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LexisPSL Company Commercial

Our team of highly qualified Company Commercial lawyers have put together an unbeatable set of materials to guide you through company and commercial law and practice.

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Jane Mayfield, *Solicitor, Corporate*
Jane specialises in corporate finance, public and private mergers and acquisitions, disposals, investments and corporate restructurings as well as debt finance.



Veronica Bailey, *Solicitor, Commercial & Corporate*
Veronica specialises in information technology, intellectual property, corporate and commercial matters.

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What does LexisPSL Company Commercial Include?

- 200+ Precedents
- 160+ Practice notes
- 49 Topic overviews

What sources are quoted or referenced?

- All England Commercial Cases
- All England Law Reports (Commercial)
- All England Official Transcripts (Commercial)
- All England Reporter (Commercial)
- Atkins Court Forms
- Buckley on the Companies Acts
- Butterworths Competition Law Service
- Butterworth's Corporate Law Service
- Common Law series - The Law of Contract
- Common Law Series: The Law of Product Liability
- Emden's Construction Law
- Encyclopaedia of Forms and Precedents
- Fysh, Roughton, Cook & Spence: Modern Law of Patents
- Goode Consumer Credit Law and Practice
- Halsbury's Laws of England
- Harvey on Industrial Relations and Employment Law
- Laddie, Prescott & Vitoria: The Modern Law of Copyright and Designs (3rd edn)
- Lovells: E-Finance: Law and Regulation
- Morcom, Roughton & Malynicz: The Modern Law of Trade Marks
- Tolleys Company Law Service
- Tolleys: Commercial Contract Checklists
- Tolley's Company Secretary's Handbook
- Sykes: Intellectual Property in Designs
- UK Parliament Acts (Commercial)
- UK Statutory Instruments (Commercial)
- Whish: Competition Law

Current Topics included in LexisPSL Company Commercial:

Company administration

Types of entities and formation
Company management
Corporate governance

Transactions

Private company M&A: shares
Private company M&A: assets

Financing

Lending
Security
Quasi security
Hire Purchase (available Dec 2009)
Leasing (available Dec 2009)
Factoring (available Dec 2009)

Partnerships & Joint Ventures

LLPs
General partnerships
Contractual joint ventures
Corporate joint ventures

Insolvency

Individual insolvency
Corporate insolvency

Channels to market

Agency
Distribution
Franchising (available Dec 2009)

Creating and managing contracts

Changing and transferring contracts
Boilerplate
Creating contracts

Goods and services

Standard terms and conditions
Outsourcing (available Nov 2009)

Consumer Protection

Consumer credit
Product liability
Consumer terms and unfair trading

Data and Privacy

Data protection
Freedom of information

IT and e-commerce

Software
Web
Domain names (available Nov 2009)

Intellectual property rights

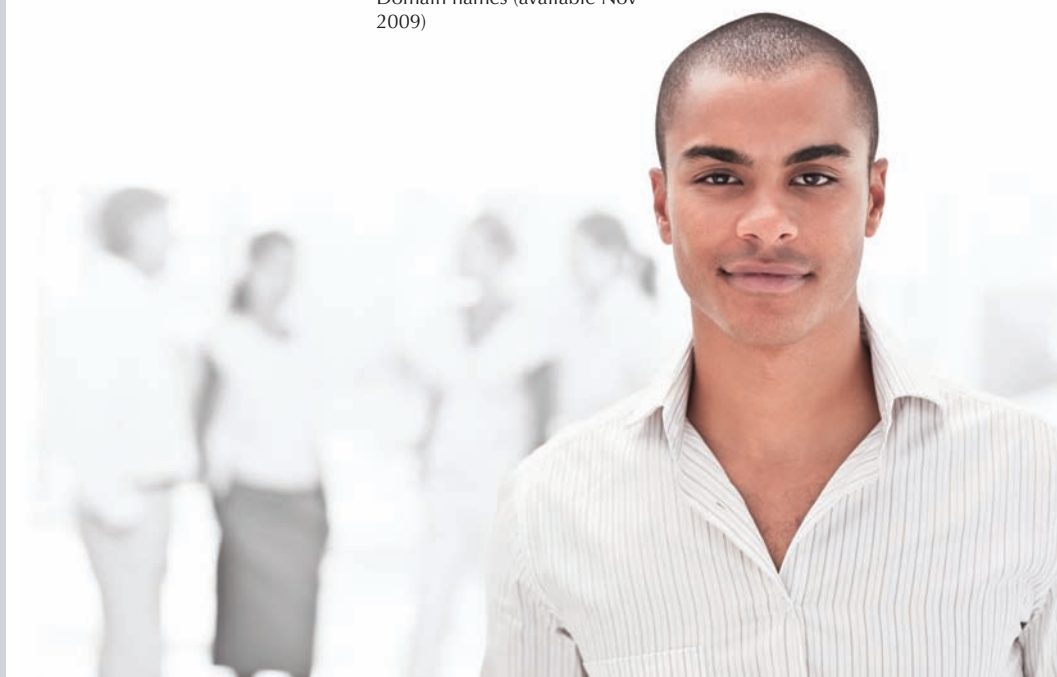
Copyright
Database Right
Design Right
Knowhow and trade secrets
Patents
Trademarks
Infringement

Competition

Anti competitive practices
Enforcement and compliance
Regulations of mergers and joint ventures

International trade

International trade terms (available Dec 2009)
International supply contracts (available Dec 2009)



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Company Commercial Precedents

Company administration

Types of entities and formation

First board minutes - incorporation agents of shelf company
First board minutes - acquirer of shelf company
First board minutes - bespoke company
Shareholders agreement
Articles of association

Company management

Notice by a private company of a proposed written resolution
Requisition by shareholders requiring the directors to circulate a proposed written resolution together with a statement relating to the subject matter
Notice by a private company of a proposed written resolution circulated as a result of a shareholders' requisition
Resolution of a general meeting as to the expenses of complying with a members' requisition for the circulation of a proposed written resolution (together with a members' statement if relevant)
Shareholders resolution
Board resolutions

Directors' duties

Declaration of a director's interests - general notice
Declaration of a director's interests - notice in writing

Transactions

Private company M&A shares

Exclusivity letter
Confidentiality letter
Heads of terms
Due diligence questionnaire
Pro-forma contract review
Share purchase agreement
Share purchase agreement - long form (to be used for definitions in the Add-on provisions)
Add-on provisions: Pension - Target participates in group defined benefit scheme
Add-on provisions: Pension - Target has own defined benefit pension scheme
Add-on provisions: Completion accounts profit warranty/net assets provisions
Add-on provisions: Retention Account provisions
Add-on provisions: Profit Warranty and Earn-Out provisions
Add-on provisions: Set off provisions for loan note
Tax deed
Disclosure letter
Contribution agreement
List of documents/completion agenda
Signing power of attorney
Seller's power of attorney - share rights

Board minutes - seller
Board minutes - buyer
Board minutes - target
Indemnity for lost or damaged share certificate
Resignation letter of director/secretary
Notice of resignation of their office by auditors-no circumstances to be brought to the notice of the members or creditors
Resolution of the board appointing auditors to fill a casual vacancy on resignation of the outgoing auditors
Notice by private company to previous and existing auditors of intention to propose written resolution for re-appointment of auditors appointed by the board to fill casual vacancy on resignation of previous auditors
Resolution of general meeting reappointing retiring auditors, previously appointed to fill casual vacancy caused by the resignation of previous auditors
Notice of resignation by auditors including statement of circumstances and requisition of general meeting
Requisition of resigning auditors for extraordinary general meeting
Special notice of intention to move resolution at general meeting for appointment of new auditors to fill casual vacancy on resignation of outgoing auditors
Notice to outgoing and proposed new auditors of intention to move resolution at general meeting for appointment of new auditors to fill casual vacancy on resignation of outgoing auditors
Notice of general meeting to consider outgoing auditors' explanation for resignation together with resolution appointing new auditors to fill vacancy
Special notice of intention to move resolution for removal of auditors
Notice of an intended resolution for removal of auditors
Notice by auditors enclosing written representations as to their proposed removal
Notice of general meeting to consider a resolution removing auditors before the expiration of their term of office and appointing new auditors
Loan note
Loan stock instrument
Private company M&A assets
Confidentiality letter
Exclusivity agreement
Heads of terms
Due diligence questionnaire
Pro-forma contract review
Asset purchase agreement
Disclosure letter
Assignment agreement
List of documents/completion agenda
Board minutes - seller
Board minutes - buyer
Novation agreement
Power of attorney



Partnership and joint ventures

General partnership

(References to the Companies Act 1985 in the partnership agreements should be amended to include the Companies Act 2006, where appropriate)

Model partnership agreement

Short-form partnership agreement

Partnership agreement with option to buy out outgoing partner

Agreement to admit new equity partner with optional cash contribution to capital

Agreement to admit new equity partner who introduces his previous business

Agreement to admit new partner with fixed profit share

Agreement for retirement of one partner

Agreement for retirement of one partner - short form

Deed of dissolution of partnership and closure of business, all assets being sold, and winding up being done by third party as attorney

LLP

(References to the Companies Act 1985 in the LLP agreement should be amended to include Companies Act 2006, where appropriate)

LLP agreement

Limited liability partnership agreement for use on conversion from a partnership with different categories of member

Novation agreement for use on transfer of business to a limited liability partnership

Agreement for the transfer of a business from a partnership to a limited liability partnership

Corporate joint ventures

Notice of general meeting, text of special resolution and consent to short notice for annexation to shareholders' agreements where an existing company is being used as the joint venture vehicle

Agreement for establishment and operation of an 'international' joint venture company-minority protection, but no special class rights in constitution

Agreement relating to the establishment and operation of a company as a joint venture company-minority protection, with special class rights

Articles of association based on Table A for company with two or more shareholders (which is not a 'deadlock' 50/50 company) including class rights

Simple form of articles of association based on Table A suitable for companies used as joint venture vehicles where there are no special class rights

Articles of association based on the Model Articles for company with two or more shareholders (which is not a 'deadlock' 50/50 company) including class rights and able to issue nil or partly paid shares

Simple form of articles of association based on the Model Articles suitable for companies used as joint venture vehicles where shares are fully paid and there are no special class rights

Contractual joint ventures

Research and development collaboration agreement between commercial concerns

Outline co-operation agreement between two venturers to perform a specific contract for a third party

Agreement between two co-venturers to co-operate in the design and development of a product

Agreement for the provision of technical assistance or collaboration to a joint venture company by one of the joint venturers

Limited liability partnership agreement for the development of property

Joint venture agreement between a developer and a financier

Confidentiality agreement (reciprocal)

Financing

Lending

Short form facility agreement

Security

Debenture

Assignment of contract rights as security for a loan

General assignment of receivables as security for a loan

Charge over shares of a subsidiary company

Notice of charge on cash deposited with a third party bank

Acknowledgement of notice of charge on cash deposited with a third party bank

Deed of release

Quasi security

Factoring agreement

Insolvency

Individual insolvency

Proposal by insolvent trader for voluntary arrangement with creditors

Statutory demand under IA86 s 268 - immediate

Particulars of debt - goods sold & delivered

Creditors' petition - unsatisfied statutory demand

Proof of debt--general form: Form 6.37

Letter to trustee asserting title to goods

Corporate insolvency

Nominee's report

Notice of completion/termination of CVA Notice of completion/termination of CVA

Checklist for CVA (directors), with moratorium

Minutes of meeting appointing administrator

Notice of intent to appoint administrator: Form 2.8B

Application for leave to enforce security

Asset sale agreement (administration)

Demand on borrower

Demand on guarantor

Hive-down agreement

Checklist of steps in members' VWU

Checklist of steps in creditors' VWU

Declaration of solvency IA86 s 89(3): Form 4.70

Special resolution to wind up

Resolutions authorising compromises

Creating and managing contracts

Creating contracts

Heads of terms

Confidentiality agreement (one-way)

Confidentiality agreement (reciprocal)

Exclusivity agreement

Boilerplate clauses

Boilerplate (clause bank)

Limitation of liability

Changing and transferring contracts

Variation agreement

Deed of assignment

Novation agreement

Channels to market

Agency

Agency agreement (non-exclusive)

Agency agreement (exclusive)

Termination letter

Distribution

Distribution agreement (non-exclusive)
Distribution agreement (exclusive)
Termination letter

Goods and services

Standard terms and conditions

Terms and conditions for the supply of goods through a website-business to consumer
Skeleton form of standard conditions of sale

Sale and supply of goods and services

Skeleton form of standard conditions of sale
General clauses for inclusion in supply agreements and longer sale and purchase contracts
Long term purchasing or supply agreement
Consultancy agreement
Agreement for supply of services: pro-purchaser version
Agreement for supply of services: pro-supplier version

Consumer protection

Consumer credit

Checklist - contents of a regulated credit agreement other than a modifying agreement
Variable rate debtor creditor loan with equalised repayments and which is intended for business use
Regulated credit sale agreement
Non-cancellable regulated hire-purchase agreement with no option fee for signature by customer at appropriate trade premises
Checklist - contents of a regulated consumer hire agreement other than a modifying agreement
Modifying agreement rescheduling fixed rate debtor-creditor loan with additional charges-not a distance contract
Agreement modifying a hire agreement by the addition of further goods

Consumer terms and unfair trading

Information to be contained in a notice of cancellation rights under the Consumer Protection (Cancellation of Contracts Concluded away from Business Premises) Regulations 1987

Data and privacy

Data protection

Data processing agreement
Data security policy - compliance to assist staff to comply with the requirements of the seventh principle
Checklist - Data Protection Act compliance
Data protection notice - general wording
Data controller-processor transfer outside EEA: model clauses (EU)
Safe harbor privacy policy
Checklist for data controllers - handling disclosure requests from the police
Checklist - handling subject access requests
Checklist - monitoring electronic communications

IT and E-commerce

Software

Software licence
Software development agreement
Escrow agreement
Agreement for software development and licensing
Click-wrap software licence
Software licence agreement
Software support and maintenance agreement
Shrink-wrap licence

Web

Agreement for the design of a website and provision of related software
Agreement for the provision of hosting services
Assignment of intellectual property rights in relation to a website
Terms and conditions for the supply of goods through a website-business to consumer
Website development agreement
E-mail disclaimer
Website privacy terms

Intellectual property rights

Copyright

Copyright assignment
Copyright licence
Assignment and licence back of intellectual property rights

Design right

Assignment of design right
Licence of design right

Know-how and trade secrets

Agreement for the provision of technical assistance or collaboration to a joint venture company by one of the joint venturers
Research and development collaboration agreement between commercial concerns

Patents

Patent/patent application assignment
Agreement between joint inventors as to respective rights in respect of invention, application for patent and rights under it (short form)
Assignment of patent by individual inventor - longer form
Know-how or technical aid agreement with one party advising another on how to manufacture goods and granting necessary licences under patents and in respect of know-how
Patent licence agreement

Trade marks

Trade mark assignment
Trade mark licence

IP infringement

Copyright - letters alleging and denying copyright infringement
Patents - letters alleging and denying patent infringement
Trademarks - letters alleging and denying registered trade mark infringement

Additional precedents

Notice to terminate agreement without cause
Notice threatening to terminate agreement for breach, stating steps that must be taken to remedy breach
Notice of termination for breach
Notice in reply to notice threatening to terminate for breach, outlining steps taken to remedy breach
Notice in reply to notice to terminate for breach, denying that other party is entitled to terminate and requesting that notice is withdrawn
Letter before action
Without prejudice letter offering settlement terms following breach of contract
Without prejudice letter offering settlement terms following breach of contract: alternative version
Settlement agreement