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COURSE BROCHURE

# Company Formation, Capital Changes and Liquidation Training Course

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Registered in the United Kingdom and Saudi Arabia

# Company Formation, Capital Changes and Liquidation Training Course

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Company Formation, Capital Changes and Liquidation is a 1-week training course for company secretaries, legal officers and finance officers, who build a Company Lifecycle Approvals Map covering incorporation, share capital movements and winding up. Investors, lenders and registries now scrutinise every structural change, so a missed approval can stall funding or closure. Jupiter Prime Training runs this course on Company Formation, Capital Changes and Liquidation.

## Why Company Formation, Capital Changes and Liquidation Matters Now

Three forces shape this work today. Group restructuring is constant, as entities are formed for projects, folded into holding structures or closed when ventures end. Registries are also moving filings online, leaving less room to correct a defective resolution. Funders and minority shareholders expect pre-emption, valuation and creditor protection steps to be documented before capital moves. An organisation that handles these events well raises and returns capital on schedule and closes dormant entities cleanly; one that handles them badly faces invalid share issues, personal exposure for liquidators and disputes with creditors.

## Who Gains Most from Company Formation, Capital Changes and Liquidation

- Preparing incorporation files and registry submissions
- Drafting resolutions for share issues and capital reductions
- Valuing contributions in kind and tracking paid-up capital
- Structuring share classes for incoming investors
- Coordinating creditor notices and final accounts on dissolution

Group functions managing many subsidiaries gain most when several members attend together and agree one approval sequence.

## Company Formation, Capital Changes and Liquidation Capabilities

Participants work from formation file to final distribution, testing each step against the approvals it needs.

- Select a legal form and draft constitutional documents — founders and investors
- Design a capital increase with pre-emption steps — existing shareholders
- Test a proposed capital reduction or share buy-back against creditor protection — lenders and suppliers
- Assess a contribution in kind and its valuation evidence — the registry and auditors
- Specify the sequence of a voluntary liquidation — the board and liquidator
- Build a register of lifecycle approvals — the company secretariat

## Key Company Formation, Capital Changes and Liquidation Terms

- Memorandum of association — the founding document stating a company's objects, capital and subscribers.
- Authorised share capital — the maximum nominal value of shares a company may issue under its constitution.
- Pre-emption right — an existing shareholder's right to subscribe for new shares before they are offered to outsiders.
- Contribution in kind — payment for shares with assets other than cash, usually backed by a valuation.
- Capital reduction — a return or cancellation of share capital, permitted only after steps that protect creditors.
- Members' voluntary liquidation — a solvent winding up started by shareholders that ends in dissolution.

## Company Formation, Capital Changes and Liquidation Day by Day

### Day 1: Entity Choice and Incorporation

- Legal Form Comparison Matrix — Liability, Ownership and Exit Choices for Founders
- Memorandum and Articles Drafting — Objects, Share Classes and Transfer Restrictions
- Founders' Subscription and Paid-Up Capital — Funding Before Registry Filing
- Registry Filing Checklist — Name Reservation, Licences and Supporting Documents
- Shareholders' Agreement Interface — Aligning Contract Terms With the Constitution

### Day 2: Shareholder Rights in Capital Events

- Share Class Rights Map — Voting, Dividend and Return-of-Capital Entitlements
- Pre-Emption and Waiver Mechanics — Protecting Existing Holders During New Issues
- Minority Shareholder Protections — Reserved Matters and Unfair Prejudice Claims
- Directors' Duties in Capital Decisions — Conflicts, Solvency and Proper Purpose
- General Meeting Majorities — Ordinary and Special Resolutions for Capital Changes

### Day 3: Increasing and Reducing Share Capital

- Capital Increase Routes — Cash Issue, Rights Issue and Capitalisation of Reserves
- Contribution in Kind Valuation — Expert Reports and Registry Acceptance
- Debt-to-Equity Conversion — Creditor Consent and Share Pricing
- Capital Reduction Procedure — Creditor Notice, Objection Period and Solvency Statement
- Share Buy-Back and Treasury Shares — Distributable Reserves and Holding Limits

### Day 4: Dissolution and Liquidation

- Solvent Versus Insolvent Winding Up — Choosing the Correct Closure Route
- Liquidator Appointment and Powers — Control of Assets and Records
- Creditor Claims Ranking — Secured, Preferential and Unsecured Priorities
- Asset Realisation and Final Accounts — Evidence for Surplus Distribution
- Striking Off and Dormant Entities — Administrative Closure Versus Formal Liquidation

## Day 5: Practising the Company Lifecycle Approvals Map

- Incorporation Case File — Applying Form Choice and Constitutional Drafting
- Rights Issue Simulation — Applying Pre-Emption, Majorities and Filing Steps
- Capital Reduction Scenario — Applying Creditor Protection and Solvency Tests
- Liquidation Timeline Exercise — Applying Claims Ranking and Final Distribution
- Company Lifecycle Approvals Map — Owners, Approvals and Triggers per Event

## Applying Company Formation, Capital Changes and Liquidation After the Course

- Audit the constitutional documents of one subsidiary against its current share classes and transfer restrictions.
- Review the group's dormant entities and recommend, for each, striking off or a members' voluntary liquidation.

## Company Formation, Capital Changes and Liquidation Questions FAQ

### What is Company Formation, Capital Changes and Liquidation, and why does it matter now?

It is the body of rules and procedure governing how a company is created, how its share capital moves and how it is closed. It matters now because restructuring is frequent and registries, funders and creditors check each step before accepting it.

### Which roles gain most from Company Formation, Capital Changes and Liquidation training?

Company secretaries, legal officers and finance officers gain most. They prepare the resolutions, valuations, creditor notices and filings that make each capital event or closure valid, in sectors such as real estate and family-owned trading.

### How does Company Formation, Capital Changes and Liquidation differ from a course on board procedure?

It follows the entity's capital structure through its life rather than the running of meetings. A board procedure course centres on agendas, minutes and governance routines, while this course centres on incorporation, share issues, reductions and winding up.

### What do you bring back from Company Formation, Capital Changes and Liquidation?

You bring back a mapped sequence of approvals for every major event in a company's life. It shows who approves, which majority applies and when each filing is due.

## Company Formation, Capital Changes and Liquidation: The Way Forward

The Company Lifecycle Approvals Map first informs the next capital event on the group's calendar, whether a new subsidiary, a rights issue or a dormant entity closure. Company secretaries and finance officers use it to brief the board. After its first use, revisit how share class rights and creditor protections interact, since that is where most capital events stall.