

## Corporate Law Basics

*Business Law / Young Lawyers Division*



In-Person



Webcast

**Date:** Thursday, October 17, 2019 | 9:00 am to 12:30 pm

**Location:** OBA Conference Centre  
20 Toronto Street, 2<sup>nd</sup> Floor, Toronto

**Program Chairs:** **Leslie Greey**, McCarthy Tétrault LLP  
**Andreea Muth**, Pallett Valo LLP



This program contains 0.5 Professionalism Hours  
This program is eligible for up to 3 Substantive Hours

*The OBA has been approved as an Accredited Provider of Professionalism Content by The Law Society of Ontario.*

Whatever your practice area, you are likely going to need to address corporate law issues. How are corporate reorganizations used within the context of family law, estate planning, and contractual disputes? What are representations and warranties, and what do they mean for your clients? Learn the essentials of corporate law including corporate structures, basic tax vocabulary, tax considerations for an owner-manager, and the use of valuation in disputes. Don't miss this opportunity to hear from expert practitioners and add valuable knowledge to your practice by building a strong corporate law foundation.

Register now and gain a broader understanding of this key area of the law.

8:30 am Registration and Coffee

9:00 am Welcome and Opening Remarks

- 9:05 am **Corporate Structures: The Basics**  
**Diane E. Ulman**, Integris Law Professional Corporation
- Different share classes: when are they used, and why?
  - Control of the company: the role of shareholders, officers, and directors
  - Understand the use of holdcos and opcos

- 9:35 am **Corporate Contracts Overview**  
**Nicole Park**, Fasken Martineau DuMoulin LLP
- Discuss shareholders agreements
  - Explore the use and importance of resolutions
  - Reps and warranties: what are they, and what do they mean for the rest of us

- 10:05 am **Corporate Valuations**  
**Katie Socka**, Ernst & Young LLP
- Gain valuation methodology basics
  - When and why do I need a valuation?
  - Examine the use of valuations in disputes

10:35 am Networking Break

- 10:50 am **Corporate Reorganizations**  
**Scott Bergen**, McCarthy Tétrault LLP  
**Claire Gowdy**, McCarthy Tétrault LLP

- Understanding the basics: what is a reorganization, and why is it done?
- The use of reorganizations in other contexts: family law, estate planning, contractual disputes

- 11:10 am **Corporate Taxation**  
**Vern Krishna, C.M., Q.C.**, Counsel, TaxChambers LLP
- Basic tax vocabulary: what every lawyer should know
  - Review share sale vs. assets sale from a tax perspective
  - Spotting tax issues in corporate agreements - when do you call your tax colleague?

- 11:50 am **Representing the Corporation**  
**Monty Dhaliwal**, Pallett Valo LLP (Mississauga)
- Corporations as litigants: who is your client?
  - Moving up the chain of command: when your client's instructions are offside and ethical considerations
  - Getting off the record: who do you serve?

12:20 pm Question Period

12:30 pm Program Concludes

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Questions? [pd@oba.org](mailto:pd@oba.org)