



Franchising Services

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WJM's FRANCHISING CREDENTIALS

Wright, Johnston & Mackenzie LLP (WJM) is one of only a few legal firms in Scotland which is affiliated to the British Franchising Association (BFA) as a professional advisor in the field of franchising. With offices in Glasgow and Edinburgh, WJM acts for clients across the UK and beyond.

WJM's franchise practice has considerable expertise in advising both franchisors and franchisees. Chambers' Guide to the Legal Profession 2008 ranks us **number one in Scotland for franchising**, and recognises us as a team that has "*the specialised knowledge needed to excel in this field*".

The experience of our specialist team covers franchise business development, franchise agreements, UK-wide franchise property portfolios and the resolution of franchise disputes. WJM also help many franchisors prepare franchise documentation to meet the unique requirements of Scots law.

LEADING INDIVIDUALS



Angus MacLeod heads the WJM franchising team. He advises a wide range of franchise clients from international franchise networks and significant Scottish master licensors to individual franchisees. Angus regularly writes and speaks on the legal and commercial aspects of franchising. Chambers' Guide describes him as 'an authoritative, calm and practical lawyer with a powerful profile in the market' and that peers and clients rate his 'in-depth knowledge and well-briefed approach'.



Gillian Cowie works with franchise clients on property issues. Premises, whether owned or leased, are often the most significant investment in any franchise. Gillian advises clients on the intricacies of acquiring or leasing suitable commercial premises. She is a highly experienced and astute commercial property specialist who works with both franchisees and franchisors.



Steven Docherty works with franchisees and franchisors in the resolution of franchise, property and other disputes. He understands the unique nature of the franchising relationship, and brings this experience to bear in resolving disputes. His preferred approach is to work with clients to help them reach an amicable settlement of their disagreements, but if court action is needed, he has all the necessary skills to hand. As Chambers' Guide says, WJM is "widely recommended for its prominent work in franchise litigation."

OTHER MEMBERS OF THE TEAM

Angus, Gillian and Steven are ably supported by a number of other solicitors, including John Grant, Kirsty Munro, Martin O'Neill, Joanne Reilly, and Graham Murray. Graham specialises in wills, trusts and personal financial planning for franchise business owners: please ask for our separate briefing note on these important issues.

OUR APPROACH

WJM does things differently. Our emphasis on recruiting, training and retaining the best creative people as our lawyers means we excel in finding innovative and practical solutions to our clients' problems. We guarantee a partner-led service offering pragmatic commercial advice given in a straightforward manner. Our cross-disciplinary team of franchising specialists can respond quickly and effectively to client needs, adapting to the unique requirements of each client.

We would be delighted to hear from you if you are thinking of franchising your business, taking on a franchise, or would like to discuss your existing franchised business. **Please see our contact details on page 5.**

MORE ABOUT WJM

WJM's website www.wjm.co.uk gives you information about what we do, what we stand for and where we are going as an organisation.

We are all passionate about client service. In WJM this means understanding what you want to achieve – for yourself, your loved ones, your business and your community – and then using our experience and technical know-how to help you get there.

To deliver this commitment we intend to remain an independent full service law firm. Currently we have 18 partners, over 50 lawyers and a staff of over 100. All of us believe that through our commitment to each other and to WJM, we are committed to our clients.

We recruit and train ambitious lawyers who enjoy using their imagination as well as their technical skills to help clients.

Our purpose has remained unchanged for over 150 years, so we're convinced that it's right. Our service to clients is underpinned by:

- the strength of the working relationships within WJM;
- our focus on effective teamwork;
- our enthusiasm for our clients' goals; and
- our commitment to be approachable and responsive and to excel at communication.

If what we say strikes a chord, contact us – we're here to help.

SERVICES FOR FRANCHISORS

Helping franchisors maximise the opportunities offered by franchising while managing and minimising business risk, our services to franchisors include:-

- Advice on corporate structure to ensure the existing core business is properly protected
- Drafting of confidentiality agreements to protect business methods and trade secrets
- Development of appropriate deposit agreements to ensure the franchisee is committed at an early stage, and to cover franchisors' costs
- Effective and comprehensive franchise agreements, tailored to meet the specific needs of the franchisor's business format
- Area development agreements and master licenses which allow the franchisor to incentivise their area developers and mater licensees while still retaining control and protecting the brand
- Trade mark advice: on the acquisition, protection, use and enforcement of trade mark protection for important aspects of branding and market identity
- Franchise Manual development
- Employment law for franchisors
- Financial planning for the successful business owner, including planning for succession, retirement and exit from the business
- Advice on the development and management of franchise property portfolios, including site selection, leasing, acquisition and disposal of premises
- Effective franchise dispute resolution
- Effective termination of franchise agreements to ensure protection of the network
- Acquisition and disposal of whole franchise networks
- Overseeing resales of existing franchisee businesses

We recognise that the decision to invest in franchising is a major one. For a no-obligation discussion about what's involved, please contact our franchising team (see page 5.)

SERVICES FOR FRANCHISEES

Our franchising team is experienced in advising franchisees in relation to their businesses. Our involvement typically can include:-

- Assisting in the due diligence process by helping the prospective franchisee to investigate the franchise and the franchisor prior to acquiring a franchise
- Advice on business planning
- Review and negotiation of confidentiality and deposit agreements produced by franchisors prior to entering into the main franchise agreement
- Detailed review of franchise agreement for a fixed fee
- Negotiation with franchisors to modify standard agreements
- Advice on selection of a suitable business vehicle (including partnerships, limited companies and limited liability partnerships) and advice on how best to structure your business
- Advice on property aspects, including site selection, leasing and acquiring premises
- Employment contracts for franchise staff and up to date advice on employment law
- Personal financial planning advice for the business owner
- An efficient streamlined debt recovery service to assist franchisees in reducing bad debts and maximising revenue
- Advising on the purchase and sale of existing franchises
- Advising on the purchase of an existing franchise business
- Effective resolution of franchise disputes

WJM have developed a **Franchisee Advice Service** for franchisees prior to them signing up to a franchise agreement. The intention is to give franchisees a sound grasp of the legal concept of franchising in general and, in particular, a clear account of what the franchisee is undertaking by signing up to the franchise agreement. The service also gives the franchisee a chance to ask questions, and for the solicitor and the franchisee to have a thorough discussion of all the legal and commercial issues surrounding the franchise.

We are happy to agree a fixed fee in advance for Franchise Advice Service. For a quote, please contact our franchising team (see overleaf.)

EXAMPLES OF RECENT WORK

Here are just a few recent examples of successful franchising work carried out by WJM's franchising team:-

Smart Cartridge

From an initial store in Haymarket in Edinburgh, Smart Cartridge has expanded to around 50 stores with international presence in Europe, North America and beyond. Our team has developed franchise contracts, advised on trade marking and international master licensing.

Mitchells & Butlers

Mitchells & Butlers is one of the UK's leading operators of pubs, bars and restaurants offering eating, drinking and entertainment in over 2,000 outlets under names including O'Neills, Edwards, Goose and Scream. WJM represent Mitchells & Butlers in Scotland.

RE/MAX Scotland

We support Scotland's fastest-growing estate agency franchise in the expansion and management of its network of franchisees.

Coffee Republic

As Coffee Republic's solicitors in Scotland, we are helping them develop and expand their network of stores North of the Border.

Franchisee advice

In recent months, we have advised a range of prospective franchisees on the acquisition of franchises, including the following: 80/20, Aquaid, Action International, Asbestos Group, Aspray, Babyprints, Century 21, Cookerburra, Crepe a Croissant, Driver Hire, Dyno-plumbing, Dyno-rod, Finning Caterpillar, Fitness for Women, Funky Monkeys, Gymboree Play and Music, Interlink, Mail Boxes Etc, Minuteman, Mr Bird's MYO, O₂, Palmer-Cutler, PCC Car Valeting, Platinum Limo, ReactFast, Select Appointments, Servicemaster Furniture Medic, Signs Express, Squash-IT, Subway, Swisher, The Best of, Time for You, Tiny Talk, Toni & Guy, Wok2Go, WSI International and Yoga Bugs... to name but a few!

CONTACT DETAILS

For further advice please feel free to contact Wright, Johnston & Mackenzie LLP's specialist franchise team. We would be delighted to help.

Contact: **Angus MacLeod**

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