

Law News

Newsletter for commercial clients

Summer 2018

Welcome



In this issue, we take a closer look at some of the latest in case law, along with the post-GDPR landscape and what to do if you think you're still not compliant, the emerging picture of the country's gender pay gap and the importance of due diligence when you're taking the next steps towards buying a business.

If you'd like advice on any of the topics highlighted in this issue, feel free to contact our lawyers directly - we would be delighted to hear from you.

Bridget Redmond managing partner

What's in this issue?



- Life after GDPR
- New restrictions on fees for letting agents
- The importance of due diligence
- Domain name disputes
- Gender pay gap latest

New partner strengthens our corporate & commercial team



Chris Wills, partner

We are delighted to welcome experienced corporate & commercial specialist **Chris Wills** as our newest partner. He joins us having been a director at a Truro firm, where he headed a *Legal 500*-rated corporate & commercial department.

Chris has over a decade's worth of experience in advising commercial clients across a range of sectors on diverse transactions and issues, including mergers and acquisitions, debt and equity funding, joint ventures and shareholders' agreements, partnership and LLP agreements, group restructures and collaboration agreements.

Department head, **Paul Symes-Thompson**, added: *"Chris's arrival enables us to meet the ever-growing demands of our corporate & commercial clients."*

"We're very pleased to welcome a lawyer of his calibre to help us continue to grow in this field." ■

Talented lawyers move up a gear

Well-known faces in our residential property team **Suzanne O'Riordan** and **Steve Diamond** have been promoted to senior associates, after 19 years and 29 years at the firm respectively. Also in their team, solicitor **Hilary Banister** has been promoted to associate.

In our *Legal 500*-rated employment law team, solicitor **Jenny Hawrot** becomes an associate, as does chartered legal executive **Jonathan Eager** in our *Chambers*-rated family law department.

Bridget Redmond, managing partner, said: *"I'm delighted that Suzanne, Steve, Hilary, Jenny and Jonathan are receiving recognition."*

"Each one is a highly skilled and valued lawyer and with their help, our commercial and private client teams are going from strength to strength." ■



Clockwise from left: Associates Jonathan Eager, Hilary Banister and Jenny Hawrot, managing partner Bridget Redmond, senior associates Steve Diamond and Suzanne O'Riordan.

Life after GDPR...

If you're still hurriedly working towards compliance, don't worry, says **Matthew Clayton**.

Now the deadline of 25 May has passed, for many the panic is over. However, if you are one of the remaining organisations (and there are a few) who underestimated how much work was involved and do not believe you have everything in place yet, please don't be alarmed.

Elizabeth Denham, the Information Commissioner, emphasised in a speech this April that if you have not got everything in place, the ICO would adopt a conciliatory approach, rather than ruling with an iron rod and using its new enforcement procedures. What is of relevance is whether an organisation is making an effort to comply with GDPR and is not deliberately and persistently flouting the law.

She went on to emphasise that the 25 May was not a hard deadline; it was more a signal for businesses

to re-focus on their duties when processing data. To that effect, if you are still unsure of your obligations under GDPR in relation to your customers, third parties or employees, it is not too late to get in touch.

Alternatively if you have 'had a go' but are unsure if the changes you have introduced fully comply with the GDPR, then we can assist you by carrying out an audit. We will review your practices and policies to make sure everything is in place and highlight any areas of concern. ■



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Matthew Clayton
Partner, head of
employment law

Chambers notes Matthew's "down-to-earth, practical and common-sense approach".

New measures could see letting agents face penalties for 'unfair' fees

Restrictions on 'excessive fees' are set to be implemented for agents as the government aims to create a fairer rental market. **Nick Cox** explains what this could mean for landlords.

The Housing Minister James Brokenshire has introduced a bill to outlaw what are perceived as unfair fees often charged to residential tenants taking out or renewing tenancies.

Tenants may still be required to pay rent and security deposits in advance, but other payments and charges, that have commonly been added by landlords' agents, are to be restricted. In particular the following will be of interest:

- holding deposits will be limited to a week's rent
- security deposits will be limited to a total of six weeks' rent
- charges for preparation of the tenancy agreement will be limited to £50 unless the landlord can show that greater costs have actually been incurred
- additional fees will only be permitted where the landlord seeks to recover costs for utilities, council tax or replacement keys, or for costs arising from default such as late payment of rent
- landlords will not be able to require tenants to enter into arrangements with third parties (such as energy brokers or utility companies).

The declared intention is to prevent excessive or sometimes duplicate charges being passed on to tenants and to create a fairer and more transparent rental market, but it also adds a proviso that section 21 notices (used for evicting tenants either after a fixed-term or periodic tenancy) cannot be served until they have repaid any unlawfully charged fees. Severe financial penalties and even criminal sanctions are also anticipated.

These measures follow on from the provisions introduced by the Deregulation Act 2015, which added several additional requirements that needed to be fulfilled before landlords were able to serve such notices, and will surely lead to greater scrutiny of set up costs both before and after the grant of any new tenancies. ■



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Nick Cox
Senior partner, head
of property litigation

The Legal 500 has commended his work in commercial disputes as well as property litigation and say that he "understands clients' needs".

What we've been advising on...

Corporate & commercial solicitor, Sophie Martyn recently advised Christopher and Nicola Wilson in relation to their acquisition of **The Fireplace Gallery (Cheltenham) Ltd**. The deal also involved

employment law associate, solicitor Jenny Hawrot and commercial property solicitor, Emma Thompson.

We wish Chris and Nicola every success for the future.



Feature in Law News

If you have worked with us recently and you'd like us to consider publishing your news in the next issue, contact sophie.pope@willans.co.uk.

Landlord's refusal of consent was 'unreasonable'

A recent case has shown that certain clauses in a lease may have unintentional consequences, writes commercial property partner **Susie Wynne**.

It's not unusual for leases to contain a provision to stop a tenant from applying for planning permission without the consent of the landlord. Sometimes the landlord has absolute control over whether to give consent. Other leases will specify that the landlord has to be reasonable.

In a recent case (*Rotrust Nominees Ltd v Hautford Ltd*) the courts had to consider whether the landlord had unreasonably withheld consent. The property in question was a terraced building. The lower floors were used for retail, the first and second floors had been used for ancillary purposes and the top floors were residential.

The lease allowed for residential use of the property as a whole or part. The tenant asked the landlord for consent to apply for planning permission, in order to alter the use of the first and second floors to residential. However, the landlord said no, mainly since the extra residential use would make it more likely for the tenant to be successful in claiming under the Leasehold Reform Act 1967 for enfranchisement. This is an act that gives a qualifying tenant a statutory right to buy the freehold.

The Court of Appeal found that the landlord was unreasonable in refusing consent, despite the fact that it may put the landlord's ownership at risk. Because the lease allowed residential use of the

whole or part of the property, the court confirmed that the covenant requiring the tenant to first obtain the landlord's consent was to protect against a planning enforcement action, not against enfranchisement and not to stop a use which was otherwise allowed by the lease. The court stated that to restrict the use of the property would be 're-writing a clause'.

This decision confirms that there is no general rule that a landlord can refuse consent purely because of the risk of enfranchisement or for any other reason related only to the landlord's interest in the property.

The case highlights that certain clauses in a lease may have unintentional consequences and underlines the importance of taking care when drafting a lease. The easiest way to eliminate these risks is for the landlord to retain absolute discretion when granting consent for tenant's planning applications.

Get in touch with us for clear, practical guidance on this topic. ■



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Susie Wynne
Partner, commercial
property

Susie is rated by national legal guide *Chambers and Partners*, which notes her extensive commercial property experience.

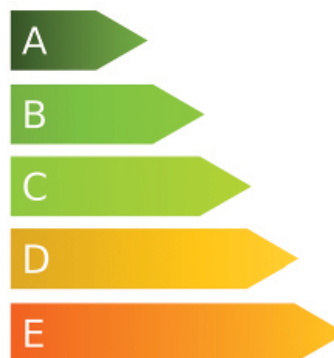
Clients describe her as "diligent" and "efficient".

Minimum energy efficiency standards - are you compliant?

As a reminder the MEES Regulations came into force on 1st April this year, creating a minimum standard for energy efficiency applying to rented commercial buildings.

Under the regulations a landlord must not grant any new tenancies or renew an existing tenancy if the building has less than the minimum category E rating. If the property is below this standard then the landlord must take steps to improve its energy efficiency, otherwise they will not be permitted to let the property.

Currently, these regulations only apply to new leases and renewal leases, however, as of April 2023 the MEES Regulations will apply to all leases including existing ones. After this date, landlords must not continue to let any buildings which have an EPC rating of less than E unless the property is exempt. ■



Commercial property partner Susie Wynne recently acted for well-known lifestyle clothing and accessories brand **Weird Fish** in the opening of two new stores. The brand, which was founded 25 years

ago, recently opened stores in Merlins Walk, Carmarthen and Church Street, Falmouth.

It now has 15 standalone stores across the UK and is stocked in high street stores nationwide.

Weird Fish
WEAR THE WEEKEND

Head of property litigation **Nick Cox** recently acted for a major national charity in recovering statutory compensation.

The retail landlord was reluctant to pay, and

tried to use various tricks to escape making payment.

Persistence paid off and the clients were finally paid in early May.

Recognising local business talent at county awards

Have your say about the county's best businesses - make your nominations for the Gloucestershire Business Awards before entries close on 2 August.

We are once again delighted to sponsor the 'Family Business of the Year' category in the Gloucestershire Business Awards.

A must-attend event in the business calendar, the awards, now in their 21st year, acknowledge local business talent and innovation.

One of the 14 awards to be presented on the night, the 'Family Business of the Year' category is open to companies large and small across the county in which founding families are still significantly involved. The judges will be considering factors such as the development of future leaders and how the business has managed to transition between generations.

Our firm has counted well-known family businesses among our clients for over seven decades. Advising generations upon generations of business owners, we provide them with commercially-minded legal support through every step of their individual journeys.

The day-to-day challenges that family businesses tend to face are diverse. Balancing the need to achieve commercial goals with the different viewpoints and sometimes complicated dynamics within families is no simple task, but when things go right, the results can be inspirational and highly rewarding.



Pictured above: Last year's awards ceremony

Gloucestershire's vibrant business community is built on success stories like these, and great family businesses within the county deserve to be recognised.



Commenting on our involvement in the awards, **Paul Symes-Thompson**, head of our corporate & commercial team said: "Our lawyers help many Gloucestershire businesses large and small achieve their objectives through commercially-sound, tailored legal advice, and we take account of their individual journeys and unique hurdles. Family businesses never cease to inspire us; they not only propel the UK economy, they are also a vital ingredient in every thriving local business community."

"We are pleased to be supporting an award that recognises the talent, innovation and hard work behind the success of county family businesses. We look forward to presenting the award to the deserving winner this October".

The awards ceremony will be on 11 October at The Centaur, Cheltenham Racecourse. Enter before 2 August and book tickets at glosbusinessawards.co.uk ■

Proud to support Carers Gloucestershire

We're delighted to announce that our staff will spend a year fundraising for Carers Gloucestershire, a local charity that has been supporting unpaid carers for more than 25 years.

The charity offers services and support for carers including advice and guidance, positive caring courses, carer-to-carer support, counselling, support groups and day trips for carers.

Simon Cook, partner and head of our wills, probate & trusts department, said: "We're very excited about our new charity partnership and look forward to sharing more news about our endeavours to raise as much as possible for this very deserving charity." ■



(L to R): Carer and former Carers Gloucestershire trustee Daphne Sanderson with CEO Tim Poole and Willans' Simon Cook, Felicity McClintock and Jonathan Eager

Our commercial property team negotiated the documents on behalf of **Cheltenham Rugby Club** leading to the construction of their new, RFU-funded artificial grass pitch, which opens this summer. The all-weather,

floodlit surface will provide additional training sessions and more flexibility in playing times for the club. It will also be available to local clubs who will have the chance to benefit from year-round rugby.



Our commercial lawyers have recently received an influx of enquiries from new and existing clients seeking a review of their standard terms and conditions of business. Whether you are a start-up company or a long-

established business, it is important to have in place standard terms and conditions and to keep these under review. Please contact our experienced corporate & commercial lawyers if you require advice in this respect.

The crucial role of due diligence

Sophie Martyn, corporate & commercial solicitor, explains more about what a comprehensive due diligence exercise involves and how it is crucial to managing risks in buying a business.

Buying a business or company can be a legal minefield and no element of the process is more important than due diligence. This is effectively a legal audit of the company's affairs and is critical for identifying the extent of any assumed liabilities, allowing the buyer to assess whether the acquisition represents a sound commercial investment. If liabilities are uncovered, the buyer may decide either not to proceed or to renegotiate the terms of the acquisition.

Some buyers undertake minimal due diligence simply relying on contractual warranties or indemnities in the sale agreement. This approach is by no means fool-proof as:

- warranty claims can be difficult to prove and expensive to pursue,
- if the warranty claim goes to the goodwill or reputation of the business, the damage may not be capable of remedy, and
- the buyer may not be able to recover all of its losses as there are often limitations on the liability of the seller in relation to a breach of warranty claim, or in some cases an indemnity claim.

It is therefore preferable to identify and deal with any issues pre-completion by undertaking a comprehensive due diligence exercise. This should examine some or all of the following matters relating to the target company or business:

- the legal structure and ensuring that there is good title to the assets being sold

- previous accounts and tax affairs
- key customers, suppliers and material contracts
- consents or licences required and ensuring that these are valid
- intellectual property (IP) owned or licensed and details of any prospective or alleged infringement of that IP
- real estate owned or leased
- environmental and health and safety issues
- employees and contractors and the terms of their engagement
- pension schemes in operation
- insurance policies and claims record, and
- existing or threatened litigation/disputes

It is becoming increasingly common for the buyer and seller to use a virtual data room. This allows documentation to be uploaded and reviewed in an organised fashion, as well as helping to protect confidentiality and prevent information leaks.

The due diligence process can be an unwieldy beast and therefore it is prudent to have a good set of professional advisors on hand - solicitor, accountant and tax advisor - to ensure that the process is managed properly and efficiently, and to minimise the risk of problems further down the road. ■



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Sophie Martyn
Solicitor, corporate & commercial

Sophie has general corporate & commercial experience with a particular interest in advising family businesses, LLPs and start-ups. With a background in science, she is naturally analytical in her approach.

Get your facts straight with our free legal guides

Did you know that you can download a range of clear, practical guides via our website? Our fact sheets cover a wide range of legal topics (both commercial and private client) including:

- Guide to duties of a company director
- Guide to buying a business
- Protecting the value of your brand
- Shareholders' agreements
- What to look out for in a commercial lease
- Company and partnership disputes
- Contract disputes
- Social media guide for employers
- Inheritance and trust disputes
- Reasons to mediate

See the full range of topics at [willans.co.uk/downloads/fact_sheets/](https://www.willans.co.uk/downloads/fact_sheets/) ■



Corporate & commercial partner Paul Symes-Thompson and solicitor Sophie Martyn advised the **Regency Clinic** on the sale of its business to The Medical, owner of a portfolio of primary healthcare clinics across

the UK. Commercial property partner Susie Wynne advised on the new lease and other property aspects, and associate solicitor Jenny Hawrot advised on the employment law aspects. Former

owner Rob Grace will continue to be involved with the development of the clinic under The Medical, contributing knowledge and experience from his 18 years' clinic ownership. We wish Rob, Fru and

the team all the best for the future and look forward to hearing about their continued success.



Paul Gordon
Partner, head of
litigation & dispute
resolution

Paul is noted for his "strong technical knowledge" by leading directory *The Legal 500*.

Dealing with domain name disputes

So you've spotted someone using the domain name of your trading name – what next? **Paul Gordon**, partner and head of our litigation & dispute resolution team, explains more.

Domain names are used to identify one or more IP addresses. For example, willans.co.uk is the domain name that is used for our website and related webpages.

If you are going to set up a new business, it is worthwhile checking whether anyone already owns the domain name you would like to use, and this can be checked through 'WHOIS' which lists registered domain names.

Just because you trade using a certain name, and may even have a registered trade mark for that name, it does not necessarily mean that you are entitled to use the domain name. A third party that has registered your trading name does not need to give it up if they are using it in good faith.

However, we find that there are often instances where a competitor may register a domain name in bad faith. For example, we have dealt with many cases where a business will register a domain name similar or identical to that of a competing business in the marketplace. They may do this to try to "pass off" their business as that of an established competitor and to divert trade away from them, or otherwise benefit from the goodwill in that business.

Registration of the domain name may be just one aspect of a passing off campaign. For example, the competitor may use a similar trading style,

perhaps with a similar website design, logo or other similarities intended to confuse customers in your marketplace. You can apply to Nominet to deal with concerns over domain name registration, and in certain circumstances it will transfer to you the domain name being used by the competitor. However, if you are looking for a wider remedy to include damages and costs, you could issue proceedings through the courts.

Our team frequently deals with passing off cases involving domain name disputes and other intellectual property infringements. Often, a strongly worded letter before action with the threat of court proceedings may lead to a swift resolution in cases of this nature. This is often enough to persuade competitors that are acting unlawfully to transfer the domain name, and to undertake to stop infringing intellectual property rights. However, if this does not work, there are other avenues we can advise on to help you to protect your intellectual property. Please contact us for clear, expert guidance. ■



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Mind the (gender pay) gap: The story so far

In the months of number-crunching following the deadline for publishing gender pay gap data, employment law associate **Jenny Hawrot** looks at the emerging picture.

From the beginning of April this year, UK companies with 250 or more employees have been required to publish their gender pay gap data. Since then, there has been the inevitable analysis and number-crunching. As predicted, 78% of companies that published figures reported a pay gap in favour of men. The largest gap was in the construction sector, followed by finance/insurance, and then education. The smallest was in accommodation/food and the health sector.

This clearly highlights that there are structural inequalities in the workforce. It is important, however, to note that gender pay gap reporting is not about equal pay for equal work; its concern is the fact that there are far fewer women in higher paid jobs than men.

This is perhaps an overhang from the traditional situation of women taking a prolonged period of time off from work following the birth of a child. Over the last few years, employment legislation has

been introduced to try to address this by providing more working parents with more choice as to how to organise work and childcare commitments. The introduction of shared parental leave, which enables both parents to take time off following the birth of a child, is a good example of this. However, take-up of shared parental leave has been very low, and this is perhaps an indicator that whilst the law can change overnight, our cultural and social expectations tend to take a little longer.

With this in mind, it is the reporting in future years that will really give a true picture as to how effective these steps are in narrowing the gender pay gap. ■



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Jenny Hawrot
Associate, solicitor
employment law

Jenny advises clients ranging from SMEs to national organisations on the full range of employment-related matters, including TUPE, contractual matters and defending employee relations.

Employment status and holiday pay – get it wrong and pay the price

In a series of high-profile cases, the courts have increasingly re-categorised 'self-employed' people as 'workers'. Businesses should therefore take care when it comes to determining employment status or face financial repercussions, warns **Helen Howes**.

Over the last eighteen months or so there has been a lot of attention around employment status, particularly within the gig economy, and whether individuals engaged by Uber or Deliveroo (for example) are self-employed or workers. Under UK employment law, a worker does not have the full employment rights enjoyed by an employee, but they are most certainly not self-employed.

This last point has been of particular relevance recently, as many individuals who were thought to be 'self-employed' have been re-categorised by the courts as 'workers'. This has led to the finding that they should have been paid holiday pay, which they had not received previously as they were considered 'self-employed'.

For example, the Independent Worker's Union of Great Britain (IWGB) has filed a claim on behalf of 20 CitySprint couriers, arguing that they were misclassified as self-employed and are therefore entitled to receive backdated holiday pay which, it estimates, is in the region of £200,000. This case has yet to be heard, but it is eagerly anticipated given the fact that the European Court of Justice (ECJ) recently held (in *King v Sash Windows*) that holiday pay can be backdated as much as 20 years (when the European legislation giving workers a right to four weeks' holiday pay came into effect).

This decision was significant as the UK courts had previously ruled that employment tribunals could only award backdated holiday pay where there had not been a period of 3 months or more without the individual taking annual leave. This meant that, in reality, most claims were for short periods of time. It is doubtful if tribunals will still follow this rule in light of the more recent case in the ECJ.

We are therefore in a waiting game to see what happens next, but, with an increasing number of 'self-employed' people being re-categorised as workers, it is a very real concern for many businesses. This is especially the case given the financial sums involved, and the fact that the number of tribunal claims are on the rise following the abolition of fees last year.

It is therefore essential to ensure you obtain specific and detailed advice when engaging an individual on a 'self-employed' basis to ensure this truly is the nature of the arrangement. Checking early on can avoid problems further down the line. ■



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Helen Howes
Paralegal, employment law

Helen has a masters degree in employment law. A specialist in business immigration, she also has extensive experience in employee relations and negotiations.

Tailored advice on flexible working

If you feel your business would benefit from tailored, practical training on flexible working practices and the options available to you, please speak to a member of our employment law team on 01242 514000.

Get confident in the law around recruitment

Join our employment lawyers for a half-day workshop this October

Good recruitment is the lifeblood of any organisation, but many employers are confused about what they can and can't legally do. For instance:

- Is it okay to only advertise vacancies internally?
- Can you still ask candidates to complete medical questionnaires?
- Is it okay to check them out on social media?
- When should the employment contract be issued?
- What are the rules about withdrawing job offers?

Matthew, Jenny and Helen in our Legal 500 and Chambers-rated employment law team will shed light on these and other issues in a half-day workshop this October. There will also be an opportunity for group discussion of best practice in the recruitment context, and other group-based exercises. The session will finish with lunch and there will be plenty of networking opportunities.

The session is aimed at directors (CEO, MD, FD) and senior executives with responsibility for HR and risk management issues, HR managers and advisors, and in-house legal advisors.



(L-R) Employment lawyers Helen Howes, Matthew Clayton and Jenny Hawrot

Date and venue: 3 October at Stonehouse Court Hotel, Bristol Road, Stonehouse GL10 3RA (close to junction 13 of the M5)

Timings: 9.00am - 1.30pm

Cost: £35 including lunch, refreshments and VAT

How to book: Please visit willans.co.uk/events/ for more information on how to book, or call 01242 542931 with any queries. ■

Farewell to Margaret Austen and Jonathan Mills



Margaret Austen

Former managing partner **Margaret Austen** and former senior partner **Jonathan Mills** have said a final goodbye to Willans after a combined 50 years of service, latterly as part-time consultants.

Jonathan Mills joined Willans in 1989 to head up our commercial property team. After holding the position of senior partner, he became a part-time consultant in 2013.

Charity law expert Margaret Austen, who was managing partner for ten years (latterly sharing the role with current managing partner Bridget Redmond until 2014) is also embarking on a well-deserved retirement.

We thank them for their parts in helping Willans become the thriving firm it is today, and wish them both well in their retirements. ■



Jonathan Mills

Remembering Peter Shillito

We are sad to report that **Peter Shillito**, one of Willans' founding partners, has died aged 86. He played a major role in establishing the reputation that the firm enjoys today.

Peter, the first lawyer hired by Alec Willans in 1960, dedicated over 30 years of his working life to the firm, retiring in 1993.

In 2000 he wrote a short memoir 'The corner shop or a small legal practice', reflecting on his time as a solicitor at Willans, which was then a small, growing Gloucestershire practice.

We felt it appropriate to share his story, so if you would like to read about life in Cheltenham's legal world back in the day, please visit willans.co.uk/memoir/ ■



Contact

For advice on any of the issues covered in Law News or any other area of law, these are the people to contact in the first instance.

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