



OBA CPD WEBCAST REPLAYS

ESSENTIAL SESSIONS REBROADCAST – WITH LIVE CHAT



Commercial Agreements Bootcamp 2021

Date: August 8, 2022

Original Program Chairs:

Avram Musafija, Aion Law Partners LLP

Kathleen Robichaud, Law Office of Kathleen Robichaud

Original program was held on November 30, 2021

AGENDA

Welcome and Opening Remarks from the Program Chairs

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

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



This program contains:

5h of Substantive Content

30m of EDI Professionalism Content

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



OBA CPD **WEBCAST REPLAYS**

ESSENTIAL SESSIONS REBROADCAST – WITH LIVE CHAT



OBA CPD

- 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

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.

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.

Pleadings and Initial Steps

Lunch (1 Hour)

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

Panel Discussion on a Sample Transaction

Robert Kinghan, Perley-Robertson, Hill & McDougall LLP

Kevin Greenspoon, Davies Ward Phillips & Vineberg LLP

Rebecca Bromwich, Gowling WLG



This program contains:

5h of Substantive Content

30m of EDI Professionalism Content

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



OBA CPD **WEBCAST REPLAYS**

ESSENTIAL SESSIONS REBROADCAST – WITH LIVE CHAT



OBA CPD

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

Closing Remarks



This program contains:

5h of Substantive Content
30m of EDI Professionalism Content

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