



# Cradle to Grave for businesses

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# Overview

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- Incorporation
- Premises
- Terms and conditions
- Debt Recovery

# Incorporation

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- Limited company
  - Limited liability
  - Companies Act 2006
  - Shareholders agreement
- Partnership
  - Partnership agreement
  - Partnership Act 1890
- Limited liability partnership
- Sole trader

# Shareholders agreement

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- When?
- Directors = decision makers
- Right of first refusal on transfer of shares
- Dividend policy
- 'Shareholder Consent'
- Transfer of shares on death of a shareholder

# Lions, Tigers and Bears

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# Lions, Tigers and Bears

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- Employees:-
  - Probationary period
  - Confidential information?
  - GDPR
  - IP
  - Restricted covenants
- Directors :- The Service Agreement

# Lions, Tigers and Bears

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- Self-employed
  - Control
  - IR35?
  - IP?
  - Acting for competitors?

# Premises

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- Lease
  - Term
  - Rent free period
  - Break clauses
  - Right to remain (Landlord and Tenant Act 1954)
  - Licence for Alterations
  - Service Charge
  - Hot-desking
- Purchase
  - Funding
  - Personal guarantees



# Terms and conditions 1 - Overview

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- Consumers and/or business customers?
  - Flexibility
- Area covered by terms and conditions:
  - Payment
  - Obligations (what each side has to do)
  - Termination (note difference for consumers)
  - Recovery of costs
  - Entire agreement (note again difference for consumers)
  - Jurisdiction
  - Onerous/unfair terms (see later Incorporation and Consumers)
  - Bespoke clauses for your businesses

# Terms and conditions 2 - Incorporation

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- Method by which the parties become bound by the contract terms
- INVOICES – these are reminders are not contractual terms
- Effect of non-incorporation – not bound by the term
- How can parties be bound?
  - Signature – best way but sometimes impractical
  - Notice – use reasonable efforts to make them aware of the terms
  - Previous course of dealing – repeat business
- Onerous terms – sliding scale (exception for signed contracts)

# Terms and conditions 3 – Consumer Contracts

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- General principles
  - Fairness and transparency
  - Everyday language
  - Subheadings
  - No legalese – don't just make it sound good
  - Different fonts
- Unfair terms
  - Consumer not bound by unfair term
  - 'Grey list' terms – Schedule 2 of CRA 2015 – probably unfair
  - 'Blacklist' terms – reasonable care and skill; exclusion of liability for PI or death

# Debt recovery

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- Cash flow
- SRF debt recovery team
- SRF litigation team

# ...and finally...

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- GDPR - “you think it’s all over”
- Equality Act 2010 -  
think carefully

Any  
Questions?