

Full Name: _____

Semester: _____ Group: _____ Date: _____ / _____ / _____ Final score: _____/100

Teachers: Luzshea Sulamy Núñez Hernández / Sarahí Robles García

Vocabulary

1. Complete each sentence with the correct word from the box.

Separate legal personality – Preference shares – Share capital – Companies Registry – Ordinary shares

1. After incorporation, a company obtains a _____, meaning it is legally independent from its owners.
2. _____ usually offer fixed dividends and have priority over other shares but often lack voting rights.
3. _____ represents the total value of the shares issued by a company.
4. _____ are the most common type of shares, and they usually come with voting rights.
5. All companies must be officially registered at the _____ before they can operate legally.

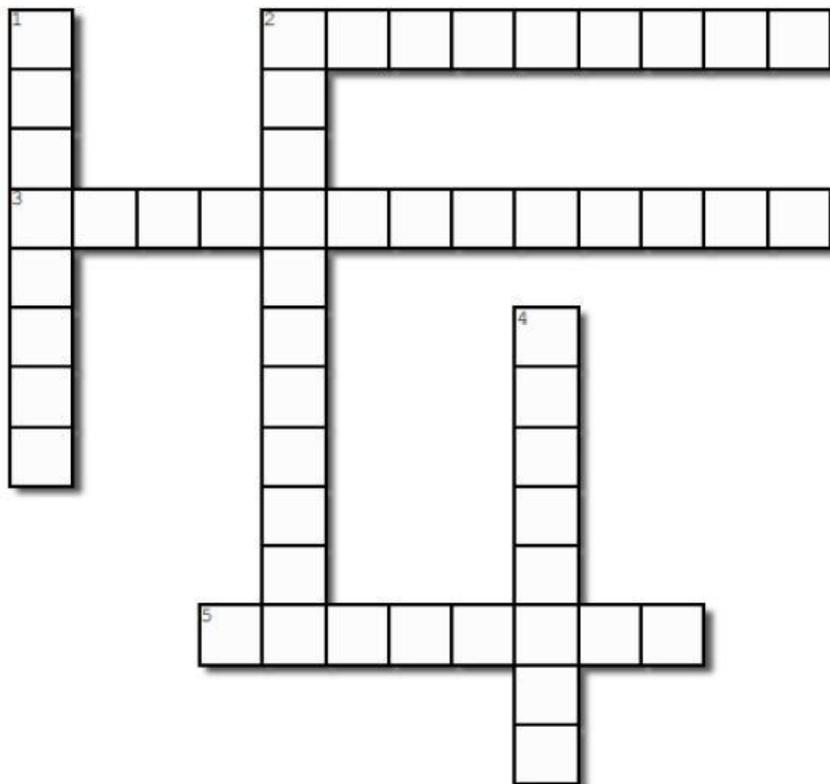
Mark: ___/5

2. Match each type of company with their definitions

- | | |
|------------------------|---|
| () 1. Limited company | A. A company that cannot offer its shares to the public. |
| () 2. Public company | B. A company whose members' liability is limited by shares. |
| () 3. Private company | C. A company that can offer its shares to the public. |

Mark: ___/3

3. Complete the crossword using the clues provided. All words are related to company formation and legal terms. Use the correct spelling.



Across

- 2. The officer responsible for legal and administrative tasks in a company.
- 3. The legal process of forming a new company and giving it a separate legal identity.
- 5. The person who takes the first steps to create a company and handles the documents for its formation.

Down

- 1. The part of a company's profit that is paid to shareholders.
- 2. A person who owns shares in a company.
- 4. A person elected to manage a company and make decisions at the board level.

Mark: ___/6

4. From the word bank below, assign each legal document to the correct column based on the country where it is used.

A) Form 12 - B) Articles of Incorporation – C) Memorandum of Association – D) Form 10
 E) Company Name Authorization Request – F) Articles of Association

UK	Mexico

Mark: ___/6

5. Match each definition with the correct word by writing its corresponding letter in the brackets.

B) Form 12 - B) Articles of Incorporation – C) Memorandum of Association – D) Form 10
E) Company Name Authorization Request – F) Articles of Association

✓ **Scoring:** Each correct answer is worth two points (2 pts).

1. () Document used in the UK that includes the company's name, purpose, and registered office address.
2. () The legal document submitted in Mexico to request approval of the company's name.
3. () Document used in the UK that contains internal rules, such as how directors are appointed or meetings held.
4. () A form used in the UK to provide information about the company's directors and office address.
5. () Official founding document used in Mexico and many Latin American legal a. systems.
6. () A statutory declaration in the UK that confirms the company complies with all legal requirements for incorporation.

Mark: ___/12

6. Form multi-word verbs by matching the verb with the appropriate particle(s), as needed.

- | | |
|---------------|------------|
| () Sit | A. for |
| () get | B. down! |
| () wait | C. against |
| () set | D. from |
| () legislate | E. on with |
| () withdraw | F. out |

Mark: ___/6

Grammar and writing

7. Classify the verbs from the previous exercise based on the grammatical rule they follow and list them accordingly. Then, provide a legal context example using a multi-word verb from your classification.

✓ **Scoring:** One point is awarded for correct classification, and two points for a well-written example.

Category	Verbs	Examples
Verbs with particles and no		

object (Imperative form)		
Verbs with two particles		
Verb + inseparable particle+object		
Verb + separable particle+object		

Mark: ___/18

Reading and writing

8. Complete the text using the correct multi-word verb from the word bank.

✓ **Scoring:** Each correct answer is worth two points (2 pts).

act for – enter into – charge with – find against – prohibit from – settle for – negotiate for – withdraw from – swear in – appeal against

Forming a Limited Company

When two entrepreneurs want to form a limited company, they usually ask a lawyer to _____ them during the process. Before the company is officially registered, it may _____ contracts with suppliers or service providers. If someone in the team does something illegal, the authorities can _____ them a financial crime. Later, a court may _____ the company or its directors if rules are not followed. In some cases, a person may be _____ starting a new business due to a past mistake.

If the initial agreement is not ideal, the founders may need to _____ a less favorable option. However, it's always better to try to _____ better terms before signing anything. Some investors might lose interest and decide to _____ the project before it starts. Once everything is ready, the directors are officially _____ and the company can begin operations.

Mark: ___/20

10. Fill out the Memorandum of Association for the creation of a limited liability company in the UK based on the information provided in the case and the company profile.

✓ **Scoring:** Each correct answer is worth two points (2 pts).

UK Limited Company Formation Case (BrightBrand)

BRIGHTBRAND LIMITED – COMPANY PROFILE

REGISTERED OFFICE

16 Riverbank Avenue, Camden, London NW1 4JH
(Telephone no. 020 7631 9933)

DIRECTORS

(1) MISS EMILY ROBERTSON of 88 Southgate Road,
Islington, London, N1 3JD
(Marketing Consultant – date of birth 5 March 1987)

(2) MR ANTHONY COLLINS of 102 Kingsmead Close,
Croydon, CR0 7FN
(Lawyer – date of birth 21 September 1975)

COMPANY SECRETARY

MISS LAURA MENDEZ of 42 Baker Street, London, W1U
7AJ
(Accountant – date of birth 9 June 1990)

AUTHORISED SHARE CAPITAL

150,000 x £1 Ordinary Shares

MEMBERS AND SHAREHOLDINGS

EMILY ROBERTSON – 100,000
ANTHONY COLLINS – 30,000
LAURA MENDEZ – 20,000

Now assume that you are a lawyer in the Business Law Department of Greystone Legal LLP, a city law firm located at 21 King's Lane, London, W1F 7HG (telephone number 020 7558 1212; DX number 132432, London 12). You have been instructed by a new client named Emily Robertson (ER) to incorporate a company for her.

ER is a marketing specialist who wants to launch a creative agency offering branding and advertising services across the UK. She now wishes to establish a private company limited by shares, to be named **BrightBrand Limited**. It will operate as a consultancy agency working with small and medium-sized businesses.

Your senior partner has already drafted the Articles of Association for BrightBrand Limited. Now, using the provided case details, **fill out the Memorandum of Association** to formally establish the company.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF _____ [1]

1. The Company's name is _____ [2]
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the Members is _____ [3]
5. The Company's share capital is £ _____ [4] divided into 150,000 ordinary shares of £1 each.

WE the subscribers to this Memorandum of Association wish to form into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each subscriber
_____ [5]	
_____	_____ [6]

_____ [7]	
_____	_____ [8]

_____ [9]	
_____	_____ [10]

	Total shares taken: _____ [11]

Dated this _____ day of _____ 20 _____ [12]

Mark: ___/24