

## Buying and Selling a Business: A Comprehensive Guide

### Business Law Section

**Date:** Wednesday, September 30, 2020 | 9:00 am to 4:00 pm

**Location:** Zoom Webinar

**Program Chairs:** **Luis R. Chacin**, Carters Professional Corporation  
**Andrea Brinston**, Pallett Valo LLP



Webcast



**Professionalism Hours:** This program contains **1h 00m**  
**Substantive Hours:** This program is eligible for up to **5h 00m**

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Join your colleagues for an in-depth and engaging day examining the process of buying and selling a business. Gain valuable insight and practical tips from our expert faculty on the steps involved in the purchase or sale of a business, including COVID-19 concerns, due diligence and employment considerations. If you are a lawyer new to transactions, this program will give you the essential tools you need to help best serve your clients. Hear about current and trending issues you need to be aware of in order to advise your clients properly.

9:00 am Welcome and Opening Remarks

9:05 am **M&A 101**

**Andréa Brinston**, Pallett Valo LLP

**Luis Chacin**, Carters Professional Corporation

- Use of precedents, checklists and tips
- Questions for clients and other parties
- Key differences where client is buyer/seller and where purchasing shares/assets

9:30 am **Impact of a Pandemic on the Deal**

**John Mackie**, Senior Lawyer Editor, Practical Law Canada

- MAC and MAE Provisions
- Representations & Warranties (e.g. misuse of government subsidies, workplace health and safety)
- Force Majeure & Anticipatory Breach
- Events of Default

10:15 am Break

10:30 am **Special Buying or Selling a Business in Distress**

**Stuart Brotman**, Fasken

- Due diligence and representations and warranties
- Sale processes and the timeline of a deal
- Statutory tools to get the deal done

11:15 am **Addressing Emerging Issuing in Buying and Selling a Technology Business: Blockchain, AI and other recent developments**

**Ian Palm**, Gowling WLG

- Unique due diligence considerations
- Specific representations, warranties and covenants
- Potential Securities law issues

12:00 pm Lunch Break

1:00 pm **Employment Law Considerations after COVID-19**

**Kelly O'Ferrall**, Osler, Hoskin & Harcourt LLP

- Considerations regarding the status of the target company's workforce:
  - Where and how are employees working?
  - What safety policies and protocols have been put in place to protect workers and the business?
  - Are recent layoffs and terminations relevant?
  - How can senior executives and managers be retained and compensated?
  - Recent case law developments (Waksdale)

1:45 pm **The Broker/Lawyer Relationship: How to Work Together**

**Faran J. Umar-Khitab**, Gowling WLG (Canada) LLP

**Connor McGarry**, Welch Capital Partners

- M&A broker's perspective
- How to coordinate various steps with a broker
- Protecting confidential information
- Other considerations and implications for your client

2:15 pm Break

2:30 pm **Cross-Border M&As**

**Devin Persaud**, Borden Ladner Gervais LLP

- Canadian business targeted by foreign acquirors
- Investment Canada Act Issues
- Competition Act Issues

3:15 pm **Professionalism Issues with IT Tools**

**Megan Cornell**, Momentum Law

- Due diligence and AI-based document review tools
- Cloud Services, Confidentiality and Cybersecurity
- Automated Document Assembly
- Online Closing Platforms

4:00 pm Closing Remarks and Program Concludes

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