Summer2026

GULLANDS SOLICITORS

InBrief

The Magazine of Gullands Solicitors

P4 Preparing for a business sale

P8 Want to challenge a Will?

P9 Settlement Agreements

Welcome to InBrief

As we move seasons into autumn, our attention as a firm shifts first to our rural clients and the Weald of Kent Ploughing Match. Swapping the office for the field is an excellent opportunity to enjoy a day out and to reconnect with old friends and new. We warmly invite you to join us at our marquee for some hospitality.

Once again it is the farmers and landowners who have been struggling the most through the difficult hot and dry conditions that many of us have enjoyed from the comfort of our gardens this summer. Whether trying to put food on our plates or managing the landscape we love, it has certainly been challenging.

The increasing uncertainty of the weather brings with it a whole new number of legal issues. All businesses like certainty but we are already seeing clients having to consider a number of issues which traditionally might have only happened elsewhere. The risk of drought, crop failure and increasingly fire are now firmly on the agenda here in the South East.

In this edition we cover a range of issues, looking at some of the legal practicalities of selling a business. We also look at some of the ways our litigation team are called into action around probate disputes which are increasing.

From the criminal law team, we look at some of the issues around online malicious communications and the challenges this presents – especially when responding to a social media comment or post in anger or haste. Also, motoring offences and how some young and older drivers might be caught out if they don't fully understand their legal responsibilities or where there has been recent changes in the law.

September also sees the start of our search for Maidstone's High Street Heroes which aim to reward the terrific acts of customer service provided by the many town centre independent shops and businesses. We are once again giving the public the chance to nominate their heroes and say thank you to our hard-working town centre business owners and their employees.

As usual if there are any issues which you would like to discuss, get in touch with our team or come and find us at the ploughing match.

With best wishes

John Roberts
Managing Partner

Inside *this issue...*

Weald of Kent Ploughing Match 2026

The Weald of Kent Ploughing Match takes place on Saturday 12th September, and we look forward to welcoming you at our stand for hospitality.

This year's show is being held at Hengherst Farm, Shadoxhurst Road, Woodchurch, TN26 3PP. Tickets are available on the gate (£12) or they can be bought online in advance (£10) and under 12's are free. Gates open at 8am and there is plenty of free parking.

Join us for lunch or refreshments and enjoy this special 80th anniversary match.

As well as the ploughing competitions there's also the main arena events throughout the day, farmers market, gymkhana, dog show and countryside area. Whilst we can't guarantee the weather, we can guarantee a terrific day out for all the family and all of the proceeds raised support local rural charities.

Full details at **www.wkpma.co.uk**

Preparing for a business sale: process and typical costs

For many owner-managed businesses, selling their business represents years of work and investment coming to fruition. While the final transaction may appear straightforward from the outside, the reality is that a significant amount of preparation and professional input is required to ensure the sale completes successfully.

Regardless of the size or value of the business, a sale involves a detailed process designed to give the buyer confidence in what they are purchasing. This means gathering information, answering detailed questions and negotiating the legal and commercial terms of the transaction.

Preparing your business for sale

One of the most important steps is preparation. Buyers will expect full access to key documents and information about the business as part of the due diligence process. You may want to ask them to sign a confidentiality agreement before sharing any information which may be commercially sensitive.

Business owners should begin by ensuring they have copies of important documentation, including:

- trading contracts with customers and suppliers
- employment contracts and HR policies
- property documents such as leases or title deeds
- insurance policies
- financial information and tax records
- details of any disputes, claims or litigation

Having these documents organised in advance can significantly speed up the process and help reduce professional costs.

At this early stage it is also sensible to speak to both a solicitor and an accountant. Your solicitor will advise on the legal structure of the sale and manage the transaction documents, while your accountant can help with valuation considerations and tax planning.

Finding the right buyer

In many cases, business owners appoint a specialist business sales agent or corporate finance adviser to identify potential buyers and manage the marketing of the business. These advisers can help position the business correctly and negotiate the headline terms of a deal.

Once a buyer is identified, the parties will usually agree heads of terms, which outlines the basic commercial agreement before the detailed legal work begins.

The due diligence process

Due diligence is often the most time-consuming stage of a business sale. During this process the buyer and their advisers will examine the business in detail to ensure there are no hidden risks.

The buyer's lawyers will issue a detailed due diligence questionnaire covering areas such as contracts, employees, intellectual property, regulatory compliance and property matters. Your solicitor will work with you to prepare structured responses and provide supporting documentation.

Any issues identified during due diligence can slow down the transaction and may lead to further negotiations. For example, a buyer may request warranties or indemnities to protect them against potential risks.

Addressing potential issues before starting the sale process can help avoid delays and reduce additional costs later.

Why professional fees are involved

A business sale involves significant legal, financial and commercial work. Solicitors will draft and negotiate the sale agreement, manage due diligence, advise on risk allocation and ensure the transaction complies with legal requirements.

Accountants may be involved in preparing financial information, advising on tax implications and assisting with completion accounts.

Because each transaction is unique, the amount of work required can vary significantly. However, the aim of professional advisers is to ensure the deal is structured properly and that both parties understand their rights and obligations.

What happens after completion?

Even after the sale completes, there may still be matters to deal with. Many transactions include completion accounts or deferred payments, where the final purchase price may be adjusted after completion based on the business's financial position.

There may also be time limits for raising claims under warranties or indemnities in the sale agreement. If issues arise, it is important to seek legal advice promptly and comply with the procedures set out in the documentation.

Planning ahead

Selling a business is a major milestone. Taking advice early and ensuring your documentation and records are well organised can make the process smoother, reduce costs and help achieve a successful outcome.

Sarah Astley can be contacted at **s.astley@gullands.com**


Business
FOR
SALE

Share buybacks: helping majority shareholders manage a shareholder exit

In many owner-managed businesses, shareholders are often closely involved in the day-to-day running of the company. It is not unusual for senior employees, founders or directors to hold shares in the business. However, circumstances can change. Relationships may break down, individuals may want to move on, or an employee-shareholder may leave the business entirely.

In these situations, a share buyback can provide a practical and controlled way to facilitate an exit.

A share buyback allows the company – or sometimes the remaining shareholders – to purchase shares from a departing shareholder. For majority shareholders, this can be an effective way to regain control of shares and ensure they remain within the existing ownership group.

When a share buyback may be appropriate

Share buybacks commonly arise when an employee who also holds shares leaves the business, particularly where the departure is not entirely amicable. In these circumstances, both the departing shareholder and the remaining owners usually share a common goal: achieving a clean break that allows the business to move forward.

Negotiating the terms of the exit is therefore an important step. This often includes agreeing the price for the shares and the terms under which the shareholder will leave the business.

Legal advisers can help guide this process, ensuring the negotiations remain structured and that the agreed outcome protects the interests of the company and the remaining shareholders.

Establishing a fair valuation

One of the most sensitive issues in any share buyback is the valuation of the shares.

In many cases, both parties will want reassurance that the agreed price is fair. A common approach is to appoint an independent valuer jointly, who can provide an objective valuation of the shares. Alternatively, each party may obtain their own valuation and agree to take the midpoint between the two figures.

If the company already has a shareholders' agreement, the process is often simpler. Many agreements include provisions that set out how shares should be valued and transferred if a shareholder leaves the business. Having these mechanisms in place can significantly reduce the scope for dispute.

The importance of a settlement agreement

Where the exiting shareholder is also an employee, a settlement agreement will usually form an essential part of the process.

A settlement agreement provides legal certainty for both sides. It confirms the terms of the departure and, importantly, prevents future employment claims being brought against the company.

The agreement will typically record the financial terms of the exit and may also address additional matters such as:

- tax treatment of payments
- continued use of company assets for a limited period (for example, a company car)
- confidentiality obligations
- restrictive covenants to protect the business

By clearly setting out the agreed terms, the settlement agreement ensures there is no misunderstanding about what has been agreed between the parties.

Structuring the buyback properly

Share buybacks are subject to specific legal and procedural requirements under company law. These include formal approvals by shareholders, documentation of the transaction and ensuring the company has the appropriate funds available to complete the purchase.

Professional advice is therefore essential to ensure the process is carried out correctly and that the necessary filings and documentation are completed.

Preventing disputes in the future

Situations involving departing shareholders can be complex, particularly where expectations differ about how an exit should be handled. One of the best ways to avoid disputes is to ensure that the company has a well-drafted shareholders' agreement in place.

A shareholders' agreement can include provisions dealing with:

- how shares should be valued if a shareholder leaves
- whether the company or other shareholders have the right to buy those shares
- restrictions on selling shares to external parties

Having these mechanisms agreed in advance can make future transitions far smoother and reduce the risk of disagreements.

Taking advice early

Share buybacks can be an effective way to manage changes in ownership while maintaining stability within the business. However, because they involve both corporate and employment law considerations, it is important to take legal advice early in the process.

With the right structure and guidance, a share buyback can help facilitate a smooth exit for the departing shareholder while protecting the long-term interests of the company and its remaining owners.

Sarah Astley can be contacted at **s.astley@gullands.com**

The search for Maidstone's High Street Heroes 2026 is on!

It's back – our search for Maidstone's High Street Heroes 2026, in partnership with One Maidstone Bid Team and Metro Bank. From 1 – 30 September we are once again asking the public to nominate their High Street Heroes for 2026. These are the high street businesses and their employees or volunteers in Maidstone Town Centre who have provided exceptional customer service.

Here at Gullands, we want to support our high street businesses and charities and show them we value the face to face customer service they deliver, day in, day out.

It is free to nominate and simply visit **www.gullands.com** during September and tell us who you think should win. Business owners can also nominate their own employees or volunteers.

We will once again have winners for retail, hair & beauty, pubs, clubs & microbreweries, entertainment and leisure, restaurant, fast food, financial / professional and charity.

This year we are also going to have a new award for the new business to the town trading for up to 12 months and we encourage them to nominate themselves directly and we have two special judges' awards, for their outstanding business and individual.

Last year we had a fantastic response from the public receiving nearly 500 nominations for 32 businesses and 13 individuals.

Let's try and beat this achievement and say a heartfelt thank you to our High Street Heroes for 2026.

Our prize giving will once again be held at Maidstone United on 12 November and we look forward to saying a huge thank you to the business owners and their employees or volunteers who keep our high street buzzing and vibrant.

What should you do if you want to challenge a Will?

According to a recent article by The Economist, there has been a 400% rise in the number of probate claims listed at the High Court over the last 10 years. The first three months of this year also saw the highest number filed during any quarter on record.

There are several main reasons for this rise. Many people are living longer but often with diseases such as dementia which can rob them of mental capacity. Many younger generations are relying on inherited wealth to provide a foothold onto the property ladder. The value of people's estates has risen due to factors such as a steady rise in house prices. People may also have more valuable assets in addition to their main home, such as pensions, holiday property, shares in a business or life insurance policies.

There are also more blended families than in previous generations. People may choose to cohabit, divorce or remarry. They may have children from different relationships and step-children who rely on them financially.

There are a number of grounds a Will can be challenged. Some of the more common grounds include:

- The validity of the Will. Where the testator (the person making the Will) does not have the mental capacity to prepare and understand or know what they were doing, or where their mind has been poisoned into making changes.
- Creditors can make a claim against the estate where the person or their business owed money.
- Where there is suspected forgery of the Will or the signature.
- Where there is suspected fraud.
- Inheritance (Provision for Family and Dependants) Act 1975 claims where the person has not made reasonable provision for the person bringing the claim.
- Proprietary estoppel – where a claim has been brought by a person who has relied on assurances made by the testator and have suffered detriment as a consequence.
- Forfeiture – where the beneficiary of the Will has been involved in the unlawful killing or has unlawfully aided, abetted, counselled or procured the testator's death.

In addition to direct challenges to a Will there are also a number of reasons why the probate process itself can become contentious, which executors and beneficiaries need to be aware of. This can be why in more complicated situations and high value estates it is helpful to appoint professional advisors to carry out probate. Probate disputes can quickly escalate, and claims have to be made quickly, within a specific timeframe, which is why it is important to discuss a matter with a solicitor as soon as possible and providing as much evidence as possible.

There are routes to avoid going to the High Court but take early legal advice to understand your position and the validity of your claim.

Anna Golding can be contacted at **a.golding@gullands.com**

Settlement Agreements

Key considerations for business owners

All business owners review staffing levels with a view to reducing headcount and costs.

Depending on the number of positions they are looking to remove, they need to consider the best route to end an employment relationship, and legal advice should be sought.

Employers engaging in redundancy settlements do not need a Settlement Agreement, but they may want to consider having them to control the prospect of any future Employment Tribunal claims. It gives certainty to the terms as well as being legally binding between the employer and the employee if drafted correctly. It is usually 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 financial compensation. It can also include agreed references, extra protection on confidentiality and other warranties from the employee.

Each employee must obtain independent legal advice before entering into a Settlement Agreement if it is to be binding, which the employer usually contributes a fixed sum towards the cost of. It can be a more cost effective and a faster, more efficient process for all employees to be offered one independent legal advisor to do this work.

Where one law firm is appointed to sign off multiple Settlement Agreements it will be a faster and more efficient service, and it can be cheaper for the employer rather than dealing with several lawyers. Employees do still have the right to choose their own solicitor if they wish to do so.

We regularly act as sole independent adviser for a group of employees and recently did so where the employer was making multiple redundancies and offering settlement agreements. 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.

Not only did this help to reduce costs for the employer, it also allowed for the faster 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 offering Settlement Agreement assistance to your employees, please get in touch today.

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

There are two Acts of Parliament which govern Malicious Communications, The Malicious Communications Act 1988 and the Communications Act 2003.

We have been dealing with an increase in people, including social media influencers, who have fallen foul of the law and have been arrested and held in police custody. A momentary lapse of judgement or a communication sent in the heat of the moment could be enough to commit a serious crime, which can have devastating consequences for them and their family.

According to a 2025 Freedom of Information request, Police in England and Wales have been making over 12,000 arrests each year for offences under Section 127 of the Communications Act 2003 and Section 1 of the Malicious Communications Act 1988. Arrests involving social media are reported to have doubled since 2017.

A person commits an offence under The Malicious Communications Act 1988 if they send another person a letter, electronic communication or article which is indecent or grossly offensive. The key element of this offence is the intention to cause distress or anxiety to the recipient/s.

The Communications Act 2003 extends this to grossly offensive or indecent messages via public communications platforms including social media, emails and mobile networks.

There are several different offences which can be committed and the maximum penalty for the most serious includes a prison sentence and a fine. Sentencing could also include a community order, restraining order, compensation order and a requirement to undergo mental health treatment if that contributed to the offence.

Sentences will be determined by examining the combination of culpability and harm caused. These cases are typically dealt with in the Magistrates Court, but more serious cases can be referred to the Crown Court.

The communication content must be either:

- Grossly offensive, vulgar, outrageous, shameful, shocking, abusive or insulting.
- Indecent, degrading, humiliating, improper, especially in relation to sexual matters.
- Threatening nature and the threat is believed to be real.
- It is sent using false information that is believed to be false by the sender.
- It is sent to cause the person or anyone else distress or anxiety.

The Acts are there to protect vulnerable victims, to prevent persistent or repeat offending, to prevent messages involving threats of violence and to stop the use of public forums or social media to amplify them.

There might be mitigating factors which the Police or a Court might take into account. This could include evidence of the perpetrator's attempt to apologise and show genuine remorse, evidence that it was impulsive or reactive behaviour which led to the offence, their lack of a previous criminal record and or their mental health or immaturity which affected their judgement.

If you are arrested and/or charged with an offence under either Act, then you should seek legal advice as soon as possible. We are happy to discuss these matters with you, and we offer an out of hours emergency assistance service for those arrested and taken into custody – see our homepage.

For further information contact **John Roberts** at **j.roberts@gullands.com**

Homebuying reforms could give buyers and sellers greater certainty

Buying or selling a home should be an exciting milestone, whether you're taking your first step onto the property ladder, moving to accommodate a growing family or downsizing later in life. Yet for many people, the process has become lengthy, uncertain and expensive, with delays and transactions falling through causing unnecessary stress and expense.

In June, the Government announced a package of proposals aimed at modernising the homebuying process in England. While the reforms will be introduced in stages over the course of this Parliament, they represent one of the most significant proposed changes to the legal process of buying and selling residential property in recent years. The overall aim is to make transactions faster, more transparent and give buyers and sellers greater certainty from the outset.

A key proposals is the introduction of mandatory sales packs. Under the plans, sellers and estate agents would be required to provide key information about a property when it is first listed for sale, rather than much later in the transaction.

These sales packs would include important information such as the property's condition, leasehold costs where applicable and the status of any onward chain. Making this information available at the beginning of the process should allow buyers to make more informed decisions before committing to a purchase while enabling conveyancers and other property professionals to begin work sooner.

For buyers, this should reduce the risk of discovering unexpected issues late in the transaction. For sellers, it has the potential to reduce delays and increase the likelihood of a successful completion by identifying potential problems at an earlier stage.

Alongside greater transparency, the Government also plans a significant move towards a more digital homebuying process. Digital property logbooks and sales packs would allow trusted property information to be shared securely between professionals and accessed by buyers and sellers in real time.

The proposals also include wider use of digital identity checks, electronic signatures and digital tools, including AI-assisted conveyancing, with the aim of reducing duplication, improving efficiency and helping to reduce the risk of fraud. Together, these changes are intended to replace much of the traditional paper-based process with a more streamlined system that allows people to track the progress of their move more easily.

The most significant legal proposal is the introduction of earlier, binding conditional contracts. The Government intends to make transactions legally binding much sooner than under the current system, potentially shortly after an offer has been accepted.

Under the proposals, both parties would commit to completing the transaction provided agreed conditions are met. Anyone who withdraws without a valid reason or fails to meet their agreed obligations could face a financial penalty. Further consultation with the property industry will determine how these agreements will operate in practice, including appropriate penalty levels, exception clauses and dispute resolution procedures.

The Government believes these proposals could reduce the average homebuying process by around four weeks, save first-time buyers an average of £650 and significantly reduce the number of transactions that fail before completion.

Anything which can be done to help make the conveyancing process run smoother will be welcomed by all and we will watch the progress with interest.

Natalie Skinner can be contacted at **n.skinner@gullands.com**

Drivers – Know The Risks

Learning to drive and passing your driving test is the ultimate ticket to freedom and also opens up new work possibilities. But as many new probationary drivers know, it is expensive to have lessons and can take months of waiting just to get a test date. Many new drivers might also be surprised to know that they can also lose their licence easily.

If you receive six or more penalty points within the first two years of passing your driving test, then your licence will be revoked, and you will have to take your test again. This in practice means you will need to apply for a new provisional licence and pay for it again. Once you receive your provisional licence then you will be subject to the same rules as any other learner driver, and you can only drive again on a full licence once you have passed both the theory and practical test. If you have a tractor licence (category F), the two-year probationary period starts from the day you pass this test.

A revocation is different to a driving disqualification. The points count from the date the offence was committed and not when you receive the notification of the points.

Some traffic offences can carry a significant number of points which many inexperienced drivers may not realise. For example, failing to stop after an accident, failing to give particulars or report an accident within 24 hours can each carry 5-10 points. Driving without due care and attention or without reasonable consideration for other road users can carry 3-9 points and using a mobile phone when driving carries 6 points.

Others carry fewer points such as using a vehicle with a defective tyre(s) 3 points. Points can add up quickly and inexperienced drivers need to fully understand all of the responsibilities that come with having a full driving licence.

For a 17-year-old newly qualified driver, it can come as quite a shock if they find themselves at the centre of court proceedings. One silly mistake or lapse of judgement can have very serious consequences when behind the wheel of a car.

For all drivers, regardless of how long they have held their licence, there is also now a zero-tolerance approach to those caught drug driving. It is illegal to drive if you are unfit to do so because you have taken either legal or illegal drugs, or if you have certain levels of illegal drugs in your blood (even if they have not affected your driving). You should always check with your doctor if you have been given prescribed medication.

Drugs can stay in the body for days or weeks and the police can stop you and carry out a field impairment test or take a mouth swab to detect cannabis or cocaine. If you fail the mouth swab or they think you are unfit to drive, you will be arrested and taken to give a blood or urine test at a police station. You could be charged with a crime if the tests show you have taken drugs.

The penalties are severe and drivers will face a minimum of a one year ban, an unlimited fine, up to 6 months in prison and a criminal record. Your driving licence will also show you have been convicted for drug driving for 11 years. The maximum penalty for causing death by careless driving under the influence of drugs is life imprisonment.

If you or your child has been arrested for driving offences which may result in disqualification, licence revocation, or prison then our team are available to provide advice and to represent your interests throughout the legal proceedings. Get in touch to discuss your questions regarding motoring offences and prosecutions.

John Roberts can be contacted at **j.roberts@gullands.com**

This newsletter is intended to provide a first point of reference for current developments in various aspects of law. It should not be relied on as a substitute for professional advice.