



A guide to **Commercial Contracts**



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Chimwemwe Ntata is a Commercial Associate of our Corporate & Commercial Team.

Chim advises organisations of all sizes across public and private sectors, offering practical, innovative solutions to commercial and legal challenges. She specialises in commercial contracts, technology

law, and data protection, helping businesses achieve their goals while managing legal and regulatory risks.

Her expertise includes reviewing, negotiating, and drafting a wide range of contracts – from standard terms to complex agreements such as B2B supply, distribution, manufacturing, master services, framework, and marketing agreements.

With a strong interest in technology and emerging fields like AI, Chim also advises on regulatory compliance, E-Commerce, and IT agreements, including outsourcing, software development, SaaS/PaaS, and licensing.

She supports data protection compliance in day-to-day operations, website development, third-party contracts, and M&A. Chim is dual-qualified with over 17 years of industry experience, including nine years of post-qualification legal practice in both the UK and Malawi.

Chimwemwe Ntata
Commercial Associate,
Corporate & Commercial Team

Introduction

Contracts are required to drive economic growth or support your operations in every part of your business. You can promote and safeguard your business from unnecessary risk by having effective commercial contracts.

When it comes to getting expert legal advice on contracts, no matter what type they are, “dotting the I’s and crossing the T’s” is paramount – getting it right now could save a lot of time, money and inconvenience later – read on to find out more.

Limiting your exposure to risk

Types of Commercial Contracts

Key features and issues in certain types of Commercial Contracts

How the Wilson Browne Commercial Team can help you



Limiting your exposure to risk

The key job for our commercial team is to limit your business' exposure to various risks so that your business can operate smoothly.

Through contract review, contract drafting, contract negotiation or risk analysis and reporting, our team can identify, assess, or evaluate your potential risk in the context of a commercial transaction, a contracting process or a project.

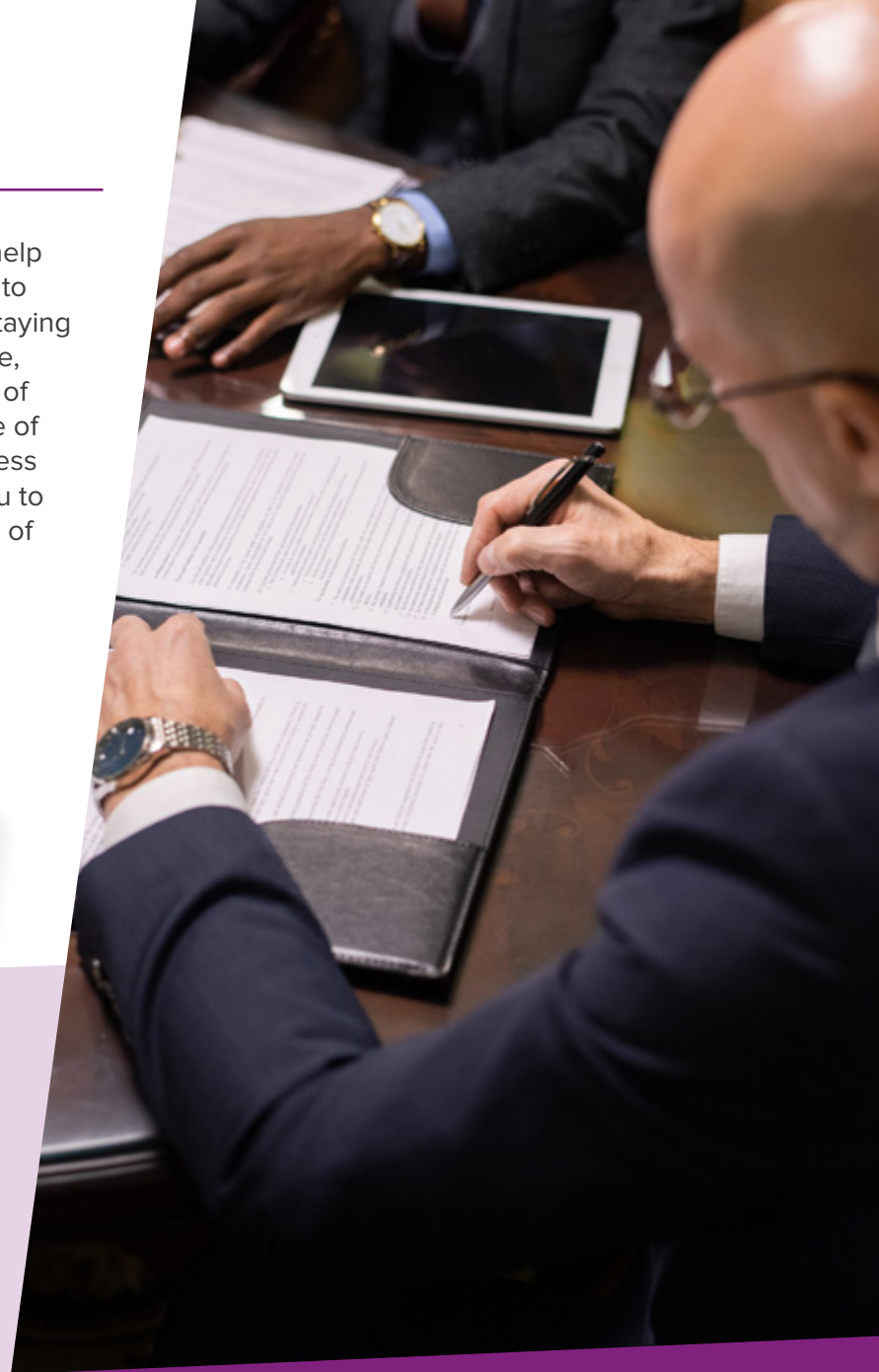
Our team drafts your commercial contracts with precision and clarity using plain English and other drafting techniques to deliver contracts that are easy to follow and avoid future disputes.

We carefully consider the legal requirements and follow recent developments in the law to ensure that our advice to you is timely and accurate.

We take a meticulous approach to our contract review, innovating solutions to the thorny issues in your contracts to protect your business from serious reputational, financial, regulatory and legal risks.

To avoid disputes over termination, we can help your business to balance between the need to get out of a bad contract on one hand and staying in a profitable contract for as long as possible, on the other hand. We can address the risks of being locked into a contract given the nature of the business transaction or contracting process that you are undertaking. We will engage you to obtain a deeper understanding of the nature of termination rights that you require.

“...our team can identify, assess, or evaluate your potential risk in the context of a commercial transaction...”



Types of Commercial Contracts

Our team will support your business to review, negotiate and draft a broad range of commercial contracts including the following:

- Distribution agreements
- Contract manufacturing agreements
- Supply and sale of goods and services agreements
- Standard terms and conditions
- Confidentiality agreements

Other Agreements

Our team can also advise your business on other types of ancillary agreements like confidentiality agreements, introduction agreements, premises hire agreements, marketing agreements, transitional services agreements and unique bespoke agreements which we can design for you according to the commercial need.

Commercial Advisory

Our work is not restricted to commercial contracts. We provide commercial advisory work ranging from ad-hoc support with commercial queries involving a wide range of commercial topics, to project management. We support businesses with tactical advice and sector specific regulatory support.

“We support businesses with tactical advice and sector specific regulatory support.”



“The award-winning team at Wilson Browne will consider all the key legislation that is relevant to your contract relating to the business-to-business sale and supply of goods or services.”

Key features and issues in certain types of Commercial Contracts

Sale and supply of goods or services agreements

These may be backbone agreements that are regarded as crucial to the growth and success of the business. They may relate to the core product or service provision by the business without which the business cannot grow or exist. Alternatively, they can support with the smooth operation of a business down the supply chain. The award-winning team at Wilson Browne will consider all the key legislation that is relevant to your contract relating to the business-to-business sale and supply of goods or services.

Given the existence of legislation and ever-changing case law that impact these supply agreements, we recommend that you leave it to the experts in our team to ensure that you have a legally enforceable contract that sufficiently minimises your risks while also helping you to achieve your business objectives.

You may decide to trade based on standard terms and conditions, or you may instruct us to draft a bespoke contract which you decide to negotiate with a supplier or customer. We will always tailor our advice to your business needs.



Key features continued

Distribution Agreements

Distribution agreements are often key to scaling a business, outlining commercial terms between a supplier or manufacturer and a distributor – typically within a specific territory. These agreements allow suppliers to access markets they might not otherwise reach.

Distribution relationships vary, so it's essential to clearly define the scope, rights, and obligations. Distributors may have exclusive, shared, or non-exclusive rights within a territory. In non-exclusive arrangements, suppliers may sell directly or appoint multiple distributors, who may also appoint others.

We help you navigate the legal complexities of distribution agreements to ensure effective, efficient negotiations while protecting vital business relationships. Key legal considerations include intellectual property, competition law, governing law and jurisdiction (especially in cross-border deals), and termination rights.

If you only need assurance that a contract is legally sound and low-risk – without changes – we're happy to review it.

However, we'll still flag any major concerns so you can make informed decisions.

“We help you navigate the legal complexities of distribution agreements to ensure effective, efficient negotiations while protecting vital business relationships.”



A person's hands are visible, working at a desk. One hand holds a pen, pointing at a document. The other hand is near a calculator. The desk is cluttered with various items: a laptop, a calculator, a pen, and several documents. One document is titled 'MARKETING REPORT' and another 'SUMMARY REPORT'. There are also some charts and graphs visible on the documents.

Key features continued

Contract Manufacturing Agreements

A contract manufacturing agreement is an agreement entered between a manufacturer of goods and a customer that requires manufacturing services in a business-to-business context.

Contract manufacturing can be viewed as outsourcing of manufacturing services from a manufacturing business. The services can vary from manufacturing of individual components to manufacturing a finished product with the customer's specifications. Sometimes the manufacturer is deeply involved in product design alongside the customer to produce detailed specifications.

There are many issues that need careful consideration when reviewing or drafting a contract manufacturing agreement including product specifications, quality control, packaging requirements, intellectual property rights, indemnities, pricing and payment terms and delivery.

Contract manufacturing agreements can be complex depending on the arrangement and the type of product to be produced.

For instance, the agreement may need to set out in sufficient detail the intellectual property rights required to manufacture the goods. This includes details of ownership and licence to use any party's intellectual property rights.

Depending on the arrangement and the nature of the goods to be produced, intellectual property ownership may vest in either party and a distinction needs to be made as to which party owns described intellectual property rights.

“...the agreement may need to set out in sufficient detail the intellectual property rights required to manufacture the goods.”



Key features continued

A business may not want unnecessary restrictions in a manufactured product that they intend to incorporate with their own for resale to third parties. Equally, a party with patent rights needs to ensure that the contract manufacturing agreement has sufficient protections for the patent rights in question in case they are compromised through misuse or infringement.

Often our work requires time and expertise due to the complexity of the agreement depending on the stage of the relationship between the parties.

However, it is often easier to conclude a contract manufacturing agreement between parties that have established a long-standing custom which they previously outlined in a business contract or documented in other form of a binding legal instrument.

We will support you to review a draft third-party contract that has been presented to you for negotiation or approval and signing. We can also support you when you instruct us to draft a bespoke contract manufacturing agreement from scratch.

“We will support you to review a draft third-party contract presented to you for negotiation or approval and signing.”



How the Wilson Browne Commercial Team can help you

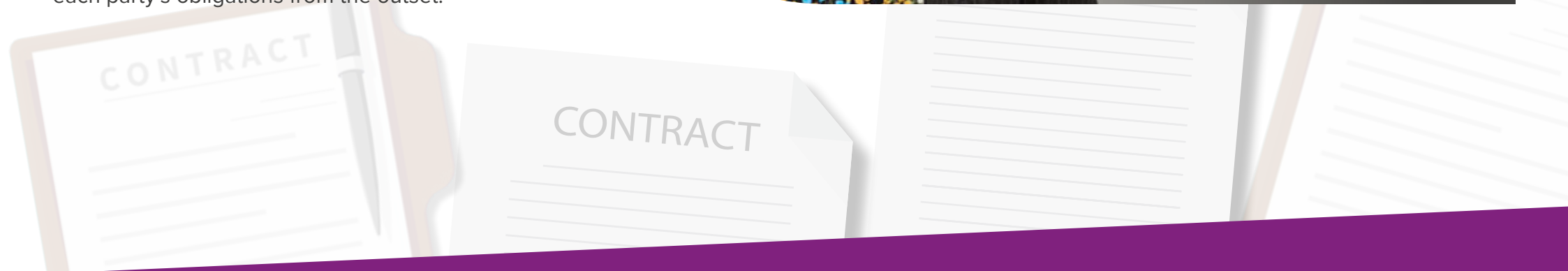
“We advise firms of all sizes on the full range of Commercial Contract law issues and, as a small, closely knit, team, we are proud of the personal relationships we build with our clients,” says Chimwemwe Ntata, Commercial Associate at Wilson Brown Solicitors.

Keep it simple

“Writing legal documents in plain English is probably more challenging than many appreciate: clarity builds trust and reduces the risk of misinterpretation, and Plain English is a high-level drafting skill that allows us to explain complex legal concepts simply and effectively. Combined with other proven drafting techniques, we deliver well-structured contracts that protect your interests and clearly define each party’s obligations from the outset.”



“We draft commercial contracts using plain English – minimising legal jargon in order to avoid confusion and costly disputes.”





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All the help you need

0800 088 6004 | [wilsonbrowne.co.uk](https://www.wilsonbrowne.co.uk)



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