



## Ten Old Square LLP/Partnership Remote Learning

Ten Old Square is a "market-leading set of highly regarded partnership practitioners" (Chambers & Partners 2020), ranked Tier 1 by both major directories because of our specialism in dealing with all manner of LLP/Partnership work both contentious and non-contentious. We continue to provide a full service to our clients throughout the Covid-19 crisis, advising clients and appearing before Courts, Tribunals and Arbitrators remotely.

We are also providing free specialist training sessions on key topics affecting LLPs and traditional partnerships given by our expert barristers via video-link during the lockdown and beyond.

The hour-long sessions are conducted through the video-based platform Zoom which enables all participants to ask questions interactively. If this is something that you or your team would be interested in, please get in touch: [tonisansom@tenoldsquare.com](mailto:tonisansom@tenoldsquare.com)



## TRAINING SESSIONS

### A Masterclass on Partner Exits

This Masterclass providing practical strategies and tips and best practice guidance on exiting partners:

- An overview of exiting partners (compulsory retirement and expulsion) - how to do it well and what bear traps to avoid.
- Natural justice: should we give the partner a right to be heard?
- Decision making: how do we go about making a decision to terminate in a valid and defensible way?
- How might the target partner attack an expulsion or compulsory retirement?
- Removing partners for poor performance.
- How can we improve our LLP agreement to optimise the firm's position in the future?

### LLP and Partnership case update

Recent important cases in Partnership & LLP law, including:

- Boyle v Burke [2019] EWHC 3364 (Ch)
- Horsford v Horsford [2020] EWHC 584 (Ch)
- Homes for England v Nick Sellman (Holdings) Ltd [2020] EWHC 936 (Ch)
- Joseph v Deloitte NSE LLP [2019] EWHC 3354 (QB)

### Who owns what?

Real estate issues in partnership disputes, including:

- Traditional partnerships vs. LLPs
- Property law vs. partnership law
- Retirement vs. dissolution/winding up





## Golden Rules of Partnership Law

Members of Ten Old Square's specialist partnership/LLP team will discuss the following golden rules:

1. Thou shalt not confuse partnerships and LLPs
2. Thou shalt not be a member and an employee
3. Thou shalt not bring (most) employment tribunal claims
4. Thou shalt not receive a salary
5. Thou shalt not repudiate thy contract
6. Thou shalt potentially be liable to third parties
7. Thou shalt not remove a partner unless there is an agreement
8. Thou shalt be subject to more stringent restrictive covenants
9. Thou shalt pay thine own tax
10. Thou shalt love thy fellow partner

## Hot Topics in the world of LLPs and Partnerships

A look at live issues in the partnership world:

- What does it mean to be a member of an LLP?
- What are the interests of members in an LLP?
- How safe is an LLP?
- Good faith and duties for members and partners
- Expulsion and compulsory retirement of partners and members: how to do it right and how to challenge it, including a look at Braganza
- How does garden leave work for partners?
- What does conversion actually mean?
- How will the courts treat restrictive covenants in the context of LLPs and partnerships?
- Can you forfeit partner and member profit shares (Hosking and more)?



## Essential learning points for Partnership/LLP Agreements

A litigator's eye view of partnership and LLP agreements, including:

- What if the agreement was never signed?
- What if the agreement remains in draft?
- Latest learning and thoughts on restrictive covenants in LLP and partnership agreements
- Anti-team move covenants?
- What about being a member and an employee? Can you be both and what are the implications?
- Particular pitfalls when converting to an LLP
- How much role and power should management have? How much risk does management face and how to protect management from risk?
- Can members or partners gain access to advice taken by the firm and how might one protect against that in the agreement?
- How do courts approach construing agreements?
- Age based retirement clauses?





## SPEAKERS



### Jeremy Callman

Jeremy is ranked as a "Star Individual" by Chambers UK Bar 2020 in Partnership. *"Fantastic in every way: he possesses an encyclopaedic knowledge of partnership and LLP law, is incredibly thorough, fabulous with clients, erudite and utterly charming."* *"His knowledge in partnership is second to none and he's simply brilliant"* - Chambers UK. He has a strong reputation in partnership and LLP litigation and regularly advises managing partners on internal issues within partnerships and LLPs. Additionally he frequently advises on non-contentious partnership matters as well as representing clients at arbitrations and mediations.



### Jonathan Gavaghan

Jonathan is recommended in the Directories as a leading junior in the field of partnership/LLP law. He has great experience in dealing with disputes involving professional services firms and many other businesses. He is described by *Chambers & Partners* as being a *"superb and persuasive advocate"*. He is a Fellow of the Chartered Institute of Arbitrators and sits as a Recorder.



### Sam Laughton

Sam Laughton's practice encompasses a broad range of Chancery litigation and advisory work, with a particular focus on both commercial and private disputes relating to property. He is listed in the Legal 500 as a Leading Junior (Rank 1) in Property Litigation.





### Philip Jenkins

Philip is an experienced Chancery practitioner with a strong reputation for advisory and litigation work in the fields of property, partnership and succession, in particular where there is an agricultural flavour. Philip has been recommended in Chambers UK Bar (*"Extremely good - clients love him, he sees the bigger picture and takes a very good, strategic approach"*), Chambers High Net Worth (*"Philip is very user friendly, commercially minded and pragmatic"*) and Who's Who Legal (Real Property). Most recently he represented the successful party in the High Court and Court of Appeal in *Guest v Guest* [2020] EWCA Civ. 387.



### Naomi Winston

As recognised by the directories, Naomi is a partnership specialist. She regularly acts for both firms and individual members or partners across a wide range of partnerships from professional service firms to private equity firms to farming partnerships. In particular, she regularly advises in relation to partnership exits, team moves, restrictive covenants and remuneration disputes. She has significant experience of advising managing partners on internal issues and also of drafting partnership and members' agreements, retirement deeds and other related documents both in England & Wales and outside of the jurisdiction.



### Gideon Roseman

Gideon is a chancery and commercial litigator whose practice typically involves partnership, company and LLP disputes. He has particular expertise in dealing with heavy interlocutory applications, typically freezing and proprietary injunctions and the enforcement, through committal, of the same. He is highly ranked in both the Legal 500 and Chambers and Partners for his partnership work and is described as having *"incredible tenacity and a will to win"* and *"if you want blood when fighting a case he is really up for it."*





### James Egan

James's practice has seen him instructed across the full range of Chambers' partnership/LLP, commercial, and chancery work. His experience in partnership includes advising individual members in relation to mergers, partnership exits, transfers of business and the dissolution of partnerships. James also has experience in dealing with the overlap between partnerships, LLPs and insolvency procedures; in particular, the winding-up of insolvent partnerships (and concurrent bankruptcy petitions of individual partners) under the Insolvent Partnerships Order 1994, and/or the winding-up of LLPs under s.14 LLPA 2000 and the LLP Regulations 2001.



### James Poole

James is regularly instructed by both firms and individual partners in relation to Partnership and LLP disputes, as well as advising on the drafting and construction of partnership, LLP and LP agreements. Most recently he represented the successful claimant LLP in a three day trial reclaiming capital contributions from a former member. He is regularly recommended for the quality of his legal analysis, his persuasive oral advocacy in court, the practicality of his advice, and his sensitive and responsive interaction with clients. James is also a qualified mediator.



### Adam Stewart-Wallace

Adam Stewart-Wallace gained experience in a wide range of partnership work during his pupillage, which was completed over the course of 2018-2019. Since becoming a tenant he has been involved in complex partnership pre-arbitration proceedings.