

# HUNTERS

INCORPORATING  
MAY, MAY & MERRIMANS



## Business Services

# Business Services

We provide an efficient and responsive service to meet the needs of businesses and those individuals who own and manage them.

Our clients include corporations, partnerships and sole traders - from start-ups and small businesses to banks, manufacturing companies, professional associations, and the trading subsidiaries of charities. We also advise multinational corporate clients on a broad range of transactional and non-transactional issues affecting their international operations.

We develop close relationships with our clients and have acted for many of them as their principal advisers through the generations. Our lawyers bring legal expertise and a strong commercial perspective to the most complex transaction or project. Where appropriate, we work closely with our other teams to provide a comprehensive service. We are available at short notice to meet any sudden need, and are committed to delivering speedy and practical business advice.

## Company Formation and Organisation

In any company, the Articles of Association are critical - they bind the members and govern the way in which the company is run. Who appoints and dismisses the directors? Are any issues reserved for unanimous or qualified majority decision? Are minority interests protected? Are there suitable restrictions on the transfer of shares outside the family or other chosen group? Such questions must be regulated in the Articles because they will govern the legal position in the event of a subsequent dispute.

A Shareholders' Agreement sets out the private agreements of the shareholders: it is a private document - unlike the Articles, which are a public document filed at Companies House.

Hunters' corporate team regularly advises on:-

- Setting up and structuring companies
- Company secretarial and administration issues
- Drafting and amending Articles to suit shareholder structures and wishes
- Shareholders' agreements
- Directors' duties and corporate governance



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## Business Affairs

Contracts provide the legal framework for any agreed commercial activity between two or more parties. They should be clearly drafted, reflect reality and strike a reasonable balance between the commercial interests of the parties.

Businesses carrying on repetitive trades need standard terms and conditions of business which define and limit the liability of the business, and provide a safety net if things go wrong. Joint Venture Agreements are used to regulate the contributions, rights and obligations of the parties engaging in a joint commercial enterprise with others, where that enterprise is unincorporated.

Typical examples of other contracts we draft include:-

- Management agreements
- Consultancy contracts
- Success fee agreements
- Building contracts
- Framework agreements
- Licensing agreements

## Family Enterprises

Family businesses can be structured in a variety of ways, using companies, partnerships, trusts and other arrangements. Some families have family offices; others find that less formal structures are more suitable. We have been advising family businesses for generations. We combine our corporate experience with our expertise in estate planning, wealth preservation and the management of family dynamics to advise the owners and other participants in family businesses on how to drive them forward in a constructive and effective way.

## Intellectual Property

Intellectual property rights - confidential information, copyright materials, trade marks and patents - are valuable assets that a business must protect against unlawful use. We advise on protecting and defending these rights by means of licensing arrangements and contractual restrictions in shareholder agreements, joint venture agreements and employment contracts. We are also experienced in taking steps to restrain third parties from infringing your intellectual property rights through the issue of proceedings in the High Court or the Patents County Court, and an application for urgent injunctive relief should such action be necessary.

## The Business in Difficulty

Business goes in cycles – what goes up often comes down. When this happens, the owners and managers find themselves in difficult, and often distressing situations. They find themselves in need of help. We can give clear and practical advice on such things as directors' duties, the dangers of being a shadow director, and the consequences of trading while in or nearing insolvency.

We work closely with insolvency practitioners with the aim of identifying the most constructive and economical solution to the problem.

## Mergers and Acquisitions

Buying or selling a company or a business is an exciting challenge, requiring planning and careful execution. Our corporate team advises on the structure, due diligence process, negotiation and completion of such transactions. After completion, we are available to help with the integration and rationalisation processes.

The tax experts in our Private Client team are on hand to ensure that all available personal tax advantages are secured, and our property team will look after any real estate issues.

## Partnerships

The beauty of English partnerships is their flexibility: a partnership can be established for any purpose and virtually on any terms.

Several different forms are available, from the traditional unlimited liability partnership, to the limited partnership and the limited liability partnership. We have particular expertise in family business and farming partnerships and we work closely with our Private Client team to advise on succession planning and tax optimisation.

Partnerships are dynamic entities and we advise on changes in the partnership structure and documentation at the significant points in their development.

## Finance and Security

We act for lenders and borrowers on all kinds of lending transactions, from simple bilateral loans to syndicated facilities, whether secured or unsecured. Our clients include domestic and foreign banks, companies and partnerships. We have particular expertise in:-

- Cross border lending
- Creating security
- Secured property transactions
- Purchase of transferable endowment policies
- Consumer credit contracts and regulation

## Inward Investment

We act for foreign companies and individuals who come to the UK to do business, and advise on everything - from establishing a branch or subsidiary, to its disposal or ultimate demise. Our corporate team has many years' experience of advising foreign clients, many of them SMEs or family businesses specialising in a particular sector, and guiding them through the intricacies of English law. Our lawyers speak several foreign languages including French, German, Italian and Cantonese.

Much of our work routinely involves cross border transactions, often between companies which are not directly connected with the UK, but nevertheless choose English law to govern their contracts. In doing so, they benefit from a sophisticated legal system and world class court and arbitration systems which deliver certainty and reliability to their transactions.

