

9th Annual

# SECURITIES and BUSINESS LAW FORUM

for Law Clerks and Paralegals

January 25 – 26, 2010 | St. Andrew's Club and Conference Centre | 150 King Street West, Toronto



Corporate/securities law clerks and paralegals will have a rare opportunity to meet and hear from leading experts who will address a wide range of critically important topics including:

- Implementation strategies in transitioning to *NI 31-103*
  - Adapting precedents and templates to specific corporate transactions
  - Effectively using the *CDS book-entry-only (BEO) Securities Services Agreement*
  - Documenting proxy rules and stock options
  - Completing provincial, extra-provincial and cross-border corporate registrations
  - Examining common types of private placements and exemption categories
  - Preparing *PPSA* financing statements and related documentation
- and much more...*

## CO-CHAIRS

**Michael Burkett**

*Partner*

**Stikeman Elliott LLP**

**Andy Chan**

*Lawyer*

**Miller Thomson LLP**

## POST-CONFERENCE WORKSHOPS

Wednesday January 27, 2010

### WORKSHOP A

Power Writing for Success: Legal and Business Writing Workshop for Law Clerks and Paralegals

### WORKSHOP B

Fundamentals of Securities Law and Practice

Marketing Partners

CANADIAN **Lawyer**

**LAW TIMES**

Dear Colleague,

With the increased regulation of corporate and securities law in recent years, law clerks and paralegals practicing in this area are closely partnering with lawyers to deliver a myriad of corporate and securities services. Without the essential contribution of these law clerks, vital legal services would be ineffectively rendered to the detriment of the clerk's organization or law firm's clients.

Laws clerks and paralegals have to stay current with the latest legal developments. For example, the recent *Canadian Securities Administrators (CSA) National Instrument 31-103-Registration Requirements and Exemptions "NI31-103"* will impact the performance of routine tasks.

As timelines shrink to close the next deal, how do law clerks effectively prepare and organize closing documents, manage the transactional process and effectively handle reporting requirements? What do they need to know in order to meet ever tightening deadlines, especially when mandated to complete complex corporate organizations?

In a downturn economy, how can legal administration functions be rationalized and completed cost efficiently?

**Insight's 9th Annual Securities and Business Law Forum for Law Clerks and Paralegals** will analyse these issues and help you get the answers to these and other pressing questions, including:

- Are you up to speed in understanding and working with the "in's and out's" of NI 31-103 NI 45-106
- Do you understand the easiest ways to complete TSX reporting forms and OSC's personal information form (PIF)?
- How do you obtain the quickest search results and properly report findings to the lawyer and client?
- Is your due diligence checklist thorough and up to date?
- Can you prepare all the tax rollover and related documents for a tax-driven deal?

This conference is comprised of two distinct streams. The program on January 25 will emphasize securities law and practice themes; the January 26 program, business law and practice. You may choose to register for either program separately. But to get the complete picture, why not take advantage of our attractive pricing and attend both programs? Of course, you may send different representatives to each of the two events and still receive the discount for the full conference registration.

Plus, you can't afford to miss the lively and informative post conference workshops, the always popular **Legal and Business Writing Workshop for Associates and Law Clerks** and a brand new workshop, **Fundamentals of Securities Law and Practice**.

We look forward to seeing you at the conference!



**Michael Burkett**  
Partner  
Stikeman Elliott LLP



**Andy Chan**  
Lawyer  
Miller Thomson LLP

### What past delegates had to say about the conference:

" Much greater insight on how to navigate through a deal from pre to post closing".

John Bedard, Junior Law Clerk, Gowling Lafleur Henderson LLP

" Increased awareness of current developments in business law. Excellent opportunity to enhance knowledge of securities law developments. Thank you".

Julianne Head, Analyst – Compliance & Disclosure, Toronto Stock Exchange

" Got a good understanding of TSX forms, risks and requirements for prospectus".

Kelly Charbonneau, Corporate Law Clerk, Gowling Lafleur Henderson LLP

### WHO SHOULD ATTEND

- Law Clerks
- Paralegals
- Filings Clerks
- Corporate and Securities Compliance Clerks and Assistants
- Legal Administrators/Professionals
- Supervising Lawyers for Law Clerks
- Contract Administrators
- Senior Legal Assistants
- Junior Associates
- Law Students
- In-House Counsel
- Legal Employment Recruiters
- Educators of Legal Professionals
- Legal IT Consultants

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## Securities Law Intensive

8:00 | 8:50

Continental Breakfast

8:50 | 9:00

Welcoming Remarks from Insight

9:00 | 9:10

Chair's Opening Remarks

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**Michael Burkett**

*Partner*

*Stikeman Elliott LLP*

9:10 | 10:30

Ensuring Your Client or Organization is Fully Compliant with National Instrument (NI) 31-103 Registration Requirements

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Moderator

**Daniella Laise**

*Lawyer*

*Stikeman Elliott LLP*

**Christopher Jepson (Invited)**

*Senior Legal Counsel*

*Registrant Regulation*

*Ontario Securities Commission*

**Rossana Di Lieto**

*Vice-President*

*Registration & Complaints*

*Investment Industry Regulatory Organization of Canada*

**Morag MacGougan**

*Vice President*

*Investment Industry Association of Canada*

- An overview of NI 31-103 and its significance for securities law clerks
  - business triggers for registration
  - permitted clients
  - registration categories
  - exempt market dealers
  - investment fund managers
  - proficiency requirements
  - solvency requirements
  - referral arrangements
  - client relationships
- Implementation strategies in transitioning to the new regime
- Conduct rules
- Registration suspensions, revocations and exemptions
- Due diligence for new hires
- Harmonizing PASSPORT with Ontario
- Registration requirements for investment, pooled funds and mutual fund dealers ("Dealers")
- Practice issues for Dealer compliance
- Preparing documents compliantly

- Training new registrants
- Cross border registration compliance
- Best record keeping and financial reporting practices

10:30 | 10:45

Networking Coffee Break

10:45 | 11:30

Public Company Continuous Disclosure Obligations

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**Gesta Abols**

*Partner*

*Goodmans LLP*

- Why continuous disclosure matters: understanding the importance of timely and accurate filing
- Financial statements and MD&A and related certificates
- *Annual Information Form*
- *Proxy Solicitation and Information Circular*, including governance policies and executive compensation
- Material change reports
- Business acquisition reports
- Material contracts and documents affecting the rights of security holders
- Voting results
- The role of audit and disclosure committees and disclosure policy considerations
- The role of securities law clerks in effective public company obligations compliance: What proactive measures can they provide to add value

11:30 | 12:15

Acquiring Public Issuers: Take-Over Bids, Business Combinations, Going Private Transactions and Qualifying Transactions

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**Peter Hong**

*Partner*

*Davies Ward Phillips & Vineberg LLP*

- Early warning reporting requirements
- Regulatory requirements for formal and exempt take-over bids
- Shareholder rights plans and other defensive tactics
- Compulsory acquisitions and second-stage transactions
- Amalgamations, plans of arrangement and going private transactions
- Go-Shop versus No-Shop
- Pre-transaction agreements with issuers and security holders: acquisition agreements, support agreements, voting agreements and lock-up agreements
- Qualifying transactions for capital pool companies on the TSX Venture Exchange
- Conflicts of interest and protection of minority security holders
- Recent trends in mergers and acquisitions

12:15 | 1:15

Networking Luncheon

1:15 | 1:45

KEYNOTE ADDRESS

## Latest Developments in CDS Clearing and Depository Services

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### Ian Gilhooley

*President and Chief Executive Officer*

*The Canadian Depository for Securities Limited*

- Recent initiatives in clearing and depository services facilitating working with CDS
- Recommended best practices for securities law clerks in working with CDS clearing and depository services
- An update on the *System for Electronic Document Analysis and Retrieval (SEDAR)*, the *System for Electronic Disclosure by Insiders (SEDI)* and the *National Registration Database (NRD)* websites and databases.
- How to effectively use the book-entry-only (BEO) *Securities Services Agreement*
- Understanding *Issuer Procedures*

1:45 | 2:45

## Precedents, Checklists and Documents from "A to Z": Private Placements and Public Offerings

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### Michael Burkett

*Partner*

*Stikeman Elliott LLP*

### Traci Mendez

*Securities Transaction Clerk*

*Borden Ladner Gervais LLP*

- When is a prospectus required? An offering memorandum? What are alternative forms of prospectus?
- Long form versus short form prospectus
- Standard types of offerings and documentation, precedents used by securities law clerks for these transactions
- Common precedents in relation to private placements: Form 45-106F1s, subscription agreements and related forms
- Filing procedures
- Due diligence and disclosure issues
- Comfort letters
- Examining common types of private placements and exemption categories
- Parties to the transaction and conflicts of interest

2:45 | 3:00

## Networking Refreshment Break

3:00 | 4:00

## Understanding and Working with TSX Reporting Forms

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### Glenda Barbour

*Reporting Agent*

*Toronto Stock Exchange*

### Joel Weinstein

*Manager, Listed Issuer Services*

*Toronto Stock Exchange*

- Understanding the purpose of each of the TSX Reporting Forms and how to properly complete and file them
- Distinguishing between periodic and event driven filings
- Overview of the information in each Form, the deadline for filing and common mistakes
- Discussion of typical filings by listed issuers:
  - Form 1 - Change in Outstanding and Reserved Securities
  - Form 3 – Change in Officers/Directors/Trustees
  - Form 5 – Dividend/Distribution Declaration
  - Form 11 – Notice of Private Placement
  - Form 12 - Notice of Intention To Make A Normal Course Issuer Bid
  - Form 14 – NCIB Monthly Reporting Form

4:00 | 4:30

## Prospectus and Registration Exemptions under NI 45-106

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### Garth J. Foster

*Partner*

*Fasken Martineau DuMoulin LLP*

- Understanding exemption eligibility criteria and the "closed system"
  - minimum amount investment
  - accredited investors and employees
  - private issuers
- Role and implications of using an offering memorandum
- Reporting obligations and fees
- Exempt market dealer issues
- Potential exemptions

4:30 | 5:15

## A SEDAR and PASSPORT Update Report

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### Ann Mankikar

*Supervisor, Financial Examiners*

*Corporate Finance Branch*

*Ontario Securities Commission*

### Karen Slater

*Corporate Securities Law Clerk*

*Fraser Milner Casgrain LLP*

- Best practices for SEDAR filings
- Understanding MI 52-109 on certification of annual and interim filings and OSC Fee Rule 13-502
- Perfecting PASSPORT filings
- Live on screen demonstration of the new SEDAR and how filings and retrievals work

5:15

## Chair's Wrap-Up

## Business Law Intensive

8:10 | 8:55

### Registration and Continental Breakfast

8:55 | 9:05

### Welcoming Remarks from Insight

9:05 | 9:15

### Chair's Opening Remarks

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#### Andy Chan

Lawyer

Miller Thomson LLP

9:15 | 10:15

### Successfully Conducting and Evaluating Due Diligence Audits and Searches

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#### Stanley W.L. Freedman

Partner

Heenan Blaikie LLP

- An overview of key due diligence and search requirements for commonly encountered corporate and commercial transactions
  - purchase and sale of businesses
  - corporate reorganizations
  - lending, credit and financing deals
- Where and how to order searches with optimal time and cost management
- Developing and organizing due diligence and search checklists and precedents
- Assembling and collaborating with the due diligence team: assigning roles, establishing timelines, benchmarks and reporting expectations
- The "do's and don'ts" in due diligence audits and results evaluation
- Best practices to accelerate and cost manage the due diligence process
- Conducting *Personal Property Security Act (PPSA)* and corporate searches
- Reading and understanding the search results
- Addressing errors and deficiencies
- Effectively summarizing the search findings when reporting to the lawyer and client

10:15 | 10:30

### Networking Coffee Break

10:30 | 11:30

### Avoiding Imperfections in Working with the *Personal Property Security Act (PPSA)*

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#### Eric B. Friedman

Partner

Lang Michener LLP

#### Sean Rimoin

Lawyer

Lang Michener LLP

- An overview of the key concepts of attachment and perfection under Canadian personal property security legislation
- The conflict of law rules: which *PPSA* applies?
- Preparing financing statements
  - debtor and secured party names and addresses
  - collateral description
  - registration period
  - discharges
- "Control" to perfect under the *Securities Transfer Act, 2002*
- Exceptions to the order of registration priority rule
- Registrations of leases for a term of "more than one year"
- "PMSIs" and proving *PMSI* entitlement
- When is it too late to register? What are the consequences?
- Third party waivers and repeal of section 46(3) of the *PPSA*

11:30 | 12:15

### Winning Strategies in Managing Corporate Registrations

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#### Andrew Frei

Lawyer

Dale & Lessmann LLP

#### Angela Quistini

Corporate Law Clerk

Miller Thomson LLP

- Locating the key corporate databases
- Organizing and preparing search checklists required for corporate registrations
- Identifying essential corporate registration requirements
  - Ontario and Canada
  - cross-border
  - international
  - not for profit
  - limited partnerships
- Best practices in meeting these requirements
- Advantages, disadvantages and unique features of not for profit companies and limited partnerships
- Determining where and when to register
- Special requirements for *Alberta Unlimited Liability Corporations* and *Nova Scotia Unlimited Liability Companies*

12:15 | 1:15

### Networking Luncheon

1:15 | 2:00

### An Overview of Current Trends and Developments in Corporate Law

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#### Brad Ross

Lawyer

Goodmans LLP

- How recent events have impacted the way we work with the *Canada Business Corporations Act (CBCA)* and *Ontario Business Corporations Act (OBCA)*



- Determining factors in selecting jurisdiction of incorporation
- When, why and how to incorporate not for profit companies
- Factors to consider before liquidating or dissolving companies
- An overview of preferred share financings

2:00 | 2:45

### Closing the Deal: Preparing and Organizing Essential Transactional Documentation

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#### Catherine D'Aversa

Director, Corporate Services  
Miller Thomson LLP

#### Karen Slater

Corporate Securities Law Clerk  
Fraser Milner Casgrain LLP

- Defining, developing and implementing a workable and easy to use closing agenda
- Getting buy-in from the transaction stakeholders
- When to distribute the agenda, who to?
- Ancillary documents to the closing agenda
- Revisions to the agenda as the deal changes
- Cataloguing precedents and templates
- Adapting precedents and templates to specific transactions
- Determining and distinguishing the closing documents to be drafted by the law clerk or the lawyer
- Effective drafting techniques for closing documents to be prepared by the law clerk
- Managing and organizing the closing
- Delegating roles and overseeing the contribution of junior law clerks working under senior law clerk supervision
- Outlining a typical closing from start to finish: when does the law clerk's role begin and what must be done post-closing

2:45 | 3:00

### Networking Refreshment Break

3:00 | 3:45

### Fundamentals of Tax Rollovers, Capital Gains and Losses for Business Law Clerks

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#### Jack Ditkofsky

Partner  
Blaney McMurtry LLP

- Understanding and working with tax rollovers under sections 51, 85, 85.1, 86, 87 and 97 of the Canadian *Income Tax Act*
- Documentation and filing requirements
- Special requirements to determine capital gains and claim capital losses
- Recording other commonly encountered tax transactions relevant for business law clerks

3:45 | 4:30

### The Nuts and Bolts of Mega Corporate Restructurings: What Business Law Clerks Need to Know

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#### Marc Flynn

Lawyer  
Blake, Cassels & Graydon LLP

- Restructuring and options involved with insolvent companies
  - takeovers
  - court-ordered arrangements
  - acquisitions
  - amalgamations
  - dissolutions
- Understanding the documents involved
  - officer certificates
  - resolutions
  - by-laws
  - minute book entries
  - articles of incorporation
- Working with lawyer and law clerk colleagues as part of the restructuring team
- Best practices for restructurings
- IP considerations
- Case studies: walking through a sample corporate restructuring from "A to Z"

4:30 | 5:15

### Practice Tips for Minute Book Preparation and Management

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#### Laura Hammond

Law Clerk  
Osler Hoskin & Harcourt LLP

#### Angela Tsiakos

Corporate Law Clerk  
Goodmans LLP

- What are the legal requirements for corporate records in Ontario and the federal jurisdiction of Canada?
- What should a properly organized and maintained minute book look like?
- Appropriate methodology for building a minute book
- Reflecting common transactions in the minute book
- Coordinating a minute book review
- Pinpointing errors and discrepancies
- Taking the appropriate corrective measures
- What is a virtual minute book?
- Best practices in working with the virtual minute book
- Minute book retention and storage policies

5:15

### Chair's Wrap-Up

## SPONSORSHIP OPPORTUNITIES

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WORKSHOP A | 9:00 A.M. to 12:00 NOON

Power Writing for Success: Legal and Business Writing Workshop for Law Clerks and Paralegals

**Antonella Ceddia**  
*Lawyer, Litigation*  
*City of Toronto, Legal Services Division*

**Jane Griesdorf**  
*Principal*  
*The Writing Consultants*

Learn how to write with clarity, lightness, and grace. This brief, interactive course will focus on upbeat writing suitable for today's busy readers. The hands-on session will include practical models, effective exercises, and workshop leaders' critiques to fine-tune your legal-writing skills.

In this always popular workshop you will learn how to:

- Write for action in a persuasive manner
- Use jargon-free, plain language
- Avoid legalese where possible
- Proof-read for grammar, punctuation, and spelling
- Heed email etiquette
- Draft a clear, concise, thorough, yet lively
  - reporting letter
  - intra-office memorandum
  - letter to lawyer, client, third party
- Choose between an email versus a letter

**Jane Griesdorf** is founder of *The Writing Consultants*, a firm specializing in effective writing seminars for professionals. Her client base includes many law firms where she works with lawyers, law clerks, students, and administrative personnel. She has more than 25 years experience teaching writing, developing curricula, and editing professional materials in the business and academic worlds.

**Antonella Ceddia** is a litigation lawyer with the *City of Toronto Litigation Department*. Antonella has experience in writing for various audiences and in various formats, including reports, briefing notes, presentation materials, articles, legal memoranda, affidavits, and facta. She is a faculty member for the Osgoode Professional Development Course on Written Advocacy.

12:00 | 1:00 LIGHT LUNCH WILL BE SERVED FOR DELEGATES ATTENDING BOTH WORKSHOPS

WORKSHOP B | 1:00 P.M. to 4:00 P.M.

Fundamentals of Securities Law and Practice

**Michael Burns**  
*Partner*  
*McMillan LLP*

- An overview of general principles of securities regulation
- An understanding of how capital markets operate
- Identification of categories of securities and funds
  - mutual funds
  - income trusts
  - IPO's
  - bonds and debt instruments
  - investment funds
  - income funds
- What is continuous disclosure and why does it matter?
- The role of the auditor and audit committee
- Precedents, checklists and due diligence for
  - public offerings
  - private placements
  - exemptions
  - M&A
  - going private transactions
- A review of public company statutory liabilities
- An update on recent developments in securities litigation and enforcement

**Michael Burns** practices securities, corporate finance and business law, and has extensive experience in structured product transactions. His securities work includes private placements, rights offerings, and initial public offerings; acting on behalf of both issuers and underwriters/agents.

9th Annual

# SECURITIES and BUSINESS LAW FORUM

for Law Clerks and Paralegals

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January 25 – 26, 2010 | St. Andrew's Club and Conference Centre  
150 King Street West, Toronto  
WORKSHOPS | January 27, 2010

Yes! Please register the following delegate(s) (photocopy for additional delegates)

Priority Code: 10454\_A

Mr.  Ms.  Name \_\_\_\_\_

Title: \_\_\_\_\_

Area of practice: \_\_\_\_\_

Company: \_\_\_\_\_

Business Address: \_\_\_\_\_

City: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Telephone: [ ] \_\_\_\_\_ Fax: [ ] \_\_\_\_\_

E-mail: \_\_\_\_\_

Type of Business: \_\_\_\_\_ #of Employees: \_\_\_\_\_

Registrant's Signature Required: \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

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Please check your choice:

One Day Conference Price \$1,195.00 + GST (\$59.75) = \$1,254.75  
 Day One – BUSINESS LAW  Day Two – SECURITIES LAW

Early Bird Special \$1,595.00 + GST (\$79.75) = \$1,674.75  
(Register and pay by October 23rd, 2009)

Regular Conference Price: \$1,795.00 + GST (\$89.75) = \$1,884.75

Workshop A [ ] or B [ ] \$600.00 + GST (\$30.00) = \$630.00

Both Workshops \$1,095.00 + GST (\$54.75) = \$1,149.75

I would like to order an extra copy of the conference binder (1 conference binder is included in the registration fee) \$100.00 + 5% GST

Payment enclosed.  Payment to follow. (GST Reg. #856568779RT0001)

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