

Summer2024

InBrief

The Magazine of Gullands Solicitors



P4

Meet our
Teams



P7

Shareholder
agreements

P8

Welcome to InBrief

We are very much looking forward to Maidstone being overtaken by a flock of colourful sheep this summer as Shaun the Sheep in the Heart of Kent is launched. We are delighted to be sponsoring this initiative which will raise important funds for the Heart of Kent Hospice, and we look forward to seeing the 108 sculptures when they are unveiled on 1st July. Also look out for our selfie competition with the opportunity to win a voucher for one of three local town centre restaurants – details on how to enter when you find our Shaun the Sheep.

In the last couple of months, we have had a number of new joiners and in this edition, we welcome two more to our private client team. We also profile our Commercial and Corporate team on page 4, which is led by partner Catherine Lloyd.

The team undertake a variety of work for clients in a range of business sectors and together with our Commercial Litigation and Employment teams they can offer practical legal solutions for most businesses.

This edition we turn the spotlight on one of our commercial clients – JPS Renewables and the Solar PV and battery solutions they can offer to residential and commercial clients.

We also put Shareholder Agreements under the spotlight on page 7 and Settlement Agreements on page 9.

This summer we will be taking part in several events around the county, and we look forward to meeting clients and contacts face-to-face. Details of some recent and forthcoming events are detailed on page 3.

Finally, our services to developers with residential plots for sale on page 10. We can provide a comprehensive legal service to developers with small plots up to 20 and the team is headed by Partner Natalie Skinner.

We hope you have an enjoyable summer and look forward to catching up with you soon.



With best wishes

John Roberts
Managing Partner

Inside this issue...

- 3** BIFGA Technical Day
Come and see us at Fruit Focus 2024
The Weald of Kent Ploughing Match 2024
- 4** Meet our Commercial and Corporate Team
- 5** Client spotlight - JPS Renewables
- 6** Enter the Gravesham Business Awards
Vaisakhi 2024
- 7** Shareholder agreements
- 8** Shaun the Sheep in the Heart of Kent Art Trail
Private client team
- 9** Settlement Agreements
- 10** Conveyancing for plot sales
- 11** Kent & Medway Food & Drink Awards 2024
- 12** Farm Expo competition winner
Gullands running for charity
Lunch with the Archbishop of Canterbury



4



5



6



8



10



12

BIFGA Technical Day

We were delighted to take part in the 36th British Independent Fruit Growers Association (BIFGA) Technical Day on 16th May and we joined a packed programme of fellow industry experts talking to the audience of fruit growers. Taking place at two sites in West Kent our commercial, employment, corporate and H&S experts spoke about the top legal issues for growers to look out for over the coming year including:

- Family farming arrangements and shareholder/partnership agreements and succession.
- Biodiversity net gain and if it is an option for their farm business and things to consider.
- Employment and Health & Safety tips and traps to avoid.

If you were not able to attend the talks but would like information about any of the subjects above, please get in touch.

The Weald of Kent Ploughing Match 2024

We are looking forward to welcoming guests to our marquee at The Weald of Kent Ploughing Match on Saturday 21st September 2024 at Honey Farm, Munday Bois Road, Pluckley, Ashford, TN27 0SU by kind permission of Mr D Gwillim. We are once again partnering with Kreston Reeves and there will be hospitality available throughout the day.

Come and see us at Fruit Focus 2024

THE INDUSTRY'S PREMIER FRUIT EVENT

Our team will be at Fruit Focus, the UK's premier technical event for the fruit industry which takes place on 10 July 2024 at NIAB, East Malling, ME19 6BJ, between 09:00 to 17:00.

The event provides a unique opportunity to get an update on the latest technologies and industry developments, exchange views and network with fellow producers. Fruit Focus features information and networking for all fresh fruit sectors and wine making/viticulture.

Sarah Astley comments: "We are looking forward to attending and will be on our stand

to meet clients and contacts and chat about the latest legal issues which may affect their business, especially as they digest the results of the general election which takes place the week before. We also have a terrific hamper of local goodies available to win, so do stop by and talk to us."



Ploughing classes are the main focus of the day and there are also a range of different activities to keep visitors entertained including the trade and machinery stands, farmers market with food and drink stalls, local traders area with a variety of arts, crafts and gifts, main arena entertainment and displays, gymkhana and dog agility.

The annual ploughing match provides a fun day out for the rural community and has a long history of fundraising.

The beneficiaries of the 2023 Ploughing Match sharing a total of £10,000 are:

- Kent, Surrey & Sussex Air Ambulance Trust
- Weald of Kent Young Farmers' Club
- Medical Detection Dogs
- R.A.B.I
- The Farming Community Network
- Riding for the Disabled Association
- Ashford Valley Tickham Hunt
- Bolebroke Beagles Ltd
- Pukka Ponies Equine Rescue
- Hands of Hope
- Mount Lodge Young Farmers' Club
- Childhood First
- Crossroads Care Kent
- Childhood Interstitial Lung Disease
- Dandelion Time
- Homewood School Young Farmers
- Cardiac Risk in the Young
- Ashford & District YFC
- Frittenden Pre School

Meet our Commercial and Corporate team



Left to right, back row: Alex Green, Clare Bray, Erica Nisbet, Tim Simmons, Sarah Walkden, Stacey Irwin, Front row Aman Kaur, Marianne Webb, Catherine Lloyd, Leah Thompson, Sarah Astley and Harry Tekchandani.

The Commercial and Corporate team here at Gullands is now led by Partner Catherine Lloyd. Catherine is also the Under Sherriff of Kent, a role she has held since March 2020.

The team has grown in recent months, by welcoming several new joiners. The team offers comprehensive, expert legal advice in a friendly and approachable manner to business owners, commercial property owners and landowners.

Commercial property and landowners

Our commercial property experts advise businesses, developers, private investors, local authorities and charities throughout the county on the acquisition and disposal of all types of commercial property and land, such as development sites, industrial premises, offices, shops and pubs.

They regularly act for investment companies and individual landlords holding portfolios of office, industrial and retail premises, dealing with all the legal documents involved in the management of these portfolios such as the granting of new leases, sub-lettings and assignments and dealing with lease renewals and licence arrangements.

They also advise landowning farmers and vineyard owners on the purchase and sale of land, option agreements, promotion agreements and development agreements. The team also work with their clients to assist them in expanding their landholdings and businesses through the diversification of their commercial arrangements including through the means of residential and other development opportunities.

Occupational tenants/businesses

The team continues to advise business tenants on the acquisition of leasehold premises whether they be offices, factories, warehouses, shops or licensed premises. Where leases are being renewed, they provide businesses with clear advice regarding their opportunities, liabilities and commitments and, working closely with our Commercial Dispute team, ensure that all time limits relating to lease renewals are met both before and during any court proceedings.

Business structure

The team advise business clients on starting up, expanding, developing or disposing of their businesses. They advise on the merits of operating as a sole trader, traditional partnership, limited liability partnership or company and draft partnership and shareholder agreements tailored to each individual businesses' requirements.

The team has extensive experience in negotiating and preparing all types of commercial contracts including terms and conditions of business, long term supply agreements, master service agreements, agency and distribution agreements, franchise agreements, joint venture agreements, IT management contracts, and software maintenance agreements.

The team are also experts in the acquisition and disposal of businesses and companies across all sectors, including construction, industry, retail, transport, technology, dentistry, healthcare, insurance, food & drink, farming, horticulture and viticulture. Together with the Employment team, they can negotiate terms, manage the due diligence process through our data room system, draft appropriate documentation and advise throughout the process.



Client spotlight

JPS Renewables



For property owners thinking of a move to renewable energy JPS Renewable Energy of Maidstone brings guidance and advice to their customers needing Solar PV and battery solutions.

They have built a reputation for sound advice, technical expertise and great value over the 12 years. We spoke to their team to find out a little more about the services they offer.

“When we engage with our customers we really pay attention to what they are looking to achieve and help guide them towards the products and equipment that will work best for their specific scenario. JPS can offer expert advice on what’s best for your home, business or other enterprise not only because we understand the technology we install, but because we understand the energy market and work hard to try and predict what’s over the horizon, so that what you do with us today can

safeguard you and even bring you a definitive advantage for the years ahead.

With that said let’s take a look at two scenarios where we can offer some special advice.

Building from new or Retrofitting your existing property:

If you’re in a property right now and want to deal with a business that can design and supply a solar PV system that will be safe, reliable and not detract from the look of the home, then speak to us here at JPS. We place a high emphasis on ensuring the system is in keeping with the property. This doesn’t end with the panels either; the cabling and communications equipment will also have to find its place and we do as much as we can to make sure the whole project fits as neatly into your home as we can. We’ll design your system alongside you, relevant to your energy needs so that the system is as optimised for you as we can make it.

If you’re in the process of planning a new home then this is the time to speak to us, as

integrating systems into new properties can have tremendous impact on the running costs of that property. It is not unheard of to make your new home cost neutral for energy, or even cost negative. Imagine a home that pays you to live in it.

Upgrading your property portfolio:

If you’re a landlord then you may not realise the advantage that well designed solar PV and battery storage can hold for you. With the latest technology it is possible to fit Solar PV and batteries to your rentals, charge the tenant for the energy they use from the system, saving them money over grid supplied power while earning you an additional income and simultaneously increasing the saleability and rentability of the property.

Rates of return are typically 10% for these investments so speak to us to see exactly what can be done.”

www.jpsrenewableenergy.co.uk

ENTER THE

GRAVESHAM BUSINESS AWARDS

If you are a business based in the Gravesham Borough which has been trading for 12 months (before 1 July 2023) then you can enter for free the Gravesham Business Awards 2024. The closing date for entries is 31st July 2024 and the entry form can be found at www.graveshambusinessawards.co.uk

The 2024 Gravesham Business Awards offers an inclusive platform for businesses to highlight their resilience and contributions to the community. With diverse categories ranging from hospitality and retail to sustainability and innovation, there's a chance for every business to shine.

The Hospitality Award recognizes the challenges faced by pubs, bars, and restaurants, while the High Street Business Award celebrates the role of local shops in the community. Other categories, such as Business Decarbonisation, Digital Marketing, and Youth Owned, showcase achievements in sustainability, technology, and entrepreneurship.

The awards also highlight diversity and inclusion with categories like Not for Profit, Health and Wellbeing, and Manufacturing, fostering a sense of community and collaboration.

By participating, businesses not only gain recognition and prestige but also contribute to the resilience and prosperity of the local economy. It's an opportunity to showcase achievements, build networks, and inspire others to strive for excellence in Gravesham's business landscape.

Julie Hobson comments: *"We are once again delighted to sponsor the awards and we look forward to judging the entries. There are some fantastic businesses of all sizes here in Gravesham and this is their opportunity to shine."*



VAISAKHI 2024

Our team were delighted to be a part of the festivities celebrating Vaisakhi at Guru Nanak Darbar Gurdwara.

Around 10,000 members of the congregation visited to pay their respects and participate in activities including the Nagar Kirtan and Dharmic Mela on Saturday 13th April. Gullands' Sunita Chauhan (pictured) along with Harry Tekchandani, Aman Kaur and Avneet Rang were on hand throughout the day.

Sunita Chauhan comments: *"Once again we had a fabulous day at Vaisakhi which is such an important event here in Gravesend. It's a great opportunity to meet friends and to showcase the work of Gullands' Gravesend office."*

Shareholder agreements

When setting up a new business, the last thing most people think about is ‘what if things go wrong’ – luckily, that is exactly what solicitors are paid to do and plan for on their clients’ behalf.

At its heart, a Shareholders’ Agreement is a contract between the shareholders of a company which governs their relationship with each other and the company itself. By contrast with the company’s Articles, which are a matter of public record available at Companies House and strictly governed by legislation. The Shareholders’ Agreement is a private, confidential document with a lot more flexibility in what it may contain, and it may even contain provisions that would not be included in the Articles – such as commercially sensitive rules or provisions. Often, this agreement will set out the shareholders’ personal rights and obligations, any limitations on their rights as granted by the Articles, their expectations, and certain protections for different categories of shareholders.

For example, a start-up may need to reinvest any profit it makes for the first few years back into the business, so the shareholders may agree to waive any right to dividends for a set period. The shareholders may wish to have the power to name or remove directors in certain set circumstances, such as deadlock or conflicts of interest, where otherwise they could be forced to follow the much more complex process of removal granted by legislation. Some

shareholders, as often seen in family businesses, may wish to ensure that shares cannot be transferred outside of the existing company structure or in-group, or may wish to ensure their family is able to inherit their shares as part of their legacy.

Where the shareholders wish to have more control over the day to day running of the company’s business, it is possible to set out a clear list of things which the directors may otherwise be able to do, but which the Shareholders’ Agreement would require a pre-determined level of consent from the shareholders – or a specified category of them. Often this is used where one shareholder may wish to invest capital but allow the others to run the company – they can still set requirements for what things can be done with the company, or how the company can be run but allow the directors with more expertise to deal with the day-to-day aspects of the business.

Another key function of a Shareholders’ Agreement is letting the parties consider in advance what they would do if the worst happened – death, business failure, dispute, all could deteriorate any initial good faith between the parties to the point where an exit strategy is needed. An aggrieved shareholder is not left with many options in the case of deadlock or dispute if the other shareholders are not willing to work together to find a solution or buy them out. They may even be left holding shares in a hostile company with no ability to sell their shares to a third party or participate in the business effectively. A difficult shareholder

may refuse to sell their shares and prevent a company buyout if not otherwise required to cooperate under a Shareholders’ Agreement.

A good solicitor will be able to guide shareholders through future proofing their company, whether at the onset or at any point during its lifetime. They will be able to identify possible weaknesses in the structure of the company and help make contingency plans. A good Shareholders’ Agreement will set out expectations for how the parties should behave both during and after its lifetime, a process to follow should the worst happen and remedies for the parties to know what to expect.

As with most contracts, the most common remedy for breach of the Shareholders’ Agreement is damages, but other relief may be available – such as an injunction preventing the other parties from doing something damaging to the claimant, or an order compelling the other parties to act in a certain way. One of the biggest advantages of having a Shareholders’ Agreement is that the court can clearly see the parties’ intentions at the onset and, oftentimes, will be able to follow what the parties themselves agreed should be done.

The cost of putting in place a Shareholders’ Agreement may seem like an unnecessary expense for some, until they are faced with the cost of a dispute which could have been avoided by investing early in their peace of mind.

Gabriela Alexandru can be contacted at g.alexandru@gullands.com





Private client team

We are delighted to welcome two new starters to the Private Client team

Michaela Porter is an Associate Solicitor who joined in May 2024.

Michaela takes instructions on and assists with:

- Preparing Lasting Powers of Attorney;
- Preparing Wills;
- Applying for Grants of Probate;
- Dealing with the administration of both taxable and non-taxable estates;
- Preparing Deeds of Variation and Deeds of Appointment; and
- Preparation of Declarations of Trust.

Urszula Staniszevska (Ula) joined Gullands in August 2023 as the Office Administrator; before moving into her new role as a Paralegal within the Private Client department.

Ula will be utilising her undergraduate equity and trusts legal knowledge to assist the team in various tasks such as drafting Wills, preparing Lasting Powers of Attorney (LPAs), dealing with Trust registrations, and aiding with Deputyship Orders.

Ula aspires to qualify as a Solicitor in the future and plans to take the Solicitors Qualifying Examination (SQE) route to qualification.



Shaun the Sheep in the Heart of Kent Art Trail

We are delighted to be sponsoring the Heart of Kent Hospice's 2024 trail which features Shaun the Sheep and the trail goes live on Monday 1 July.

There will be 108 sculptures to find in and around the town and when you find the Gullands' Shaun the Sheep there is a selfie competition to take part in.

There is also the chance for teams to take part in Shaun's Selfie Challenge on Thursday 18 July at 3pm. All the details are available online.

Paul Mannering, Business Manager at Gullands comments: "This latest trail organised by the Heart of Kent Hospice will once again bring many thousands of visitors to Maidstone this summer and we look forward to being a part of both a summer of memorable and fun activities whilst helping to raise much needed funds for the hospice."

Settlement Agreements



The benefit of using one solicitor to act for employees

When a business needs to make redundancies, it may want to consider offering enhanced terms to those employees via a Settlement Agreement. A Settlement Agreement is legally binding between the employer and the employee, and it is entered into shortly before or after the termination of the employee's contract of employment.

The benefit of using this type of agreement is that it provides a clean break with the employee agreeing to waive their rights to make a claim, instead receiving an agreed amount of compensation.

Employees should obtain independent legal advice before entering into a Settlement Agreement which the employer usually contributes a fixed sum towards the cost of, but it can be a more cost effective and faster process for all parties to have one independent legal advisor to do this work.

Where one firm is appointed to sign off multiple Settlement Agreements it will be a faster and more efficient service, but employees do still have the right to choose their own solicitor if they decide to do so.

I recently acted for a group of employees who were unfortunately made redundant and

were offered a Settlement Agreement by their employer. After speaking to each employee individually and making sure they understood the terms of the agreement, they were all signed, and the process concluded swiftly. This helped to reduce costs for the employer and allowed for the fast conclusion of the matter for all parties, allowing employees to seek alternative employment opportunities and the employer to progress with their future plans for the business.

If you would like to discuss drafting a Settlement Agreement or for legal advice on the Settlement Agreement on offer to your employees, or offered to you by your employer, please get in touch.

Amanda Finn can be contacted on a.finn@gullands.com



Conveyancing for plot sales

It is important to have the right legal team on your side when preparing for and managing the sale of individual residential plots either those with planning permission for self-builders or off plan new build homes. Here at Gullands, we work with developers across Kent typically with developments and plots up to 20 homes.

Many sites will have a unique and complex range of legal challenges, so issues such as compliance with planning permission, boundaries, access, wayleaves, restrictive covenants, rights of way, utility connections, private drainage, building guarantees and the establishment of management companies to transfer to and manage communal land / roadways.

We work with developers to make sure all these matters are dealt with prior to and during marketing and throughout the sale transactions so it ensures the conveyancing process runs smoothly and completion delays are kept to a minimum, allowing the developer to exit and move onto the next development as quickly as possible.

For each site we create a document pack which then allows the transfer of individual properties to go smoothly, anticipating and answering all the buyer's solicitor's questions.

We have recently acted for developers with plots ranging from a site acquired to demolish the existing building and replace it with a pair of semi-detached residential properties, a small development of five new luxury homes and a larger development of 10 new homes.

For more information contact **Natalie Skinner** n.skinner@gullands.com



We were delighted to sponsor The Kent and Medway Food & Drink awards 2024 and the category for the Tearoom / Coffee Shop of the Year.

The winner was the **Heart of Higham, Gravesend**. Opened by husband-and-wife team Ben and Helen Donovan in 2022, this village cafe underwent a huge transformation before welcoming its first visitors. Since then, they have been serving up all-day breakfasts, lunch specials, sandwiches and cakes to local residents - all while juggling three children back at their home in **Shorne**.

Congratulations to the runners up: Bethany's Cafe, Westgate and Coffee Corner, Ashford.

The awards, presented by KM Media Group, were handed out to 12 winners at a ceremony at the Spitfire Ground in Canterbury. The awards aim to shine a spotlight on Kent's hospitality industry and give the public a chance to recognise local rising stars, industry trendsetters and unsung food heroes.

Other winners include:

Beverage Producer of the Year

Sponsored by Clive Emson

Winner: Say It With Gin, Ashford

Runners up: Canterbury Cider and Moot Brewery, Halling

Chef of the Year

Sponsored by kff

Winner: Ben Beatty of Ben's Kitchen, Tonbridge

Runners up: Andy Holden of The Cave, Faversham and Patrick Hill of Thackeray's Tunbridge Wells

Deli / Farm Shop of the Year

Sponsored by Rochester Bridge Trust

Winner: Perry Court Farm, Ashford

Runners up: Brambledown Farm Shop, Sheppey and Macknade, Faversham

Food & Drink Hero

Sponsored by KSS Air Ambulance Charity

Winner: Soraya of Mumma Soraya, Medway

Runners up: Josie and Sarah of A Better Plaice, Maidstone and Peter of The Bearded Foodie, Dartford

Food Bank of the Year

Sponsored by EKC Group

Winner: Maya's Community Support Centre, Herne Bay

Runners up: Community Cupboard, West Kingsdown and Gillingham Street Angels

Food Producer of the Year

Sponsored by Shepherd Neame

Winner: Lower Ladysden Farm, Goudhurst

Runners up: Korker Sausages, Cranbrook and Simply Ice Cream, Ashford

Hotel of the Year

Sponsored by Jumeria Restaurant Group

Winner: The Cave, Faversham

Runners up: Port Lympne Hotel, Hythe and The Sun Inn, Faversham

Kent Hospitality Champion

Sponsored by Love Ashford and Ashford Borough Council

Winner: Scott of Larry's Mobile Bar, Chatham

Runners up: Wendy of The Queen's Head, Kingsnorth and Martin of George & Dragon, Tonbridge

Pub / Bar of the Year

Sponsored by Lumina

Winner: Queen's Head, Sutton Valence

Runners up: The Plough, Langley and Three Sisters, Rainham

Restaurant of the Year

Sponsored by NFU Mutual

Winner: Kebbells, Broadstairs

Runners up: Ela Kendro, Gillingham and Rosemont, Folkestone

Street Food / Pop-up of the Year

Sponsored by Café Nucleus

Winner: Bun Buddies, Ashford

Runners up: Mumma Soraya, Medway and Barritos, Iwade

Farm Expo competition winner

Congratulations to Kim Lawrence of the Picnic Hut who won a fabulous hamper of local goodies which Sarah Astley presented.

The Picnic Hut is a unique Tearooms situated at Haguelands Farm, Burmarsh Kent and as well as the tea rooms they provide event catering.

Kim comments: "The journey of the Picnic Hut began with a childhood spent on farms, instilling a deep appreciation for agriculture and local communities. After a decade in nursing, I merged my passion for farm life with a desire to support local businesses by opening a tearoom. The Picnic Hut was born from this vision, serving as a place where locally sourced produce meets community spirit, creating a warm and welcoming environment for all."

www.picnichut.co.uk



Gullands running for charity

Two of the team here at Gullands have been running marathons and half marathons for local charities. In April, Partner Julie Hobson ran for Porchlight which supports homeless people in Kent and raised £500.

Also in April, Peter Burfoot successfully ran the London Marathon on behalf of the Heart of Kent Hospice.

John Roberts comments: "Julie and Peter are both an inspiration. Congratulations to both of them for both successfully completing their marathons in pretty decent times and for raising money for Porchlight and the Heart of Kent Hospice."



Lunch with the Archbishop of Canterbury

On behalf of Girlguiding Weaving District, Associate Solicitor Jacqueline Beadle was invited to a lunch with the Archbishop of Canterbury, The most Reverend Justin Welby. Jacqueline was one of five Guide leaders invited representing local Rainbows, Brownies, Guides and Rangers.

The lunch took place at St Faith's Church, Ringlestone on Palm Sunday 24th March 2024 attended by 80 people and included local councillors who helped raise funds for the new church centre.

Jacqueline Beadle comments: "The Archbishop told us he was impressed with our commitment to volunteering given the fact that this takes place in our spare time. Two of the five are recently retired but are a head teacher and manager of a health screening department of a private hospital. The other three of us



are employed in busy work environments. The Archbishop asked lots of questions of what we do within guiding. He also updated us on the "Together Project" which he is chairing along with senior representatives of Girlguiding and other representatives of youth groups. The Archbishop was good company and very easy to talk to. He joined us at our table for a chat for quite some time."