

Company Commercial Precedents

There are 120+ precedents included in LexisPSL Company Commercial as at 31 March 2009 that have been written by our Professional Support Lawyers or selected precedents from EF&P.

Transactions

Private company: Share sales

- Confidentiality letter
- Exclusivity letter
- Heads of terms
- Due diligence questionnaire
- Pro forma contract review
- Share purchase agreement (sf)
- Tax deed
- Disclosure letter
- Indemnity for lost share certificate
- Letter of resignation for director
- Letter of resignation for company secretary
- Consent letter for director/secretary
- Power of attorney (signing)
- Power of attorney (voting)
- Board minutes - buyer
- Board minutes - seller
- Board minutes - target
- List of documents/Completion agenda

Private company: Asset sales

- Confidentiality letter
- Exclusivity letter
- Heads of terms
- Due diligence questionnaire
- Pro forma contract review
- Asset purchase agreement (sf)
- Disclosure letter
- Power of attorney (signing)
- Board minutes - buyer
- Board minutes - seller

Shareholders agreement

- Shareholders agreement
- Articles of association
- Deed of adherence
- Board minutes - target
- Written resolution adopting arts of association

Partnership

General Partnership

- Model partnership agreement
- Short-form partnership agreement
- Partnership agreement with option to buy out outgoing partner

Admitting a 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

Retirement of a partner

- Agreement for retirement of one partner
- Agreement for retirement of one partner – short form

Dissolution

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

LLP

- LLP Agreement

Financing

Loan documents

- Short form facility agreement

Taking security

- Debenture
- Assignment of contract rights as security for a loan
- General assignment of receivables as security for a loan
- Notice of assignment of an account
- Notice of assignment of an agreement
- Notice of assignment of an insurance policy

Notification of security

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

Release of security

- Deed of release

Quasi-security

- Factoring agreement



Creating and managing contracts

Creating contracts

- Heads of terms
- Confidentiality agreement (one-way)
- Confidentiality agreement (reciprocal)
- Exclusivity agreement

Boilerplate

- Boilerplate (clause bank)

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

- 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
- Specimen contract for services
- Agreement for supply of services: pro-purchaser version
- Agreement for supply of services: pro-supplier version

Consumer protection – Consumer credit

Consumer credit agreements

- 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

- 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 processing agreement

Data Protection Act compliance

- 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

Electronic communications

- Checklist - monitoring electronic communications

IT and e-commerce

Software agreements

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

Consultancy agreement

- IT consultancy agreement

Website agreements

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

Notices and disclaimers

- E-mail disclaimer
- Website privacy terms

Intellectual property rights

Copyright

- Copyright assignment
- Copyright licence
- Letters alleging and denying copyright infringement
- Assignment and licence back of intellectual property rights

Design right

- Assignment of design right
- Licence of design right

Know-how and trade secrets

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

Patents

- Patent/patent application assignment
- Letters alleging and denying patent infringement
- Patent licence agreement
- 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
- Agreement between joint inventors as to respective rights in respect of invention, application for patent and rights under it (short form)

Trade Marks

- Trade mark assignment
- Trade mark licence
- Letters alleging and denying registered trade mark infringement