



Fall 2009 CLE Savings Program

\$50 Green Discount

Save \$50 off the price of any OBA CLE live program when you opt to take the materials electronically. To access your materials, just visit www.oba.org/pd and select "Login".

Webcast Group Discount Per Program

2-4 registrants at 25% off entire registration fee. 5 plus registrants for a half-day program at \$50 or \$75 for a full-day per person.

Available only to those registering from the same firm, at the same time and paying with one cheque; printed materials available for purchase at time of registration will be discounted 25%.

Save 25% on Bundles

Special offer for those NOT attending live programs: Deduct 25% for each "Bundle" (Choice of one binder plus one CD-ROM or Online CLE for the same program). Bundles apply to any CLEs offered in multimedia format.

**9th Annual Franchise Law Conference
The Whole Nine Yards**

Wednesday, October 14, 2009 | 8:45 am to 5:00 pm

Westin Harbour Castle Hotel, 1 Harbour Square, Toronto

Name: _____
 CBA #: _____
 Firm: _____
 Address: _____
 City: _____
 Postal Code: _____
 Bus. Tel. #: () _____
 Fax #: () _____
 E-mail: _____



Co-chair:
Jennifer Dolman,
Osler, Hoskin & Harcourt LLP



Co-chair:
Arthur J. Trebilcock,
Sotos LLP

Wednesday, October 14, 2009
8:45 am to 5:00 pm

**Westin Harbour Castle Hotel
1 Harbour Square, Toronto**

**9th Annual Franchise Law Conference:
The Whole Nine Yards**

Highlights will include:

- The annual Canadian judicial and legislative update
- Franchise terminations and consequences
- Difficult disclosure issues
- Arbitrating franchise disputes
- Managing system change
- A future look at the most troubling issues facing franchising
- Informative papers
- Networking opportunities at the round-tables and the American Bar Association's 32nd Annual Forum on Franchising Welcome Reception

For more information on the **American Bar Association's 32nd Annual Forum on Franchising**, please go to:
<http://www.registration123.com/aba/09FRANCHISING/>



Corporate and Commercial Law - 6 Hours

REGISTRATION *Please circle fee category.*

Live Program*	CBA/ABA Member	Student Member	Non-Member
<input type="checkbox"/> In person	\$345	\$200	\$445

*Fee includes course materials, lunch & reception

I am unable to attend the program. Please send me:

EDUCATIONAL MATERIALS ONLY *(Available 3-4 weeks post-program)*

Publication	CBA/ABA Member	Non-Member
<input type="checkbox"/> Publication (binder)	\$90	\$135
<input type="checkbox"/> Publication (download)		

FEE CALCULATION

Sub-Total _____ Add GST (5%) _____
 Less Discounts _____ **Total** _____
New Sub-Total _____

PAYMENT *(registrations must be prepaid)*

Cheque (payable to Ontario Bar Association), or please charge my
 Visa Mastercard
 Credit Card # _____ Exp. Date _____
 Signature _____

Ontario Bar Association, 300 - 20 Toronto St, Toronto, ON M5C 2B8
 Fax: 416-642-0424 Phone: 416.869.1047 Toll Free: 1.800.668.8900

www.oba.org/pd

**Can't Attend the Program?
Order the Course Material!**

Concise, practical and well-focussed course materials and/or precedents written by the faculty (topic may vary slightly from presentation) are available either in binder format or electronic format (downloadable).



Publications

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 \$2.50 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 at any time. No refunds will be made if notification is received after October 7, 2009. Please note that a CBA member in the same category may attend in your place. If the delegate is not a CBA member s/he will be required to pay the difference in fee. The OBA GST registration number is R100760495.

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 or 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.



ONTARIO
BAR ASSOCIATION
A Branch of the
Canadian Bar Association

L'ASSOCIATION DU
BARREAU DE L'ONTARIO
Une division de l'Association
du Barreau canadien

9th Annual Franchise Law Conference: The Whole Nine Yards

Wednesday, October 14, 2009 | 8:45 am to 5:00 pm
Westin Harbour Castle Hotel, 1 Harbour Square, Toronto

8:45 am INTRODUCTORY REMARKS AND WELCOME
Co-chairs Jennifer Dolman and Arthur J. Trebilcock

9:00 am PLENARY SESSION 1
Annual Legal Update: My Top Five Picks from 2009

An in-depth view on the top five fundamental issues identified from the past year's Canadian cases confronting franchise law today. The binder material includes a comprehensive paper digesting and commenting on the Canadian legislative developments and reported cases affecting franchising that have occurred since last year's OBA Franchise Law Conference.

Allan D.J. Dick, Sotos LLP

9:40 am PLENARY SESSION 2
The Ultimate Confrontation

This panel presentation will focus on important legal issues surrounding a unilateral termination of the franchise relationship by one of the parties, including: statutory limitations on termination, relief from forfeiture, enforceability and modification of post-termination restrictive competition covenants, enforcing security for performance of post-term covenants, building the record and preparing for the injunction, and drafting pointers.

The Honourable Warren K. Winkler, Chief Justice of Ontario, Court of Appeal for Ontario

Geoffrey B. Shaw, Cassels Brock & Blackwell LLP (representing franchisor side)

Jonathan C. Lisus, McCarthy Tetrault LLP (representing franchisee side)

10:50 am BREAK

11:05 am WORKSHOPS 1 [Choose one]

(A) The Franchise Relationship

An overview of the nature of franchising; what is a franchise: business format and distributorship franchises; business opportunity ventures; unit, multiple unit and master franchises; affiliation, conversion, joint venture, co-branding, area representation and other variations of franchising; advantages and disadvantages of these different themes and hybrids; alternative distribution techniques

Joseph Y. Adler, Hoffer Adler LLP

Robert E. Glass, Lang Michener LLP

(B) Vicarious Liability

A discussion of a franchisor's potential liability for the acts of franchisees, agents, brokers and master franchisees; when the franchisor's "control" over the franchisee's conduct in the operation of the franchise crosses the line; how to draft franchise agreements and operation manuals to avoid liability, including independent contractor and insurance clauses; how a franchisor should handle employment issues between franchisee and staff; and special issues relating to workplace safety.

Jeffrey P. Hoffman, Gowling Lafleur Henderson LLP

Blair A. Rebane, Borden Ladner Gervais LLP – Vancouver BC

(C) Arbitrating Franchise Disputes in Canada

A Canadian arbitrator with many years experience as a commercial litigator will discuss key topics in franchise arbitration including: strategies for the design of effective arbitration clauses; tactics for advancing your dispute without court intervention; and dangers with a focus on injunctions, confidentiality, whether material adverse arbitration awards or confidential settlements need be disclosed and whether and how franchise arbitration agreements should deal with multiple parties and consolidation of arbitrations. A seasoned American franchise counsel will provide his perspective on what Canadian lawyers can learn from the US experience.

Randy A. Pepper, ADR Chambers

Jonathan C. Solish, Bryan Cave LLP – Los Angeles, CA

11:55 am BREAK (participants to get box lunches)

12:15 pm ROUNDTABLES 1 (with box lunch)

12:45 pm BREAK (participants to switch tables)

12:50 pm ROUNDTABLES 2

1:20 pm BREAK

1:35 pm WORKSHOPS 2 [Choose one]

(B) Vicarious Liability (see above)

(D) Difficult Canadian Disclosure Issues

When is disclosure not disclosure? Key business and legal issues discussed will include: determining the threshold and scope of materiality; material facts versus material changes; "substantially complete" disclosure documents; disclosure exemptions; the use of foreign disclosure documents in Canada; the need for disclosure in provinces/territories that do not have franchise legislation and the preparation and use of a "national" disclosure document; financial performance representations (earnings claims); and the role and duties of franchise counsel in preparing disclosure documents.

Peter M. Viitre, Blake, Cassels & Graydon LLP

Daniel Zalmanowitz, Witten LLP – Edmonton AB

(E) Cases You Need to Know

An overview at the introductory level of those vital Canadian cases that have significantly affected franchising.

Susan E. Friedman, Davis LLP

Ian N. Roher, Teplitzky Colson LLP

2:25 pm BREAK

2:35 pm WORKSHOPS 3 [Choose one]

(C) Arbitrating Franchise Disputes (see above)

(D) Difficult Canadian Disclosure Issues (see above)

(F) Managing System Change

An intermediate- to advanced-level workshop focusing on the key Canadian business and legal issues concerning how to introduce and implement substantial changes to a franchise system as: house accounts, significantly different product offerings (chicken versus pizza, no name branding, regional product differences, etc.), radical change of marks, competing distribution by affiliated systems, market shift or withdrawal, franchise conversion or reacquisition, etc., and litigating disputes dealing with system changes.

Ben V. Hanuka, Davis Moldaver LLP

Daniel F. So, McKenzie Lake Lawyers LLP - London

3:25 pm BREAK

3:40 pm PLENARY SESSION 3

Whence Have We Come, Whither Do We Go?

A panel presentation led by seasoned Canadian franchise lawyers of critical disclosure, relationship and drafting issues that continue to trouble Canadian franchising 10 years after enactment of Ontario's franchise legislation. The panel will present both sides of the issues, how they think these issues may be resolved in the future, and how franchisors can best prepare for these developments. The US experience will be brought into the discussion to help predict what the possible outcomes will be in Canada.

Edward (Ned) Levitt, Gowling Lafleur Henderson LLP

Andrew C. Selden, Briggs and Morgan, Professional Association - Minneapolis, MN

Frank Zaid, Osler Hoskin & Harcourt LLP

4:50 pm LUCKY DRAWS *For those who have survived the day.*

5:00 pm AMERICAN BAR ASSOCIATION
WELCOME RECEPTION