

## Commercial Agreements Bootcamp 2021

### Business Law Section

**Date:** Tuesday, November 30, 2021 | 9:00 am to 3:30 pm

**Location:** Zoom Webinar

**Program Chairs:** **Avram Musafija**, Aion Law Partners LLP  
**Kathleen Robichaud**, Law Office of Kathleen Robichaud



Webcast



**Substantive Hours:** This program is eligible for up to **5h 0m 0h 30m of Equality, and Inclusion Professionalism Content**

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

Attend this practical, hands on program to gain the fundamental knowledge and strategies you need to draft, review, and negotiate commercial agreements with a special focus on asset purchases. Our expert faculty will provide you with insights and practical guidance for addressing digital assets and intellectual property in commercial agreements, including explaining how these provisions have changed as a result of the pandemic. Take advantage of this unique opportunity to see a panel of experienced practitioners explain the steps and strategies they take when approaching an agreement. Ask your questions and hear advice on how to ensure your discussions with diverse clients and counsel are culturally sensitive. Whether you are an experienced lawyer who has worked on many commercial agreements or you're a recent call who is still approaching agreements with trepidation, you won't want to miss this practical program so that you can approach your next agreement with added confidence. Register now to be a part of this interactive program.

9:00 am Welcome and Opening Remarks

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

**Allan Ritchie**, 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
- Handling unforeseen circumstances, including pandemic-related clauses

10:05 am **Special Drafting for IP and Digital Assets**

**Anjana Bhaskaran**, General Counsel, Box of Crayons, Inc.

What are the unique considerations required when drafting agreements for Intellectual Property and other digital assets? Gain valuable insights into the nuances required by these agreements and how they differ between *Intellectual Property*, *digital assets*, and *intangible assets*. Topics will include:

- Types of IP Agreements: assignments/licenses, joint ownership agreements, NDAs, IT agreements, author/creator agreements
- Understanding purpose: transfer of technology, licensing, research partnership, acquisition of rights etc.
- How to improve and secure your position
- Due diligence tips: identifying IP related liabilities or obstacles in relation to transactions

10:30 am Break

10:45 am **Representations and Warranties**

**Lorway Gosse**, Aird & Berlis LLP

Hear about representations and warranties and how they are connected in important ways with indemnities and with the due diligence process. Gather tips on how to draft and negotiate agreements with a consideration of how these provisions are interconnected and important to the success of the transaction.

11:25 am **Effectively Using "Boilerplate" Clauses**

**Andreea Muth**, Pallett Valo 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 particular circumstances of the transaction. Look at specific clauses that have or are becoming boiler plate as a result of the COVID19 pandemic.

12:00 pm Lunch Break

1:00 pm **Service Agreements**

**Leslie Greey**, Hatch Ltd

Service agreements are often central to deal negotiations. Unravel key issues to review and discuss with your client, including:

- Typical existing agreements that may be included in a transaction together with suggested due diligence review and potential amendments
- Transition services agreements negotiated between a Vendor and Purchaser

1:45 pm Break

2:00 pm **Panel Discussion on a Sample Transaction**

**Robert Kinghan**, Perley-Robertson, Hill & McDougall LLP

**Kevin Greenspoon**, Davies Ward Phillips & Vineberg LLP

**Rebecca Bromwich**, Gowling WLG

Using a sample transaction involving a purchase of an Ontario Corporation or its assets by a person from outside of Ontario, our expert panel will share critical guidance from both the purchaser's and seller's perspectives on:

- What provisions are especially important including which representations and warranties are needed in this context
- Special schedules that are more likely to be needed when buying a business or the assets as a buyer who is outside of Ontario
- What agency relationships or outside advice might be important to recommend to the purchaser client
- Important considerations from the perspective of the vendor
- Diversity issues that can arise between counsel and their clients, including avoidance behaviours as a result of gender and race issues, and how to address them in the context of the scenario

3:30 pm Closing Remarks and Program Concludes

**PROGRAM REGISTRATION IS ONLINE** [www.oba.org/pd](http://www.oba.org/pd)

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

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