

## Recent Work: Business Agreements and Contracts

### **Contractors' agreements**

Nicholas Johnson acted on behalf of a specialist energy-efficiency company that sought to protect its intellectual property rights when working with other specialist sub-contractors in their tenders for projects. The company uses cutting-edge energy-efficiency technology in refurbishing and new-build leisure centres. This complex advice also involved robust intellectual property and confidentiality clauses alongside restrictive covenants/provisions.

### **New contracts for national lighting and furnishing firm**

Gemma Ritchie acted for a national business that specialises in the manufacture of bespoke lighting and furnishings in drawing up several new contracts. As the business is going through a period of expansion, including opening a number of retail outlets, various new contracts were required to be put in place, both between the business and its customers (including terms and conditions of business, agreements governing the use of the customers' names in marketing materials, etc) and between the business and its various suppliers and service providers (including supply agreements, agreements governing ownership of intellectual property developed by the suppliers, etc). Gemma assisted the client in conducting an overview of its requirements and putting in place user-friendly documentation to cover its various needs going forward.

### **Contracts for global partnerships**

Gemma Ritchie acted for a multi-national technology company, operating primarily in the security sector, in preparing a number of contracts governing their relationships with various global partners. Such contracts include confidentiality agreements, patent disclaimers, joint venture agreements and product licences. Throughout the drafting process, Gemma has liaised closely with the client's Head of Global Partnerships to put in place a comprehensive but user-friendly set of documents that meet the client's specific requirements.

### **Dental services contracts**

Gemma Ritchie and Mark Williams frequently advise in relation to various dental services contracts. Currently, Gemma is acting for a client in the preparation of an Expense Sharing Agreement governing the terms on which various dentists and hygienists who occupy the same building agree to share responsibility for the communal areas, equipment and expenses of their respective surgeries.

### **EMI share option plans**

Gemma Ritchie frequently acts in preparing documentation to effect enterprise management incentives (EMI) share option plans. This involves working closely with the clients' accountants to ensure the various requirements and formalities of the relevant legislation are complied with and preparing detailed plan documents setting out the circumstances in which the options can be exercised and the rules applying to the options..

### **Franchise deals**

Gemma Ritchie and Mark Williams frequently act on transactions involving international franchises including most recently McDonald's, Domino's Pizza and KFC. Transactions recently undertaken include sales and acquisitions of existing franchises as well as acting for franchisees on entering into a new franchise agreement. The transactions involve advising on the business and the franchise agreement itself and all property elements involved, bringing in members of the Gaby Hardwicke Commercial Property team as required.

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### **International terms and conditions of business**

Gemma Ritchie frequently advises a company operating in overseas jurisdictions in preparing contracts for supply of goods and services and terms and conditions of business governed by English law. These contracts and conditions require careful drafting to ensure action can be taken in the foreign jurisdiction if it proved necessary.

### **Intellectual property joint venture**

Mark Williams and Gemma Ritchie are involved in a joint venture deal involving detailed joint venture agreements governing the relationship between the parties and associated intellectual property assignments and licences for the use of valuable trademarks and logos in various jurisdictions. This involves negotiations with Norton Rose Fulbright Solicitors, an international firm.

### **Fast food franchise purchase**

Gemma Ritchie acted on the purchase of an existing branch of a well-known fast food franchise business. The seller was the franchisor itself, who had been running the branch in question. The work required advising on both the business purchase and franchise elements of the purchase. Jon Fielden acted in relation to the property aspects of the transaction, which were complicated by extensive negotiations and provisions governing the repair of existing dilapidations at the property.

### **Terms and conditions for online marketplace business**

Gemma Ritchie recently acted for a client operating an online marketplace business in the preparation of terms and conditions governing their agreements with merchants who sell goods through their site.

### **Cross-border distribution and pricing agreement**

Gemma Ritchie recently acted for a significant company in the vacuum industry, in the preparation of a cross-border distribution and pricing agreement for use with its international distributors.

### **Employee and director shareholding schemes**

Mark Williams and Gemma Ritchie recently acted in the implementation of employee and director shareholding schemes. These schemes included Enterprise Management Incentive Schemes and schemes enabling the company to gift shares to senior management by way of incentive. The documents included protections for the company including provisions which require the shares to be offered back if the employee/director leaves, at a price which will depend on whether the employee/director is a 'good leaver' or a 'bad leaver'.

### **Sports contracts**

Gemma Ritchie recently acted for a national sports event organiser in the review and update of several of its key contracts, including catering, venue and telecommunications agreements.

Mark Williams has been advising a sports management agency in relation to fundraising for one of its paralympic clients ahead of the Paralympic Games 2016.

### **Distribution agreements**

Gemma Ritchie is acting for a local manufacturing company in preparing various distribution agreements for use with their overseas distributors and suppliers.

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### Terms and conditions

Gemma Ritchie is acting for a national manufacturer and supplier of medical components and tools in the update of their terms and conditions and product warranties.

### Shareholders' agreements

Mark Williams and Gemma Ritchie recently prepared shareholders' agreements for companies in a range of sectors covering the introduction of new shareholders and investors, planning for future restructurings and documenting specific arrangements agreed but not recorded between the company's shareholders.

### Cross-border distribution agreements and contracts for services

Mark Williams frequently acts for a large Sussex-based [engineering service provision company](#) on a number of cross-border distribution agreements and contracts for services.

### Artist and exhibitor contracts for London art event

Gemma Ritchie acted for an events organiser in preparing a number of artist and exhibitor contracts for an event at a prestigious London art gallery.

### Incorporation of local charities as a company limited by guarantee

Mark Williams is currently acting in the incorporation of a number of local charities as a company limited by guarantee and the registration of the new company with the Charity Commission.

### Modernisation of archaic charity documents

Gemma Ritchie is acting for a large local charity in the update and modernisation of their archaic and complex governing documents, which date back to the early 1900s.

### T&Cs for national company

Gemma Ritchie is acting for a national company, which manufactures and sells parking meters, in the drafting of various sets of terms and conditions for their numerous products and services.

### Charity name change

Gemma Ritchie is acting for an incorporated charity in relation to their change of name and in updating their governing documents.

### Contact us

For expert legal advice on business agreements and contracts call **01323 435 900** or email Mark Williams [mew@gabyhardwicke.co.uk](mailto:mew@gabyhardwicke.co.uk) or Gemma Ritchie [gcr@gabyhardwicke.co.uk](mailto:gcr@gabyhardwicke.co.uk).