



# Top Ten Tips to help your business

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# Top Ten Tips for Directors

**James Sage**  
**Partner**  
**FBC Manby Bowdler LLP**



# Tip 1 – Role of Directors

- ❑ Who are they? Shadow Directors –Beware

# Tip 2 – Companies Act 2006

- Longest Statute
- Codification of duties
- To act within the company's powers
- To promote the success of the company
- To exercise independent judgement
- To exercise reasonable care, skills and diligence
- To avoid any conflict of interest
- Not to accept benefits from third parties
- To declare any interests you might have in proposed transactions or arrangements the company may enter into.

# Tip 3 – Companies Act 2006 & Other Significant Changes

- Directors' details
- No need to have a secretary
- Can issue shares without authority of members
- Model Articles

## Tip 4 – Board Meetings and administration

- Keep minutes
- Ensure statutory registers are maintained

# Tip 5 – Director’s Personal Liability

- Not generally
- Personal guarantees
- Companies Act & Health and Safety
- Misfeasance

## Tip 6 – Financial Difficulties

- Duty to creditors
- Wrongful/fraudulent trading

**TAKE ADVICE IMMEDIATELY**

# Tip 7 – Indemnity Insurance for Directors

- Review articles

# Tip 8 – Intellectual Property Rights

- Need an assignment

## Tip 9 – Terms and Conditions

- ❑ Be sure to win the battle of the forms

# Tip 10 – “With Great Power Comes Great Responsibility”

Stan Lee, Marvel Comics



# Thanks for listening

**James Sage**  
**Partner**  
**FBC Manby Bowdler LLP**

**DDN: 01902 392435**  
**Email: [j.sage@fbcmb.co.uk](mailto:j.sage@fbcmb.co.uk)**  
**[www.fbcmb.co.uk](http://www.fbcmb.co.uk)**



**Derek Simmonds**  
**Partner**  
**Dispute Resolution Team**



# The Lawyer



# Rules of Play

**Tip 1: Trust - don't rely on it**

**Would you trust this man?**



# What's the flash car?



# Rules of Play

**Tip 1: Trust - don't rely on it**

**Tip 2: Get yourself Terms and Conditions and use them properly**

**Tip 3: Know your customer**

**Tip 4: Know your supplier**

**Tip 5: Make sure its clear what both sides are expecting**

# Doing the deal



# Rules of Play

**Tip 1 Trust - don't rely on it**

**Tip 2 Get yourself Terms and Conditions and use them properly**

**Tip 3 Know your customer**

**Tip 4 Know your supplier**

**Tip 5 Make sure its clear what both sides are expecting**

**Tip 6 D.A.D.D.I – do a deal document it – all of it**

**Tip 7 Keep a record**

**Tip 8 Risk assess**

**Tip 9 Get Legal Cover**

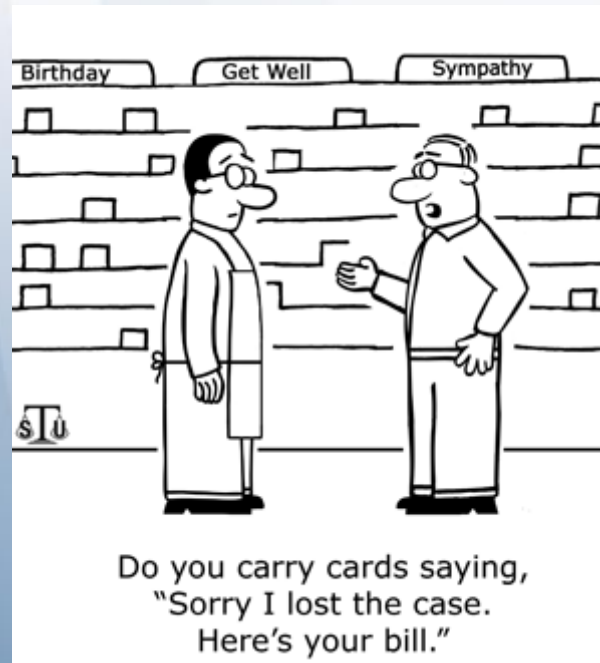
**Tip 10 Use Alternative Dispute Resolution**



# Out of Court Settlement



# Its always a win



# Rules of Play

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**Thank you for listening**

**Derek Simmonds  
Partner  
Dispute Resolution Team  
Talbots LLP**

**Phone: 01384 445850  
[www.talbotslaw.co.uk](http://www.talbotslaw.co.uk)**



# **Top Ten Tips on** **Commercial Property**

**Madelene Schofield-Whittingham**  
**Solicitor**  
**Silks Solicitors**



# My top ten tips cover the following areas:

1. Energy Performance Certificates (EPC's)
2. Stamp Duty Land Tax (SDLT)
3. Contaminated Land
4. Asbestos
5. Landlord & Tenant Act 1954
6. Authorised Guarantee Agreements (AGA's)

# Energy Performance Certificates

## Tip 1:

- Remember to obtain one if applicable

## Tip 2:

- Be aware of the consequences if you don't

# Stamp Duty Land Tax

## Tip 3:

Include it in your calculations from the outset – so when is it payable?

## Tip 4:

Don't forget that it could be relevant following rent review!

## Tip 5:

Be aware of the consequences if you don't

# Contaminated Land

## Tip 6:

- Consider this at the outset if you are expanding your site(s) or moving and be aware of the consequences if you don't

# Asbestos

## Tip 7:

- Be aware of your obligations as duty holder

# Landlord & Tenant Act 1954

## Tip 8:

Consider security of tenure if you are letting your premises or taking a lease – and consider the implications for you

## Tip 9:

Be aware of the consequences if you don't

# Authorised Guarantee Agreements

## Tip 10:

- Consider your obligations if you assign your lease to someone else

# **Thank you for listening**

**Madelene Schofield-Whittingham**

**Solicitor**

**Silks Solicitors**

**Tel: 0121 511 2233**

**Email: [mjs@silks-solicitors.co.uk](mailto:mjs@silks-solicitors.co.uk)**

**Web: [www.silks-solicitors.co.uk](http://www.silks-solicitors.co.uk)**



# Top 10 Tips for Employers

**Presented by Tim Lang  
Partner  
George Green**



Refreshingly Different

*"A top tier firm without top tier prices"*

- Legal 500

- **Tip 1**

- **Beware the recruitment process**

- Risk of discrimination claims

- Application form

- Keep full notes

- Consider adjustments to interview if candidate is disabled

- **Tip 2**

- **Issue contracts of employment**

- Within 2 months

- Benefits for employer

- **Tip 3**

- **Stop your former employees from poaching your business/clients**

- Restrictive covenants CAN be enforced

- **Tip 4**

- **Proactively deal with sickness absence**

- Sickness policy

- Return to work interviews

- Take advice before dismissal

- **Tip 5**

- **Capability – you can just dismiss them can't you?**

- Capability procedure

- Be pro-active

- **Tip 6**

- **Changing terms and conditions**

- Consider an “Asda” clause
    - Must be strong business case
    - Take advice

- **Tip 7**

- **But he has only been here a week / month?**

- Many claims do not require one years service

- **Tip 8**

- **In a potential redundancy situation remember there are lot of pitfalls**

- Take advice

- Selection of pools and criteria most problematic

- **Tip 9**

- **Good communication is essential**

- Record keeping is essential

- Take good notes of all meetings

- **Tip 10**

- **Follow your procedures**

- Breach of ACAS code will result in 25% compensation uplift

# Top 10 Tips for Employers

**Presented by Tim Lang**  
**Partner**  
**George Green**

Tel: (01384) 410410

Fax: (01384) 820065

**DX: 20752 CRADLEY HEATH**



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**Any Questions?**

