

OTR2.5 Completing form IN01

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Updated July 2017 – further updates to section F

Updated Oct 2017 – small amendment to wording in section H

Updated Nov 2021 – to reflect changes to lettering for section H onwards on IN01 form

This guidance is part of the [OTR Part 2 toolkit – Setting up a production company](#). It explains how to complete Companies House form IN01 to register a production company.

The guidance is for groups who are using our template Memorandum & Articles of Association for a private company limited by shares in order to set up a production company to claim OTR. The guidance follows the parts and sections you will find on form IN01.

If you haven't already, please [download a paper version of form IN01](#) before you start.

Other guidance available in this tool kit:

- 2.1 Overview Flowchart
- 2.2 Setting up a Production Company
- 2.3 Template: Memorandum & Articles of Association (England, Wales and Scotland)
- 2.3(a) Template: Memorandum & Articles of Association (Northern Ireland)
- 2.4 Template: Declaration of Trust

Definitions

Throughout this document when you see:

- **Parent organisation** – we mean your music group – your existing organisation, whatever structure that may have
- **Production Company** - we mean the new company we recommend you set up to produce concerts for you parent organisation and claim OTR.

Part 1

Section A

Box A1: enter your company name - choose what you want it to be called. We recommend choosing a name that links it to your main organisation.

You could use something like 'Trumpton Orchestra Administration LTD', 'Ambridge Band (OTR) Ltd'. You must use the word "Ltd" or "Limited" as the last word of the name, unless you are in Wales and would like to use "Cyfyngedig".

Before finalising your name, check at the [Companies House website](#) that there is not already a company of the same or similar name, and if there is, change yours.

Box A4: tick the second box – 'Private limited by shares'.

Box A5: you need to insert a trade classification. The [full list is available on the Companies House website](#), but we suggest that you insert classification code 90010, which is performing arts.

Box A6: situation of Registered Office - tick as appropriate. This identifies the country in which you will operate.

Box A7: Registered Office. This is important as all official documents relating to the company can be served at this address. Choose an address where you know post will be received and communicated to the whole organisation. It is probable that this will be the address of one of the directors of the production company. Check that this person is willing for their address to be available to the outside world

Box A8: tick the first box in Option 2 (Private Limited by Shares). You will be using the template Memorandum and Articles you will have downloaded from the Making Music website. You will need to fill in by hand the name of the company and the names and signatures of the 'subscribers' (i.e. shareholders) under the Memorandum. A copy of the Memorandum & Articles will need to be sent with your Form IN01.

Box A9: leave this blank

Part 2

Section B

It is not essential to have a company secretary and it will not offer any benefit. But if you would like one just complete the relevant boxes in section B.

Section C

We suggest you leave the boxes in Section C blank unless you have a specific reason for wishing to appoint a corporate secretary.

Section D

We recommend the appointment of at least two directors. Their details should be inserted into boxes D1 to D4. The form has space for two director's details to be provided – if you are appointing more than two director's use a [an IN01 continuation sheet](#).

Section E

Generally, this should be left blank. It is possible to appoint a corporate director, but this will involve yet more administration and is unlikely to be of value to your organisations.

Part 3

Section F

Context: all private limited companies have share capital. This represents the amount invested by shareholders, and in theory is the capital to which creditors have access in the event of a winding-up.

Because it is not recoverable (except through complex processes), there is little point in having much capital tied up in the company.

The most common thing for this type of company is for each share to be worth £1.

Previously companies had to have:

- authorised share capital (the maximum amount of capital that the company could issue)
- issued share capital (the amount of shares actually issued to shareholders).

Now there is no requirement to have authorised share capital and no restriction on the number of shares a company can issue, unless it is specifically stated in your articles of association (see below). As such you should complete F1 based on the number of shareholders you will have initially.

Some articles of associations do set a limit on the total number of shares that can be issued (i.e. authorised share capital).

- The Making Music model articles do not – so if you are using our model you do not need to worry.
- If you are not using the Making Music model and your articles do limit the number shares you can issue you should still complete F1 based on the number of shareholders - but the number cannot be more than the authorised share capital as set out in your articles.

Box F1: - Currency Table A:

- Currency = sterling
- Class of share = Ordinary.
- Number of shares = number of shares you will issue – i.e. number of shareholders
- Aggregate nominal value = number of shares issued x£1
- The totals under currency table A will then be:
 - Number of shares = number of shares you will issue
 - Aggregate nominal value = number of shares x£1
 - Total aggregate amount to be unpaid = 0
- Do not complete any further currency tables,
- Put the same totals in the boxes at the bottom of F1

Box F2: insert “Ordinary” in the class of share box. Insert “Full rights to vote, participate in any dividend or capital distribution. There are no rights to redeem ordinary shares in the company.”

Do not complete any more boxes in box F2.

Box F3: Insert the names of the founding shareholder(s) (also known as subscribers).

The number shareholders listed in F3 should match the number of shares issued in F1. So if currency table A in F1 says there are 3 shares issued with an aggregate nominal value of £3 then three shareholders should be listed in F3, each with a share value of £1.

There are likely to be two situations for Making Music members:

1. **If your parent organisation does not have incorporated status** (e.g. an unincorporated association or a trust), we recommend that:
 - The **directors of the production company are also the shareholders** - this will make life simpler as it means the directors will have control of the company.
 - We also recommend that *all* the directors are shareholders – this will be more convenient as there will be no distinction between the powers of different directors.

You should add the name and address of each shareholder on a separate line. Then for each shareholder insert:

- Class of share = Ordinary
- Number of shares = 1
- Currency = Sterling
- Nominal value of each share = £1
- Amount unpaid = nil
- Amount to be paid = £1

2. **If your parent organisation is an incorporated body** (e.g. a company limited by guarantee or a Charitable Incorporated Organisation (CIO)), the shareholder in your production company will be your parent organisation. If so, under subscribers details enter the full corporate name of your organisation. Then insert:

- Class of share = Ordinary
- Number of shares = 1
- Currency = Sterling
- Nominal value of each share = £1
- Amount unpaid = nil
- Amount to be paid - £1

There will only be one shareholder in Box F3.

Part 4

Do not complete Part 4 – go straight to part 5

Part 5

Section H

Context: this this section you have to identify if there are any people with significant control or registrable relevant legal entities for your company.

- A person with significant control (PSC) is always an individual
- A registrable relevant legal entity (RLE) is a company - but not a CIO

H1 and H2 are about establishing if there will be PSCs or RLEs. If there, are more details are needed in sections I, J and K

There are five conditions under which you may have a PSC or RLE:

- A PSC or RLE who directly or indirectly holds more than 25% of the shares,
- A PSC or RLE who directly or indirectly holds more than 25% of the voting rights,
- A PSC or RLE who directly or indirectly holds the right to appoint or remove a majority of directors,
- A PSC or RLE who otherwise has the right to exercise, or actually exercises, significant influence or control over your company,
- A PSC or RLE who has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or firm which is not a legal entity, but would itself satisfy any of the first four conditions if it were an individual

We think in most situations our groups will have either PSCs or an RLE. We think the most common situations will be:

- Your parent organisation is an unincorporated association and you have between two and three shareholders with equal share value – in which case all the shareholders will meet

condition 'i' above (holds more than 25% of shares) and so will be PSCs. There would not be an RLE in this instance.

- Your parent organisation is a company (but not a CIO) – in which case it will be the sole shareholder and will meet condition 'i' above (holds more than 25% of shares) and so will be an RLE. There would not be any PSCs in this instance.
- Your parent organisation is a CIO and your production company has fewer than four directors – in this case the CIO itself will be the shareholder - but a CIO can't be an RLE. In this instance you would list the directors of the company as PSCs under criteria 'ii' above (holds more than 25% of voting rights). There would not be an RLE in this instance.

If you are unsure about whether you have any PSCs or RLEs, you can [read further guidance](#) and [contact us](#) to discuss if you would like.

Boxes H1 and H2:

- If you do have PSCs or an RLE, as per the above, tick H1 (and go onto sections I and J).
- If you don't think there will be PSCs or an RLE (unlikely) tick box H2 (and go onto section K).

Section I

Boxes I1 to I4: if you have a PSC complete these boxes for each individual you have identified as a PSC.

Boxes I5 to I7: Here you need to select the reason that the individuals qualify as a PSC.

It is fine to select one reason only – we anticipate it will be either:

- I5 – if the parent organisation is an unincorporated association and the production company has between two and three shareholders:
 - Ownership of shares – more than 25% but not more than 50%
- I5 - if the parent organisation is a CIO and the production company has between two and three directors:
 - Ownership of voting right - holds more than 25% of voting rights

If you do not have any PSCs but do have an RLE go to section J.

There are [continuation sheets available](#) if you need them.

Section J

Boxes J1 to J5 - these boxes are for the details of any RLEs and the reason they are RLEs. If you do not have any RLEs you do not need to complete section J.

It is fine to select one reason only – we anticipate it will be:

J3 - Ownership of shares – more than 75% - if the parent organisation is a company (but not a CIO)

J4 and J5 can be blank.

Section K

We believe that it would be exceptional for there to be an "other registrable person" for your production company (see the definition in Box K1) and unless this applies, you do not need to complete any of the boxes in section K.

Part 6 - Section L

Boxes L1 to L5: the norm is that a company keeps its own registers of directors, secretaries, shareholders, persons with significant control etc. and we suggest you do this too. Keeping your registers internally means there is more control over what private information is disclosable.

If you agree and are happy to keep you own registers do not tick any of the boxes in section L.

Part 7 – Section M

This is a consent box that needs to be ticked.

Part 8 - Section N

If you have added details of PSC in section I you will need to tick this box.

Part 9 – Section O

The original subscriber(s) are the shareholders you have identified in Box F3. It/they need to sign in the box O1.

Enclosures

You will need to send your completed Form IN01 to:

The Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ

OR in **Northern Ireland** (by hand or by post) at the local office of Companies House in Belfast. Your company number will begin with 'NI'. Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast BT2 8BG. [Find our more.](#)

Also include in the package:

- The completed Memorandum & Articles of Association
- Any continuation sheets you have used
- A cheque for £40 made payable to Companies House
- Postal applications take 8 to 10 days. Once the company is registered you'll get a 'certificate of incorporation'. This confirms the company legally exists and shows the company number and date of formation.

Disclaimer:

We hope you find this Making Music resource useful. If you have any comments or suggestions about the guidance, please [contact us](#). Whilst every effort is made to ensure that the content of this guidance is accurate and up to date, Making Music do not warrant, nor accept any liability or responsibility for the completeness or accuracy of the content, or for any loss which may arise from reliance on the information contained in it.