



Business Law Services

An overview of the most common B2B enquiries:

Business Basics

Document
<p>1. Business Formation <i>Full Trading Limited Company, Certificate of Incorporation, Memorandum & Articles of Association, Company Register, Companies House £15 filing Fee included in price, Online Company Name Search, Share Certificates, 30 mins of free legal advice.</i></p>
<p>2. Deed of Adherence to Shareholders Agreement (existing) <i>A Deed of Adherence is a document by which a person/entity becomes a party to an existing Shareholders' Agreement. It is used when a person/entity becomes a shareholder of a company (by subscribing new shares or by acquiring existing shares) where a Shareholders' Agreement is already in place.</i></p>
<p>3. First Directors Board Minutes <i>Board minutes record what decisions are made by the directors of a company during board meetings. These include such decisions as appointing new auditors or shareholders.</i></p>
<p>4. Stock Transfer Form <i>A stock transfer form (also known as form J30) is the standard document required for the transfer of shares in the UK. It contains details of both the seller and buyer of the shares; the type and number of shares being transferred, and the amount paid by the buyer.</i></p>
<p>5. Articles of Association <i>Specimen short form articles of association for a private limited company by shares based on the model articles for private companies limited by shares contained in Schedule 1 to the companies (Model Articles) regulations 2008 (SI 2008/3229)</i></p>
<p>6. Shareholders Agreement <i>Basic form of agreement between two or more shareholders who own the same class of shares, without any preferences. Plus Deed of Adherence.</i></p>

Partnership & Joint Ventures

Document
<p>1. LLP Agreements <i>Basic Form of agreement between two or more partners without any preferences. A standard document limited liability partnership (LLP) agreement for use on either the establishment of a new business as an LLP or the transfer of an existing partnership business to an LLP. The LLP agreement records the matters agreed between the LLP members in relation to the internal workings of the LLP. Among other things, the LLP agreement covers profit sharing, admission of the new members, management and decision making, retirement and expulsion from the LLP and entitlement and obligations of outgoing members.</i></p>
<p>2. Partnership Agreement (Non-LLP) <i>Basic Form of agreement between two or more partners without any preferences. A short form partnership agreement for use in the context of a professional or trading partnership.</i></p>
<p>3. Joint Venture Shareholders Agreement <i>Basic form of Agreement between two shareholders to a joint venture company, without preferences, covering all aspects of the shareholder relationship. A standard document for a joint venture agreement between two corporate parties or individuals under which a deadlocked joint venture company is established and operated.</i></p>
<p>4. Joint Venture Agreement <i>Form of Agreement between two shareholders in a joint venture, without preferences and where no separate legal entity has been formed. Covering all aspects of the shareholder relationship A standard document for a joint venture agreement between two corporate parties where one party holds the majority of the shares in the joint venture company and the other party is the minority shareholder. The document contains the terms for establishing and operating the joint venture company and can be adapted for use where there are more than two parties to the joint venture. Suggested alternative clauses for a multi-party joint venture are included in the document.</i></p>

****All Documents drafted by a qualified Solicitor. Prices upon enquiry.**

Commercial Contracts

	Document
1.	Consultancy Agreements <i>A contract for services between an independent contractor (a self-employed individual) and the client company for the provision of consultancy services. This contract is intended for use by clients when they are engaging a consultant to provide professional services and where the engagement will not be deemed employment for the purposes of the IR35 or off payroll working rules because the consultant will not be providing their services via an intermediary.</i>
2.	Sales Agency Agreement <i>Sales agency agreement, primarily designed for the appointment of an exclusive sales agent who is authorised to negotiate and enter into contracts of sale on the principal's behalf.</i>
3.	Marketing Agency Agreement <i>A short form marketing agency agreement, primarily designed for the appointment of a non-exclusive marketing agent that is authorised to promote the sale of goods by the principal, but not to conclude sales. This standard document is suitable whether or not the Commercial Agents (Council Directive) Regulations 1993 (SI 1993/3053) apply.</i>
4.	Introduction Agency Agreement <i>An introduction agency agreement (sometimes referred to as a Referral Agreement, Commission Agreement, or Finder's Fee Agreement) for use between a UK services supplier and another UK company that introduces potential clients to the supplier in return for a commission.</i>
5.	Franchise Agreement <i>A general-purpose franchise agreement, which may be adapted according to whether non-exclusive or exclusive rights in a particular territory granted.</i>
6.	Distribution Agreement <i>A standard document primarily designed for appointing an exclusive distributor in the UK in respect of a particular territory or particular customer group.</i>

Standard Terms of Business

It is an important document which sets out the terms on which a company intends to rely on when acting for their clients. It replaces any previous agreements and understandings they have between them (whether verbal or written).

A Terms of Business Checklist will be prepared and will need to be completed by you.

	Document
1.	Website Terms and Conditions (UK) <i>These website terms of use are for access to and use of a website under English law.</i>
2.	Online Business and Consumer Goods, Services and Digital Content Terms and Conditions <i>Terms and conditions for the supply of goods, services and digital content to both consumers and businesses for contracts concluded online (as opposed to on-premises or doorstep contracts). They include detailed instructions on how to amend them where one or more of goods, services or digital content is not being sold. These terms reflect the changes introduced by the Consumer Rights Act 2015 which applies to consumer contracts formed on or after 1 October 2015 (or 1 October 2016 for contracts for certain rail passenger services, carriage by air and sea and inland waterway transport).</i>
3.	Supply of Goods Agreement <i>A Business to Business agreement for the supply of goods.</i>
4.	Terms and Conditions for the supply of goods <i>Standard terms and conditions for the supply of goods between businesses based in the UK.</i>
5.	Mutual Services Agreement <i>An agreement for the mutual supply of services between two businesses.</i>
6.	Terms and Conditions for the Supply of Services <i>Standard terms and conditions for a one-off supply of services. This document is for use in business-to-business transactions.</i>
7.	Terms and Conditions for the Supply of Goods or Services <i>Specimen standard terms for the supply of goods and services, drafted from either the supplier or customer's perspective. For use in domestic contracts between businesses.</i>
8.	Services Agreement <i>A supply of services agreement for use in business-to-business transactions. It is drafted from either the supplier or customer's perspective.</i>
9.	Manufacturing Agreement <i>An agreement for the manufacture of products that is intended for use in business-to-business transactions. The agreement sets out key obligations of the manufacturer and the customer and</i>

includes clauses for the provision of technology and equipment, ownership of intellectual property rights, and warranty and indemnity provisions.

Intellectual Property

	Document
1.	Confidentiality / Non-Disclosure Agreement (One Way) <i>A one-way confidentiality agreement for general commercial purposes, drafted from either the discloser or the recipient's perspective. Confidentiality agreements are also known as nondisclosure agreements or NDA's.</i>
2.	Confidentiality / Non-Disclosure Agreement (Mutual) <i>A mutual confidentiality agreement where both parties will be disclosing confidential information to each other for general commercial purposes.</i>
3.	Confidentiality / Non-disclosure agreement with consultant <i>A confidentiality agreement for the use where a consultant is being hired to do a simple one-off job which involves the disclosure of confidential information.</i>
4.	IP Licenses <ul style="list-style-type: none"> a. License of Industrial designs - <i>A specimen license of industrial designs drafted in favour of the license saw for the use in a business to business context where copyright, registered designs or design right (or any combination of those rights) in respect of materials are licensed for the manufacture and sale of products to specifications set out in such materials.</i> b. Patent and know-how licence agreement - <i>A license agreement granting a licensee the right to manufacture and sell patterns of products with an optional license to know-how and optional provision of technical assistance, drafted in favour of the licensor.</i> c. Trademark licence agreement - <i>Trademark license agreement granting a licence see the right to sell products covered by a registered trademark, drafted in favour of the licensor.</i> d. Trademark licence: asset purchases - <i>A specimen trademark license for the use where the seller license is the right to use its trademark to the buyer for a wind down period following completion of an asset purchase.</i>
5.	IP Assignments <ul style="list-style-type: none"> a. Assignment of Copyright – <i>an agreement for the assignment of copyright, drafted from the assignor or the assignee's perspective.</i> b. Assignment of intellectual property rights- <i>an agreement for the assignment of intellectual property rights, drafted from the assignee or assignor's perspective</i> c. Assignment of Trademarks – <i>and agreements for the assignment of trademarks, drafted from either the assignee or the assignor's perspective.</i> d. Deed of assignment of goodwill – <i>a standard document for the assignment of goodwill in connection with the purchase of a business.</i>
6.	IP Infringement Letter of claim <i>Covers: Copyright infringement, design rights infringement, patent infringement, registered design infringement, trademark infringement.</i> <i>Letter of claim (previously known as a "letter before action" and also referred to as a "Cease-and-desist" letter) to be used in relation to infringement of either literary or artistic copyright, with separate undertakings; unregistered design right, with separate undertakings; patent with separate undertakings; registered trademarks, with separate undertakings; or UK or European community registered designs, with separate undertakings).</i>
7.	Trademark Registration and Policy <i>A policy setting out a company's approach to the maintenance, protection and exploitation of trademarks within the organisation.</i> <i>Advising and completing the process to register a Trademark</i>

Finance

	Document
1.	Informal Loan Agreement – Basic <i>A bilateral, secured, term facility agreement between a single lender and a single borrower without any security. *Borrower Pays</i>
2.	Formal Debenture – <i>A standard form debenture created by a company incorporated in England and Wales in favour of a single corporate lender.</i> <i>This standard document creates a mortgage over properties, fixed charges over a range of other assets and assignments by way of security over the benefit of contracts and insurance policies, together with a floating charge over assets not otherwise mortgaged, charged or assigned.</i> <i>Basic charge over company assets</i> <i>(NOTE: registration requirements subject to additional fee)</i>
3.	Loan Agreement (Basic with) <i>A bilateral, secured, term facility agreement between a single lender and a single borrower taking a charge over private property, personal (chattels) or financial assets as security.</i>

	<p>a. <i>Legal charge (private mortgage)-Property</i></p> <p>b. <i>Corporate or personal guarantee</i></p> <p>c. <i>Charge over personal or financial assets</i></p>
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E-Commerce

	Document
1.	Full E-Commerce Set-up <i>Privacy Policy, Website Terms and Conditions, Website Disclaimer.</i>

Employment

	Document
1.	Contracts of Employment <i>An employment contract (or service agreement) suitable for either a junior or senior employee or executive.</i>
2.	Settlement Agreements <i>A simple agreement between an employer and employee to compromise and employees contractual and statutory claims on termination of employment.</i>
3.	Director Service Agreements <i>A service agreement between a Director and a company</i>
4.	Consultancy Agreement <i>[SEE COMMERCIAL CONTRACTS ABOVE]</i>

Share Sale – (Key Documents)

	Document
1.	Sale and Purchase Agreement - Short Form <i>Key standard short form agreement for the sale and purchase of the entire issued share capital of a private limited company with one or more subsidiaries, involving single corporate seller and buyer</i>
2.	Heads of Terms <i>Heads of terms by which the parties outline their intention to buy and sell the business of a private limited company.</i>
3.	Disclosure Letter <i>A first draft disclosure letter prepared by the seller in relation to the acquisition of the entire issued share capital of a private company limited by shares.</i>
4.	Tax Covenant <i>Schedule containing short form tax covenant (with integrated drafting notes) to be inserted in a share purchase agreement where the seller is a body corporate.</i>
5.	Power of Attorney <i>A standard form power-of-attorney to be granted by selling shareholder in favour of a buyer to enable the buyer to control the rights attaching to the sale shares pending registration of the transfer.</i>
6.	Board Minutes <i>Outline minutes for use by corporate buyer or seller recording a meeting of the committee of its board held for the purpose of approving completion formalities</i>
7.	Indemnity for Lost Share Certificates
8.	PSC Letters
9.	Companies House Registration Documents including TM01, AD01, etc

Asset Purchase – (Key Documents)

	Document
1.	Asset Purchase Agreement <i>An asset purchase agreement, key agreement documenting the sale and purchase of a business.</i>
2.	Heads of Terms <i>Heads of terms by which the parties outline their intention to buy and sell the business and assets of a private limited company. This document is prepared on the basis that there is a single corporate buyer and that the obligations of the seller may be guaranteed. It includes legally binding provisions relating to exclusivity of negotiations and costs and assumes that a confidentiality agreement has already been entered into.</i>
3.	Disclosure Letter <i>A first draft of a disclosure letter prepared by the seller.</i>
4.	Board Minutes <i>Outline minutes for use by corporate buyer or seller recording a meeting of the committee of its board held for the purpose of approving completion formalities</i>

