



Company and Commercial

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.

Many businesses need standard conditions which define and limit their liability, providing a safety net if things go wrong. Joint Venture Agreements regulate the contributions, rights and obligations of the parties engaging in an unincorporated joint commercial enterprise.

Typical examples of other contracts we draft include:-

- Agency and distribution agreements
- Management agreements
- Consultancy contracts
- Success fee agreements
- Building contracts
- Framework agreements
- Licensing agreements

Company Formation and Organisation

The Articles of Association are critical: they bind the members and govern how the company is run.

Unlike the Articles, which are filed at Companies House, a Shareholders' Agreement is a private document.

Our 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

Finance and Security

We act for lenders and borrowers on lending transactions, from simple bilateral loans to syndicated facilities, secured or unsecured.

Our clients include 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 doing business in the UK, and advise on everything – from establishing a branch or subsidiary, to their ultimate demise.

Our corporate team advises foreign clients, many of them SMEs or family businesses. Several of our lawyers speak French, German, Italian or Cantonese.

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

Mergers and Acquisitions

Buying or selling a business is exciting: it requires careful planning and execution.

Our corporate team advises on the structure, due diligence process, negotiation and completion of such transactions.

After completion, we can help with integration and rationalisation. Our tax experts can secure tax advantages; our property team can look after real estate issues.

Partnerships

English partnerships are flexible: established for any purpose and on virtually any terms.

Different forms are available: traditional unlimited liability, limited and limited liability.

We have particular expertise in family business and farming partnerships, working closely with our Private Client team to advise on succession planning and tax optimisation.

Partnerships are dynamic. We advise on changes in structure and documentation throughout their development.

Intellectual Property

Intangible assets - brand names, logos, technological innovations, trade secrets, internet domain names, designs and the get-up of products - are increasingly valuable. We offer transactional services to help companies foster innovation through the creation, protection, commercialisation and management of their intellectual property and related rights:

- Brand development, protection and rights management
- Trade mark and design right clearance for registration and use
- Licensing and commercial agreements
- Acquisition and disposal of IP portfolios
- Sponsorship, merchandising and product endorsement
- Advertising standards
- Database rights and data protection

We also offer a world-wide trade mark and design right filing and watch service, and a domain name registration service together with our network of trusted trade mark attorneys and domain name registrars.