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Business Documentation Review Service

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Overview

Having the right commercial documentation in place is essential to a company's growth and success. Commercial agreements, including terms and conditions, are crucial to determining how a commercial relationship will work.

A bespoke, well drafted commercial agreement tailored to the needs of the business should balance risk and clarify the parties' duties; limiting legal uncertainty and helping to prevent lengthy and time consuming disputes.

Case Example

Seemingly simple commercial transactions can easily lead to complex legal disputes. One example of this was when Harrison Drury's dispute resolution team worked with a client who had sold a car to a customer, agreeing to take their old car in part exchange. They delivered the new vehicle to the customer's house and, simultaneously, collected the part exchange vehicle.

The client had failed to provide any terms and conditions for the sale and after the transaction had been completed, the customer decided they were not happy with the purchase and chose to bring legal proceedings.

Despite the customer not making a case for it, the Court found that they were entitled to a full refund up to 54 weeks after the sale because the sale had been concluded 'off-premises' at the customer's home and information about the customer's right to cancel had not been given.

While the client had understood the contract had been concluded on the client's premises, the Judge found that the contract was not concluded until delivery and collection at the customer's home, as the client would have been entitled at that stage to refuse the part-exchange vehicle and renegotiate the terms of the contract.

Had the client provided the customer with terms and conditions covering the possibility of off-premises sales, then by the time the customer complained, their right to cancel would have expired. However, the customer was entitled to an extended cancellation period because they had not been informed of their right to cancel, which applies to off-premises contracts under Consumer Rights legislation.



Why

Businesses operating in both the business-to-business and business-to-consumer markets will need different documentation for different types of customers to account for the different regulatory regimes to which they are subject.

Contracts are often used to formalise new relationships or opportunities but remain in place for the duration of the commercial relationship. Frequently, commercial contracts continue to be used long after their shelf life has expired and having the wrong contracts in place is often just as problematic and potentially damaging as having no contracts at all.

The world has changed significantly over recent years and continues to do so at pace. If you haven't reviewed your commercial documentation in the last 12 months, you could be running the risk that it is not fit for purpose and therefore less able to provide your business with the protection it needs. Further, successfully incorporating certain commercial terms into a contract is just as important as the content of the terms themselves, but is an often overlooked feature of contractual negotiation.

An example of the latter was when a client had provided terms and conditions on the back of the invoices they issued to customers, not realising that those terms couldn't be used as the contract had been deemed to be agreed at the outset, and well before any invoices were issued.

Providing the terms on the invoice was of no value to the business in this situation and gave it no protection. Issuing terms and conditions at the correct juncture of contractual negotiations is critical to ensuring business is conducted on your terms and provides your business with the protection it requires.

Additionally, regulation is constantly increasing and businesses now have a duty to put in place certain documentation, for example on their website where a variety of documents are needed including a privacy policy, cookie policy, acceptable use policy and terms and conditions. Just making your website look good isn't enough, you need to ensure you are compliant with the regulations in place.

Our expertise

At Harrison Drury, we have a team of experts who specialise in helping SME's, owner managed businesses, partnerships, sole traders and large corporates to put in place the right commercial documentation to protect their business.

We know that one size does not fit all and will work with you to identify exactly what documentation you need. We can draft, review and update your commercial agreements ensuring they are fit for purpose and provide you with the peace of mind that your business has the utmost protection to grow and succeed.

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Packages

We have three packages to cater for the range of needs a business may have in relation to the review of its commercial documentation.

All our packages are bespoke and, once we have an understanding of your specific needs, we will send you a proposal with a fixed fee cost for your consideration.

To discuss your needs please contact:



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Full

This is our most comprehensive offering. You will be provided with a line by line, clause by clause analysis of the contract, highlighting the rationale, purpose and, where necessary, any drafting which may require improvement or amendment. Our Full Package will also encompass all benefits of the Enhanced and Essential packages.



Enhanced

For businesses looking for a general overview of a commercial contract with identification of any potential red flags and/or omissions. This package provides a scan over the entirety of the document, picking out the key/onerous clauses in order to provide an overall opinion on the quality and robustness of the contract. Our Enhanced package will also encompass the benefits of the Essential package.

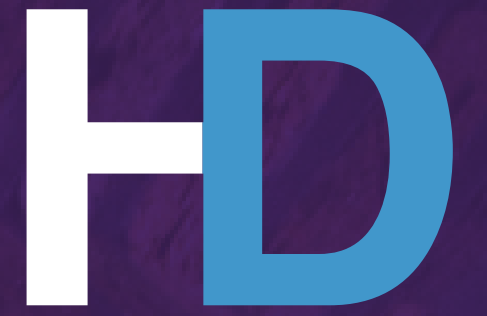


Essential

For businesses who largely understand the wider scope of a commercial contract, but are seeking advice and reassurance around certain clauses that may be of concern and/or they are unsure on the meaning or consequences of the drafting. We will be able to provide specific, bespoke advice on those particular clauses and their standing within the wider contract.

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