

Commercial Agreements Bootcamp: Building Essential Negotiating and Drafting Skills

Business Law



In-Person



Webcast

Date: Wednesday, November 20, 2019 | 9:00 am to 3:30 pm

Location: OBA Conference Centre
20 Toronto Street, 2nd Floor, Toronto



This program is eligible for up to 5.5 Substantive Hours

Program Chair: Michael Segal, Michael Segal Professional Corporation

Attend this practical, hands-on program to gain the fundamental knowledge and strategies you need to draft, review and negotiate commercial agreements concentrating on an asset purchase. This “how to” program is relevant to lawyers practicing in any area of commercial or transactional practice, who are interested in improving their drafting and negotiating skills. Put the skills you have gained to use immediately by participating in valuable negotiating and drafting exercises, and benefit from having your drafting/negotiating ideas reviewed and critiqued by your peers. This year, we are adding, for each section, a litigator's viewpoint as to what can happen when you let your drafting skills lapse.

Register now to be a part of this interactive program. For lawyers involved in negotiating and drafting key commercial agreements this is a highly valuable primer or refresher!

8:30 am Registration and Coffee

9:00 am Welcome and Opening Remarks

9:05 am **Drafting Essentials for a Bulletproof Contract**

Allan Ritchie, Loopstra Nixon LLP

Christophe Shammas, Loopstra Nixon LLP

Learn how to tackle any contract drafting project from start to finish. Examine specific drafting techniques and strategies that you can implement immediately to draft legal documents with confidence, including:

- The essential components of any good contract
- The ramifications of ambiguous wording and how to avoid ambiguous phrasing traps
- Common ethical errors in drafting contracts

9:40 am **Non-Competition and Non-Solicitation Agreements**

Arleen Huggins, Koskie Minsky LLP

Matthew Kindree, Pallett Valo LLP

Learn when non-competition agreements are appropriate, and when non-solicitation agreements should be used to analyze the different components of non-compete and non-solicitation including:

- Defining “the work being restricted”
- Defining “the territory being restricted”
- Defining “the length of time being restricted”

10:15 am Networking Break

10:30 am **Dispute Resolution Provisions**

Deborah C. Ansell, ADR Chambers

Michael Nowina, Baker & McKenzie LLP

Examine the differences between various dispute resolution mechanisms and the factors that influence the appropriate mechanism for your contract. Review common dispute resolution provisions to understand the key elements involved in reviewing, and drafting mediation and arbitration provisions.

11:05 am **Representations and Warranties**

Raymond Leclair,

LAWPRO (Lawyers' Professional Indemnity Company)

Kathleen Robichaud, Law Office of Kathleen Robichaud

Explore this topic by discussing the following questions:

- What is the difference between a representation and a warranty?

- When is it appropriate to use boilerplate clause?
- What are the essential reps and warranties in a transaction?
- Which representations and warranties should be avoided by the Vendor?
- How important are the Purchaser's representations and warranties?

11:40 am **Effectively Using “Boilerplate” Clauses**

Diane Brooks, Blaney McMurtry LLP

Michael Osborne, Cassels Brock & Blackwell LLP

Go beyond the boilerplate to gain a stronger understanding of boilerplate clauses. Review and examine standard boilerplate clauses, and discuss best practices for avoiding pitfalls by drafting standard clauses to suit the unique circumstances of the transaction.

12:15 pm Lunch (Provided)

1:00 pm **Shareholder Agreements**

Bruce Chapple, McMillan LLP

Harvey Garman, KPMG Law LLP

Examine the principle issues that arise or require consideration in drafting and negotiating shareholder agreements. Review the advantages and disadvantages of certain types of provisions, and the key conversations you need to have with your client to ensure their interests are protected.

1:45 pm Networking Break

2:00 pm **Workshop**

Michael Segal, Michael Segal Professional Corporation

Bruce Chapple, McMillan LLP

Kathleen Robichaud, Law Office of Kathleen Robichaud

Put to practice what you have learned by participating in a hands on exercise based on a fact pattern for an asset purchase, and explore the documents that might or might not be required to complete the transaction. Test your drafting skills with your peers and receive feedback as you draft relevant terms and schedules to the asset purchase so you can walk away with practical strategies to use in your practice.

3:30 pm Closing Remarks and Program Concludes

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org