

BUSINESS SERVICES

The advice you need, when you need it, to guide you through all aspects of corporate and commercial law.



BUSINESS
SERVICE
SOLICITORS


SOLICITORS

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 elselaw.co.uk

LEGAL SOLUTIONS FOR YOU AND YOUR BUSINESS



“ELSE WORKED CLOSELY WITH ME TO UNDERSTAND MY ORGANISATION. THEIR HANDS-ON APPROACH HELPED ACHIEVE ALL MY AIMS.”

DID YOU KNOW?

AGREEMENTS SHOULD ACT LIKE MANUALS OR RECIPES FOR BUSINESS.

THEY SHOULD PROVIDE ABSOLUTE CLARITY ON WHAT SHOULD HAPPEN IN A GIVEN SITUATION.

CORPORATE & COMMERCIAL

KNOWING WHAT TO DO, WHEN TO DO IT AND WHAT NOT TO DO IS CRUCIAL TO THRIVING IN THE COMMERCIAL WORLD

Whether you run a growing private business, a UK subsidiary of a multi-national, or an ambitious start-up, Else Solicitors are passionate about helping you to secure and enhance the value of your business.

SO WHAT'S INVOLVED

Our corporate and commercial team have a wealth of knowledge and experience in relation to:

- Mergers
- Acquisitions and disposals
- Company reorganisations
- Corporate banking and finance
- Management buy-ins and buy-outs
- Joint ventures
- Franchising
- Supply of goods/services agreements
- Distribution agreements
- Agency agreements
- Terms and conditions of business
- Outsourcing and much more.

WHAT MAKES US DIFFERENT

We act for a broad and diverse client base from sole traders to multinational companies and everything in between.

Whether buying or selling your business, need help to protect your business brand and identity, or you want to navigate the complex world of trading online, our solicitors have the experience and expertise to guide you through the process.

Among the services we offer are corporate banking and finance to help your business grow and develop through mergers and acquisitions or organically.

Else Solicitors also offer advice and services to overseas companies looking to acquire UK businesses or premises and those wanting to open a UK division.

MERGERS AND ACQUISITIONS

THE TERM “MERGERS AND ACQUISITIONS” COVERS THE BUYING, SELLING, DIVISION AND AMALGAMATION OF DIFFERENT COMPANIES, BUSINESSES AND OTHER TYPES OF ORGANISATIONS

THE TWO KEY TYPES

Acquisitions or disposals will typically fall into two broad structures:

- **ASSET SALES/PURCHASES** – where only the assets such as property, goodwill and the equipment of a business are bought or sold
- **SHARE SALES/PURCHASES** – where the shares of a company are bought or sold.

HOW WE CAN HELP

At Else Solicitors we will provide a buyer or seller advice on which type of structure to adopt, along with the advantages and disadvantages of both. We will guide you through each step of the process of an acquisition or disposal of a company or business.

The key to any transaction is the information gathering stage of the process. We will provide practical and commercial guidance on the relevant risks and liabilities a buyer may take on following an acquisition, or support and assist a seller in their responses to enquiries of a buyer during the process.

Our commercial team will also support buyers or sellers through the drafting and negotiation of a relevant sale and purchase agreement and seek protections for a buyer or a seller in respect of the business, assets or shares to be transferred, including:

- Restrictions on the seller competing with the business/company after completion
- Limiting the liability of the seller moving forward
- Ensuring appropriate warranties and indemnities are in the agreement to give the buyer comfort and assurances that they are buying what they think they are buying.



**DID YOU
KNOW?**

**THERE ARE
2 PRIMARY
MOTIVATIONS FOR
ACQUISITIONS.**

**1. TO FILL GAPS
IN CAPABILITIES**

**2. TO ENTER A
NEW MARKET.**

**FINANCIAL
VIABILITY IS
AS IMPORTANT
AS STRATEGIC
FIT. IT IS
CRITICAL FOR
THE DEAL
TO MAKE
FINANCIAL
SENSE.**



**DID YOU
KNOW?**

**MANY BUSINESSES
RECOGNISE
THE NEED TO
RESTRUCTURE
TOO LATE.**

**DELAYS CAN
MEAN FEWER
OPTIONS REMAIN
AND SAVING
THE BUSINESS
OR COMPANY
MAY BE MORE
DIFFICULT.**

**CHANGING AN ORGANISATION'S
STRUCTURE CAN BE AN EFFECTIVE WAY
OF UNLOCKING BETTER PERFORMANCE.**

CORPORATE RE-ORGANISATIONS

IF THINGS DON'T CHANGE, THEY ARE LIKELY TO REMAIN THE SAME OR DEGENERATE. TO GROW YOU WILL NEED TO CHANGE

WHY CHANGE

As your business grows and develops you are likely to discover that changes to the way it is structured are necessary.

Corporate restructuring can include:

- Sole trader to Limited company, partnership, or Limited Liability Partnership (LLP)
- Partnership to LLP
- Partnership to company
- Group structuring, including setting up holding companies and creating subsidiaries.

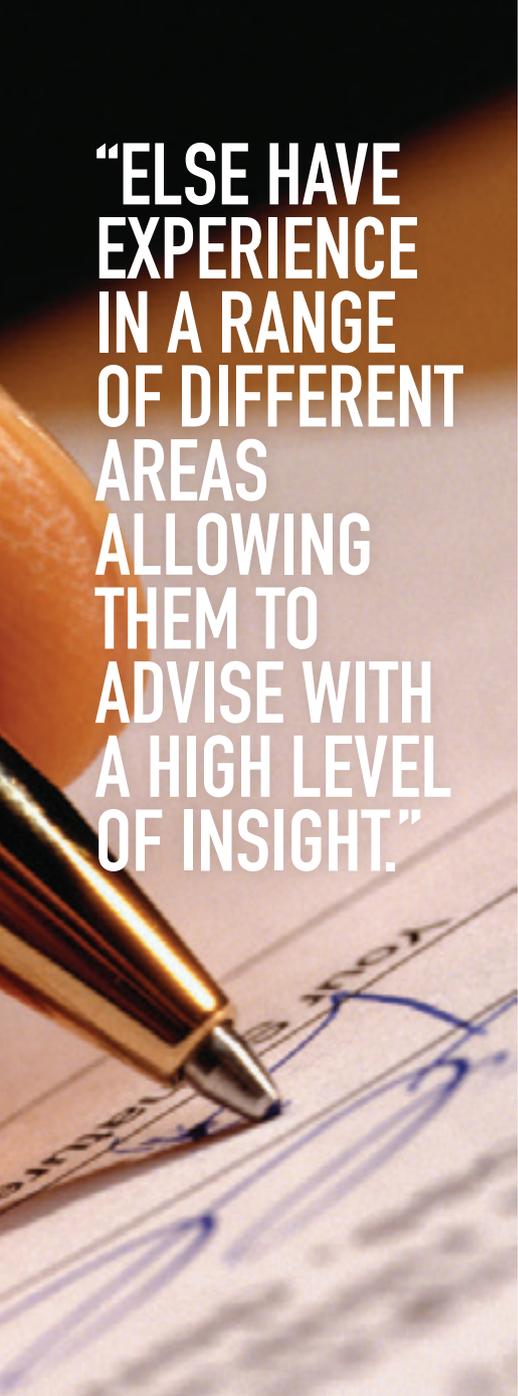
HOW CAN WE HELP YOU CHANGE

As with all the commercial services that we offer, we start by learning all we can about your business, its position in the marketplace and the ambitions, objectives and goals you have for the short, medium and long term.

For example, restructuring from a partnership to an LLP can enable our clients to capitalise on the advantages of limiting the liability of the partners, whilst retaining the tax benefits similar to those of a partnership.

In recent years we have helped many of our clients to change and modify their business structures allowing them to achieve their personal and commercial ambitions.

This has been done in a broad variety of ways and we can help you decide which structure is best for you.



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COMMERCIAL CONTRACTS

PROPERLY DRAFTED CONTRACTS HELP THE
BUSINESS WORLD OPERATE TODAY AND TOMORROW

WHAT CAN WE DO FOR YOU

During the lifetime of your business you are likely to need help drafting and agreeing a wide range of commercial contracts.

Commonly used contracts in business are:

- Terms and conditions of business
- Hire and lease agreements
- Intellectual property agreements and licences
- Confidentiality non-disclosure agreements
- Agency agreements
- Information Technology agreements
- Distribution and supply agreements
- Franchising agreements.

A wealth of experience in drafting and negotiating all types of commercial contracts means we can provide you with all the advice necessary on the terms and conditions contained in the contracts you enter into, their implications and your rights and obligations.

From simple consumer contracts to complex multi-party commercial agreements, we understand the importance of every word, clause, definition and punctuation mark. We will make sure you get a breakdown of everything included in a contract in plain English.

FRANCHISING

During recent years there has been a surge of interest in franchising, both from ambitious entrepreneurs who have developed a successful business concept which they want to franchise, and from people wanting the security of buying into a tried and tested business model but keen on being their own boss.

At Else Solicitors we have the right blend of experience and knowledge to advise and support both would-be franchisors and franchisees.

SHAREHOLDERS AGREEMENTS, PARTNERSHIP AGREEMENTS AND LIMITED LIABILITY PARTNERSHIPS

SHAREHOLDERS AGREEMENTS

A shareholders agreement provides extra clarity through formally setting out rights and responsibilities and is a private document, whereas the Memorandum and Articles of Association are publicly available at Companies House.

The terms within a shareholder agreement cover aspects including:

- Voting rights of shareholders
- Dividends
- Transfer of shares
- Exit terms
- Termination of the agreement and what happens in the event of bankruptcy or death of shareholders
- The valuation of shares on a transfer
- Rights of shareholders to purchase additional shares or sell shares
- Restricting shareholders from competing with the company when they leave.

LLP EXPLAINED

A Limited Liability Partnership (LLP) shares many characteristics of a traditional partnership where two or more parties agree to cooperate and work together for mutual benefit. A key difference between these forms of partnership is that an LLP offers reduced personal responsibility for any business debts or liabilities. The LLP is primarily responsible for any liabilities, not the individual partners, because it is a separate legal entity to its partners.

Whether it's advice or guidance on the alternative structures available to a partnership, the transfer of a partnership into an LLP, the risks involved in having an unwritten and unrecorded partnership arrangement, or the drafting of a relevant agreement, our commercial team have the experience and expertise to meet your needs.



TERMS & CONDITIONS OF BUSINESS

IMPORTANT TO GET IT RIGHT
IMPORTANT TO YOUR BUSINESS FUTURE

ARE THEY REALLY THAT IMPORTANT

Drafted and properly incorporated terms and conditions can save businesses major expense, time consuming inconvenience and possible litigation in the long run.

Having the right terms and conditions in place when your business starts trading is much less costly, in time and money, than taking legal action against non-paying customers or pursuing other disputes through the courts.

Even businesses who have terms and conditions in place can fail to properly incorporate them into their contracts with the people they work with. The effect of this failure is that those terms and conditions may not have any legal effect or be binding on the people your business engages with.

HOW WE CAN HELP

Our specialist team understand and recognise the risks that could affect your business and the terms and conditions we create will give your company the protection it needs.

Once these terms and conditions are correctly incorporated into your business contracts you have peace of mind that your customers and clients are clear on pricing, when and how payment must be made, delivery terms, service performance standards and what happens if things go wrong.

Just one bad debt could bring a business down, so ensure that you are doing all you can to protect your future with the right terms and conditions.

DID YOU KNOW?

TERMS & CONDITIONS HELP TO DRIVE BUSINESS EFFICIENCIES AND PROCESSES.

THEY ALSO MINIMISE LEGAL DISPUTES IN THE FIRST PLACE AS WELL AS REDUCING THE CHANCES OF YOU BEING TAKEN TO COURT.

TERMS & CONDITIONS SHOULD BE THE FIRST DOCUMENT YOU PUT IN PLACE.

OTHER LEGAL SERVICES WE OFFER

FOR BUSINESS

- Commercial Property
- Construction & Engineering
- Business Services
- Debt Recovery
- Dispute Resolution
- HR & Employment
- Insolvency & Business Recovery
- Intellectual Property
- Mediation

FOR YOU

- Civil Litigation
- Employment Law Advice
- Wills & Probate

SPECIALIST

- Banking & Finance
- Brewing Industry & Pub Companies
- Dental Law
- Sports & Entertainment Law




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