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BUSINESS NEWS WALES

Welcome to our round up of the latest business news for our clients. Please contact us if you want to talk about how these updates affect your business. We are here to support you!

The importance of a shareholders agreement

For limited companies, when it comes to making decisions, Company Law states shareholders who own more than 50% can pass a motion at a company meeting regardless of the views of other shareholders and if shareholder(s) owns more than 75% of the shares they control the company outright and can veto the decisions of all other shareholders.

This may not suit all business situations, especially where you have two or more founders holding equal share capital or a group of owners with varying amounts of capital, some of whom are directors and some who are not, but who are all working together for the company's success.



A shareholders' agreement is entered into between all or some of the shareholders in a company. It regulates the relationship between the shareholders, the management of the company, ownership of the shares and the protection of the shareholders. They also govern the way in which the company is run.

A shareholders agreement can help define how a business makes decisions to the benefit of all owners and is recommended where:

- A small number of owners want to reach collective and fair decisions for the benefit of all

- Some owners may want to be able to influence decisions that are particularly relevant to them
- Some shareholders may not be directors and cannot influence operations on a day to day basis

Typically it is seeking to deal with the three “D’s” of death, disability and disagreement. It may also cover a variety of other significant areas, for example, retirement and buy back of shares.

Key areas for any shareholder agreement

This is not a comprehensive list as each situation is different, but it may help you collect the thoughts of all shareholders before you draw up an agreement.

1. Company details including structure, directors and officers
2. Purpose and aims of the company
3. Equity split of shareholders
4. Parties to the agreement
5. Shareholders rights, obligations and commitments
6. Decision making processes on major issues, required voting majorities and day to day operating decisions
7. Restrictions on the sale of shares
8. Rights of first refusal and pre-emptive rights to acquire shares on leaving, retirement, death or disability
9. Death, disability and other retirement compensation payments
10. Management contracts, director approval and remuneration amounts
11. Insurance and other protective requirements
12. Professional advisers and change of professional advisers
13. Dispute resolution
14. Changes to and termination of the agreement
15. Buy out provisions for leaving shareholders
16. Valuation of shares on changes and valuations of the business

Our view is that a shareholders agreement is an essential document for any limited company and an equitably drafted agreement should provide comfort to all parties to the agreement.

Please talk to us if you need help in planning for an agreement, especially where there are several shareholders, a new company is being formed, a shareholder wants to sell their shares or pass them to their children, someone is nearing retirement, or the company has borrowed money from a shareholder. We can help with share and company valuations and putting the shareholders wishes into an agreement with a local solicitor.

Poor Take-up of Tax Free Childcare Accounts

The government are concerned about the lack of take up of tax-free childcare accounts, with HMRC estimating that less than 22% of families eligible for the scheme had joined in March 2021. With many parents returning to work following the pandemic they should be encouraged to set up a tax free childcare account to help with their childcare costs. HMRC are suggesting that employers should make their employees aware of the support available to families with young children. With many parents working from home for part of the week tax free childcare accounts are more flexible than childcare vouchers.

Childcare vouchers continue to be available for employees who joined a qualifying scheme before 4 October 2018 and applies to children up to age 16.

Tax-free childcare is available for working families (including the self-employed) who are not receiving tax credits, universal credit or childcare vouchers. It can also be used at the same time as the 15 or 30 hours of free childcare in England. Key points:

- For working families, including the self-employed, in the UK
- Earning at least £142 per week (equal to 16 hours at the National Minimum or Living Wage) each
- Who aren't receiving Tax Credits, Universal Credit or childcare vouchers
- With children aged 0-11 (or 0-16 if disabled)
- For every £8 you pay into an online account, the government will add an extra £2, up to £2,000 per child per year

Note that the tax-free childcare scheme is not available if either partner expects to individually earn more than £100,000 a year.

For every £8 paid into an online account, the government adds an extra £2, up to £2,000 per child per year (£4,000 for disabled children). For example, for childcare costs of £500 per child per month, the family would pay £400 into their childcare account and the government would pay in £100 per child. This would be an annual saving of £1,200 per child.

The account can be used to pay for nursery fees, breakfast clubs, after school clubs, summer camps and OFSTED registered childminders.

For an overview of government childcare support see:

<https://www.childcarechoices.gov.uk/>

Eureka Eurostars 3: call for innovative SMEs

UK-registered SMEs can apply for a share of up to £2.5 million for collaborative research and development projects with partners from Eurostars member countries

The Eurostars 3 programme is [Eureka network's](#) funding programme. It aims to support collaborative research and development (CR&D) projects led by innovative SMEs in participating countries.

Call 2 of Eurostars 3 programme has now opened and is accepting applications from UK [micro, small or medium-sized enterprises](#) (SMEs).

To be eligible, CR&D projects must focus on industrial research. They must have high market potential and develop at least one of the following:

- innovative products
- technology-based applications
- technology-based services

To apply, you must also fulfil [seven eligibility criteria](#).

In the UK, only UK-registered innovative SMEs are eligible for funding provided that they meet competition conditions. More than one UK SME can be involved in each project.

UK SMEs can apply for a total grant of up to 360,000 euros for each eligible UK project partner or 60 per cent of total eligible project costs, whichever is the least.

Projects must be collaborative and can last up to 36 months. Your project start date depends on the national funding procedures of the Eureka Eurostars members involved in the selected projects.

See: [Competition overview - Eureka Eurostars 3: call 2 - Innovation Funding Service \(apply-for-innovation-funding.service.gov.uk\)](#)

GBIP: Explore ocean technology in Canada

The latest Innovate UK's Global Business Innovation Programme (GBIP) offers a chance for up to 15 high-growth innovation-driven UK businesses to explore and exploit collaboration, growth and innovation opportunities in Canada, with the aim of developing products and services for the ocean technology sector.

Canada has become a world leader in engineering products and services suited to extreme harsh ocean environments, marine remote sensing technologies, and ocean observing systems. Atlantic Canada and Nova Scotia, in particular, is home to a strong cluster of ocean industries and to ground breaking ocean research. This region is quickly becoming a globally recognised hub of oceans expertise with the potential to be a significant contributor to a number of Global Value Chains associated with the oceans sector.

See: [Innovate UK's Global Business Innovation Programme Flyer \(ukri.org\)](#)

Help and support if your business is affected by coronavirus (COVID-19)

Watch a webinar and sign up for email alerts to learn more about the support available if your business is affected by COVID-19.

Statutory Sick Pay (SSP) Rebate Scheme

Register for the next live webinar about [COVID-19 Statutory Sick Pay Rebate Scheme 2](#).

You will learn about:

- making payments to employees who are off sick or self-isolating because of COVID-19 on or after December 2021
- what employees you can claim for under the scheme

Watch a video about COVID-19 Statutory Sick Pay Rebate Scheme 2.

See: [COVID-19 Statutory Sick Pay Rebate Scheme 2.](#)

[How to report COVID-19 taxable grants and payments](#)

Watch a video about how to report COVID-19 taxable grants and payments.

See: [COVID-19 support schemes – declaring your grants on your Company Tax Return \(CT600\)](#)

[How to declare your grants on your Company Tax Return \(CT600\)](#)

Register for the next live webinar about [declaring your grants on your Company Tax Return \(CT600\)](#) to learn about:

- how to report COVID-19 support payments and grants on your Company Tax Return
- what happens if you've claimed too much
- records you need to keep

See: [Help and support if your business is affected by coronavirus \(COVID-19\) - GOV.UK \(www.gov.uk\)](#)

Developing automotive technologies and growing capability towards net zero

UK registered businesses can apply for a share of £25 million for late stage research and development projects that help accelerate the UK towards a net zero automotive future.

The Advanced Propulsion Centre (APC) provides funding, support and insight for the development of low carbon and net zero automotive technologies. It aims to support the UK's transition towards net zero product manufacturing and supply chain in the UK automotive sector.

Eligibility summary:

- this competition is open to collaborations only
- to lead a project your organisation must be a UK registered business of any size
- your consortium must include a vehicle manufacturer or tier one supplier
- you must involve at least one micro, small or medium-sized enterprise

The competition closes at 11am, 2 March 2022.

See: [Developing automotive technologies and growing capability towards net zero – UKRI](#)

Call for evidence: An Independent Customs Regime

This call for evidence invites respondents' views on:

- the customs intermediary sector
- the Simplified Customs Declaration Process (SCDP)
- the Transit facilitation

By taking a fresh look at the fundamental building blocks of the UK's customs system, the government wants to use this opportunity to gather and consider a wide range of evidence on how the customs system is working and changes that could be made to make it simpler, easier and more responsive to stakeholders' needs.

This evidence will support changes to policy or processes to make it easier for traders to navigate the UK's customs system.

The government welcomes engagement from any individual or business with views on the future of the UK's customs regime.

See: [Call for evidence: An Independent Customs Regime - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/call-for-evidence/an-independent-customs-regime)

Open Digital Solutions for Net Zero Energy

Innovate UK has launched a competition for organisations to apply for a share of £1.2 million to develop open solutions to accelerate decarbonisation of energy in the UK. This is a Small Business Research Initiative (SBRI) competition funded by UK Research and Innovation (UKRI).

The competition will stimulate the development of collective equity for the sector and the creation of communities to support the development of reusable and open net zero energy solutions.

Your open solutions should accelerate the delivery of net zero energy in the UK. The outputs should be adopted by first users and have potential to be supported and adopted by the wider community and other users across the energy sector.

You can develop an open solution, across the value chain, for any of the following net zero energy sectors:

- power
- hydrogen
- carbon capture, use and storage
- heat
- transport
- buildings
- industry
- whole system integration

Your open solution can be:

- software
- hardware
- firmware
- data solution

Innovate UK expects to fund four projects - each contract will be up to £300,000 and cover each project for up to nine months.

See: [Competition overview - SBRI Competition – Open Digital Solutions for Net Zero Energy - Innovation Funding Service \(apply-for-innovation-funding.service.gov.uk\)](#)

Minister commits £366 million to deliver 125,000 all age apprenticeships in Wales

The Welsh Government is investing £366 million over the next three years to deliver 125,000 all-age apprenticeships across Wales during this term of government, Economy Minister Vaughan Gething has announced at the start of Apprenticeship Week Wales 2022.

The Minister said this major investment will help support the Welsh Government's commitment to ensure at least 90% of 16 to 24 year olds in Wales will be in education, employment, or training by 2050, and to eradicate the gap between the employment rate in Wales and the UK by 2050. This will help deliver a fairer Wales that leaves no one behind and makes Wales a place where people can feel confident in planning their future here.

The Welsh Government's ambitious Apprenticeship programme aims to increase opportunities for people of all ages and background to develop transferable skills in the workplace and boost their life chances. It will support employers and their employees, with a particular priority for new recruits, throughout Wales.

The Apprenticeship programme is also an important part of the Young Person's Guarantee.

The investment will also help build an economy based on the principles of fair work, sustainability and the industries and services of the future.

See: [Apprenticeship Week Wales 2022: Minister commits £366 million to deliver 125,000 all age apprenticeships in Wales | GOV.WALES](#)

Wales Week London 2022

Wales Week London will take place over the period of St David's Day week in London and is the annual showcase of activities and events that celebrate and promote everything that is great about Wales.

A calendar of events is planned from 20 February to 6 March 2022, with great opportunities for exhibitors and sponsors.

See: [Wales Week London](#)

The Wales Food and Drink Awards 2022

Applications are open for The Wales Food and Drink Awards 2022, which take place on 13 May 2022 in Cardiff. The national awards will provide a platform to celebrate Welsh producers and suppliers.

They will highlight both the diversity of the sector and shine a light on the success stories that are scaling up, creating employment and who will be an inspiration to others.

The entry deadline is 8 April 2022.

See: [Food and Drink Awards](#)

SBRI competition: Recycling and waste treatment solutions

The 'Dyfodol Gwyrdd Glân' / 'Clean Green Future' collaborative partnership for Welsh Local Authorities and the Welsh Government have joined with Welsh Water to seek a treatment / recycling solution for absorbent hygiene product (AHP) waste and wastewater inlet screenings.

The Dyfodol partnership are seeking the development of ideas and technology through two SBRI funded phases (subject to selection) that support the feasibility, development and testing of their innovative solution for the processing of AHP. The Dyfodol partnership are seeking ideas that could potentially be commissioned and contracted to process AHP across Wales for the Local Authorities AHP waste as a minimum, but also wastewater inlet screenings.

This competition has two phases:

- Phase 1 – Feasibility. Feasibility and development (R&D) SBRI contracts for projects with costs up to £50,000. Up to six applicants will be selected for Phase 1
- Phase 2 – Prototype Development and Evaluation. Industrial and business research SBRI contracts for projects with eligible costs from up to £1,000,000 for prototype development and evaluation / Front End Engineering Design (subject to funding)

A decision to proceed with Phase 2 will depend on the outcomes from Phase 1, availability of further funding and assessment of a separate application into a subsequent phase 2 competition. Only successful applicants from Phase 1 will be able to apply to take part in Phase 2.

See: [View Notice - Sell2Wales \(gov.wales\)](#)