

# REGISTRATION INFORMATION

## LOCATION

OBA Conference Centre, Suite 200 – 20 Toronto St., Toronto (just north of the King Edward Hotel).  
Wheelchair access: Through the Counsel Court Building on Adelaide Street East, between Victoria and Toronto Street.

## REGISTRATION POLICY

**Registrations must be prepaid.** Registrations will be accepted by FAX at (416) 642-0424 and at the Ontario Bar Association address shown on the Registration Form. A credit card number MUST accompany all faxed registrations. **Walk-in registrations** will be accommodated **ONLY IF ACCOMPANIED BY CREDIT CARD OR CHEQUE.** Seating and meal preference, if applicable, will be given to prepaid registrants.

## REFUNDS AND CANCELLATIONS

Course fee is refundable (less \$50.00 plus \$3.50 GST) **if notice is received in writing five business days before the course.** We reserve the right to cancel or reschedule courses, refuse admission, or change speakers, location or content. NO REFUNDS will be made if notification is received **AFTER November 2, 2005. Please note that an OBA member in the same category may attend in your place. If the delegate is NOT an OBA member s/he will be required to pay the difference in fee.** The OBA GST registration number is R100760495.

## FEE CATEGORIES

**Member** - A member in good standing of the Ontario Bar Association  
**OBA Student Member** - OBA Law Student OR Articling and Bar Admission Candidate  
**Non-Member**

## CAN'T ATTEND THE PROGRAM?



### \*\*LIVE WEBCASTS

Using your computer and high-speed internet modem connection\*, you can participate in our live program without the worry of travel time or parking. Whether from your office or at home, you will have the opportunity to not only see the live program and have the course materials, but you will also be able to ask questions, make comments and interact with the speakers via your computer.



### \*\*ONLINE

Anytime, anywhere CLE! If you are unavailable to attend on the day of a live conference due to other commitments, you can access re-broadcasts of this CLE program 24/7. (See system requirements below).



### CD-ROMS

If you can't make it to the program but want to have a copy of the session to watch at a later date, then a CD-ROM of this program is a must. Our CD-ROMs include all the speaker presentations captured on video as well as any written materials. All you need do is pop them into the CD drive of your computer and sit back. You can even fast forward or repeat sections of the program that are of particular appeal to you.



### VIDEO REPLAYS

OBA and County and District Law Associations will be co-sponsoring (CD-ROM or VHS based) video replay presentations of THIS program. Based on interest, counties set the agenda and determine the best time and location for the program. OBA handles promotion, administration and registration. If you wish to see a video replay of this program in your area please contact OBA Regional Services or your local law association.



### PUBLICATIONS

Materials for CLE courses are available either in binder format or electronic format (downloadable).

### \*\*System Requirements

- Microsoft Internet Explorer 5.01 or Netscape Navigator 4.7
- Windows Media Player 9 (older versions of Media Player will prompt for version 9 codecs, which can be downloaded from the web)
- 56K modem (cable or DSL recommended)
- 16-bit Sound card and speakers



OBA • ABO

# REGISTRATION

**Business Agreements: Practice and Precedents**  
Wednesday, November 9, 2005 – 9:00 a.m. to 1:00 p.m.

05BUS1109C

Name: \_\_\_\_\_ Membership #: \_\_\_\_\_

Firm: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Bus. Tel. #: ( ) \_\_\_\_\_ Fax #: ( ) \_\_\_\_\_

E-mail: \_\_\_\_\_

## Registration Fees:

Live/Webcast Program (includes materials)	OBA Member	Student Member	Non-Member
<input type="checkbox"/> In Person <input type="checkbox"/> Webcast	\$185	\$90	\$300

Publication Only (available 3-4 weeks post-program)	OBA Member	Non-Member
<b>Multimedia</b> <input type="checkbox"/> **CD-ROM <input type="checkbox"/> Online CLE	\$145	\$185
<b>Publication</b> <input type="checkbox"/> Binder <input type="checkbox"/> Download	\$65	\$90

## Bundle

\* Choice of **ONE** binder plus **ONE** CD-ROM or Online CLE for the same program

Bundle Package for non-attendees	OBA Member	Non-Member	<input type="checkbox"/> Online CLE Binder <i>and</i> or <input type="checkbox"/> **CD-ROM
<input type="checkbox"/> Business Agreements: Practice and Precedents	\$157.50	\$206.25	

\* Prices shown reflect 25% discount

\*\* PST is applicable on CD-ROMS only

Sub Total: \_\_\_\_\_

Add GST (7%): \_\_\_\_\_

\*\*Add PST on CD-ROMs only (8%): \_\_\_\_\_

**Total:** \_\_\_\_\_

**Payment** (registrations must be prepaid)

Cheque (payable to Ontario Bar Association)     Visa     Mastercard

Credit Card #: \_\_\_\_\_ Exp. Date: \_\_\_\_\_

Signature: \_\_\_\_\_

### CONTACT INFORMATION CONSENT

The OBA's programs may be supported by preferred suppliers, sponsors and exhibitors. Subject to the following paragraph, I understand that the provision of contact information on this registration form constitutes my consent to such information being disclosed to the preferred suppliers, sponsors, exhibitors, speakers or attendees of this program. For further information about the CBA's and OBA's treatment of contact information, see Members Privacy Policy at [www.cba.org](http://www.cba.org) or [www.oba.org](http://www.oba.org). By checking this box , I do not wish my contact information disclosed to the preferred suppliers, sponsors, exhibitors, speakers or attendees of this program.

**Phone: 1-800-668-8900 • (416) 869-1047** Have your credit card handy.

**Fax: (416) 642-0424** Credit card number MUST accompany faxed registrations.

**Internet: [www.SoftConference.com/oba](http://www.SoftConference.com/oba)**

**Mail: Ontario Bar Association, 300-20 Toronto St., Toronto, Ontario, M5C 2B8**



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## BUSINESS LAW

# BUSINESS AGREEMENTS: PRACTICE AND PRECEDENTS

Wednesday, November 9, 2005  
9:00 a.m. to 1:00 p.m.

OBA Conference Centre  
Suite 200 - 20 Toronto Street, Toronto

A seminar for the novice and the experienced lawyer alike. The aim of this program is to provide you with both practical advice as well as effective precedents that will assist you in the drafting and settlement of common business agreements such as acquisition agreements, tax and accounting issues relating to acquisition agreements generally, shareholder agreements, strategic alliance agreements. We will cover outsourcing agreements, technology agreements, and employment agreements.

A faculty of experienced practitioners will provide advice on:

- What to ask your client before you commence drafting
- What issues to consider when drafting
- Negotiation strategies

Our practitioners will also provide precedents to use as a reference in your own practice.

### Chair:



**Stephen B. Kerr**  
Fasken Martineau DuMoulin LLP

### Speakers:

**Jason Arbuck**, Cassels Brock & Blackwell LLP  
**Koker Christensen**, Fasken Martineau DuMoulin LLP  
**William R. Gale**, Grosman, Grosman & Gale LLP  
**Daniel V. Lang**, PricewaterhouseCoopers LLP  
**Vaughn R. MacLellan**, Wildeboer Dellelce LLP  
**Arshia Tabrizi, Esq.**, Tabrizi Law Office

The **LAWYERS EDGE**  
EDUCATION BY MEMBERS, FOR MEMBERS

Ontario Bar Association • The Ontario branch of the Canadian Bar Association  
Association du Barreau de l'Ontario • La division ontarienne de l'Association du Barreau canadien

## Business Agreements: Practice and Precedents

Wednesday, November 9, 2005 - 9:00 a.m. to 1:00 p.m.

Chair: **Stephen B. Kerr**, Fasken Martineau DuMoulin LLP

9:00 a.m. Introductory Remarks

### 9:05 a.m. Acquisition Agreements

- Structure of the transaction (assets vs. shares)
- Key deal considerations
- Representations and warranties
- Covenants and closing conditions
- Indemnification
- The importance of “boilerplate”

**Vaughn R. MacLellan**, Wildeboer Dellelce LLP

### 9:35 a.m. Tax Issues

- Purchase price allocation
- Representations and warranties
- Elections
- Commodity tax

**Daniel V. Lang**, PricewaterhouseCoopers LLP

### 10:05 a.m. Shareholder Agreements

- Operation of the business
- Anti-dilution and pre-emptive rights
- Securing a market for the shares and rights of purchase and sale
- Events of default
- Funding buy-outs
- Spousal considerations

**Jason Arbuck**, Cassels Brock & Blackwell LLP

10:35 a.m. Break

### 10:50 a.m. Strategic Alliance Agreements

- The “new” joint venture
- Assessing the relationship
- Co-operation
- Exclusivity and confidentiality
- Termination

**Stephen B. Kerr**, Fasken Martineau DuMoulin LLP

### 11:20 a.m. Outsourcing Agreements

- Reasons for their increasing use
- Best practices
- Key contractual considerations
- Regulatory issues
- Termination

**Koker Christensen**, Fasken Martineau DuMoulin LLP

### 11:50 a.m. Technology Agreements

- Ownership and licensing issues
- Exit and transitional issues
- Privacy, data protection and confidentiality
- Termination

**Arshia Tabrizi, Esq.**, Tabrizi Law Office

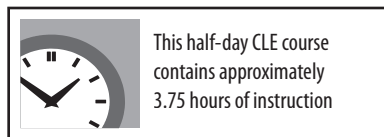
### 12:20 p.m. Employment Agreements

- Enforceability concerns arising from the “sweetheart deal” and the “take-it or leave-it” agreement on current employees
- Termination
- Restrictive covenants
- Change of control

**William R. Gale**, Grosman, Grosman & Gale LLP

12:50 p.m. Question Period

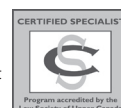
1:00 p.m. Program Concludes



This CLE program has been approved for a LawPRO CLE Premium Credit. To obtain your \$50 LawPRO insurance premium reduction, please visit their website: [www.lawpro.ca/clecredit](http://www.lawpro.ca/clecredit)



This program has been accredited by the Corporate & Commercial Law Specialty Committee of the Law Society of Upper Canada 4 hours towards the professional development requirement for certification.



## Other OBA Programs You Won't Want to Miss

All programs are offered LIVE with materials available in binder and downloadable format. In addition, some programs are available by Webcast, Online CLE, by CD-ROM or by Video Replay. For more information go to [www.SoftConference.com/oba](http://www.SoftConference.com/oba).

Operation Update 2005 ..... Friday, October 7, 2005

Walking the Tightrope:

Pre-Trial Remedies in the Age of High Costs and Low Budgets ..... Tuesday, October 11, 2005

10-Minute Municipal Collections ..... Wednesday, October 12, 2005

Red Hot Construction Law ..... Monday, October 24, 2005

Charity Law Hot Spots: A Danger to Dabble ..... Wednesday, October 26, 2005

Amendments to the *Labour Relations Act* -

What You Need to Know ..... Thursday, October 27, 2005

People and Money in Motion: Cross Border Strategies for

Advisors and Their High Net Worth Clients ..... Wednesday, November 2, 2005

Your First Class Action: Get the Nuts and Bolts from

Top Practitioners and Judges (YLD) ..... Thursday, November 3, 2005

When the Going is Bad:

How to Avoid Harm Caused by Departing Employees ..... Tuesday, November 8, 2005

Injunctions - Everything You Need to Know ..... Thursday, November 10, 2005

Hot Topics in Motor Vehicle Insurance ..... Friday, November 11, 2005

You Can Run But You Cannot Hide:

Pension Primer for Everyday Practice (YLD) ..... Thursday, November 17, 2005

New *Limitations Act*: Problems and Solutions ..... Friday, November 18, 2005

More Tax Issues You Cannot Afford to Miss ..... Tuesday, November 22, 2005

Drafting Opinions for Commercial Transactions ..... Wednesday, November 23, 2005

Back With a Vengeance – Part II

A Changing Legal *Environment* ..... Friday, November 25, 2005

Electronic Discovery and The New ED Guidelines -

A Roadmap For Dealing With Electronic Information ..... Monday, November 29, 2005

Litigating Under the PPSA –

Getting to the Court on Time ..... Monday, December 5, 2005

Divine Discoveries: Building a Great Case (YLD) ..... Friday, December 9, 2005