirements for that of 'Registered Office' but for the benefit of the Director's rather than the company itself.





## UK Company & Business Reports

Being in business carries risks, however there are ways to minimise these risks. Using credit reports to get information about companies you deal with can help safeguard your business.

### The reports have many uses, including:

- Identification of officers and beneficial owners for Money Laundering Compliance purposes
- Setting credit limits and payment terms for new or existing clients
- Aids in the discovery of information about existing or potential clients
- Accessing publicly held information on competitors in your sector
- Knowing who you are dealing with
- Company information can be supplied to support research, legal, or sales and marketing activities.

Our database has information on 4.4 million UK companies and businesses. The information within the reports is sourced directly from Companies House, The Registry Trust and the London & Edinburgh Gazette.

## World Wide Company and Business Reports

Company and Business reports on Limited Companies worldwide, including their parents and subsidiaries. Delivery time is generally 3-10 working days. All reports are translated into English and contain information from the local registry, company information such as directors and shareholders and credit profile. Prices vary depending on country and registry.

We have access to information on 14 million European companies including: Austria, Belgium, Denmark, France, Germany, Ireland, Italy, Netherlands, Spain. Delivery time is generally 2-3 working Hours.

We can also obtain copies of original company registry documents of companies in many countries.





## Anti Money Laundering Services

**BTC offer a range of services for good compliance to fulfil the requirements of the Money Laundering Regulations for the regulated firm, our services include;**

- Client verification service
- Guest speaking
- Bespoke In house training
- Online training
- Guidance and manuals, and
- Risk analysis services

## Client Verification Services

### Call ML verification Reports

- Complete verification report, ML Regulations compliant
- PEP and OFAC sanction searches as standard
- Replaces the need for documentary evidence
- No client specific consent required
- Can be set for different risk levels
- Certification of documents such as a passport, DL or bank statement
- Non contractual basis – no minimum requirements

### BTC offer a full verification package, for each report our qualified staff will

- Undertake the search on your behalf
- Resolve any anomalies regarding basic identification such as name and address with the backing of the CallCredit Support team
- Produce your report and deliver it to you by email in PDF format inside 2 hours, and
- Offer expert advice to help resolve any issues arising from your request

Electronic verification is very effective as a main system of anti-money laundering procedures or as a supplement to your existing procedures for those awkward cases that from time to time arise, allowing you to commence work with only the minimum amount of fuss in a cost effective manner.

## Bespoke AML Risk Analysis and Procedures

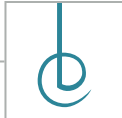
The 'Risk Register' has become the document to demonstrate to your supervisory that the steps you have taken are inline with the risks you have assessed'. On any supervisory visit it is this Risk Register that will form the basis of the checks to be undertaken. Lack of or poor Risk Registers may indicate to the supervisor deficient anti-money laundering compliance standards

Every firm is different; each faces and mitigates the risk posed by money laundering in a different and almost unique way. Each firm has differing client bases, different levels of expertise and different levels and types of resources available to them.

BTC will help you analyse the risks posed to your firm and then help prepare a 'Risk Register' which contains your firms' individual policies that your firm will adopt to help mitigate those specific risks.

This Risk Register in turn simplifies the client risk assessment procedures by referencing clients' individual risk and mitigation procedures to the firm's core policies.





## AML Online Training

- Specially designed for Accountancy sector
- Accurate, interesting and to the point
- Discounts for 2 or more places
- Train staff without leaving the office

**With the ML Regulations firmly in place & supervisory registration complete, it is now time to turn your attention to the training requirements for your staff.**

- Do your staff understand their roles & responsibilities under the UK AML regime?
- Do you and your staff understand how to effectively mitigate your risks?
- Do you know what your ML Supervisor wants from you?

It is every firm's responsibility to ensure that it has effective anti-money laundering procedures in place and that their staff is aware of these procedures. Training in the subject is considered to be very important that it is now a criminal offence for an employer in the regulated sector not to train staff.

## AML In-house Training

To cope with the requirement for the continuous training for all staff at appropriate times, we offer in-house training. Each firm is different in their approach and requirements for compliance and their specific policy and procedures. Firms are different sizes, with different levels of expertise and different types of clients and works undertaken.

As such these training sessions can be tailored to meet your own firm's individual requirements, your policies and your procedures. Full notes for future reference and a certificate of training are given to each attendee.

## AML Guest Speaking

We have provided Guest Speaking service to various Associations/Organisations across the country. Our team is committed to working with you. Every day, we remain focused on our goal of helping you deliver a successful event every time. We are committed to providing innovative ideas and solutions to our clients. And we are, most importantly, committed to our relationship with our clients.

## AML Training Guides & Publications

Our Guides are written in a practical, easy to understand form and packed with examples. They are designed to aid the MLRO and to train all levels of staff, based fully on the guidance issued by JMLSG and the CCAB and supplemented by additional guidance from various sector specific supervisory bodies such as HMRC.

### **ML Regs 2007 8 Steps to Good Compliance**

A starter guide to the compliance culture for all firms in the regulated sector. It details the simple steps to getting started, understanding your role and responsibility under the UK AML Regime. It is simple and practice and full of examples of standard working papers. (90 pages)

### **ML Regs 2007 Full Policy and Procedures Manual and Information Pack**

This complete manual aids in the requirements in the 2007 Regulations for monitoring, to be able to demonstrate to a supervisor your firm's policy & procedures for AML.



# “by professionals for professionals”

## The best customer service

We welcome orders online, by fax or e-mail, which ever suits you. But although our services can be ordered online please be assured that real people are available at the other end of the telephone if you have any questions or problems before, during and after you ordered. Every client receives the same high quality of support from our friendly and helpful staff, who will go the extra mile to ensure you receive the best service possible.



business tax centre  
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by professionals for professionals

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