

2nd

Partnerships, Limited Partnerships and Joint Ventures

Examine the key legal & business issues in establishing & managing partnerships & JVs

March 24 & 25, 2015, Toronto

Workshop Included: Transfer and Licencing of IP Rights

who should attend

In-House Counsel, Lawyers, Presidents, CEOs, CFOs, VPs, Directors, & Managers who are involved in or contemplating partnerships or joint ventures

course highlights

- Establishing termination rights: automatic or discretionary
- Determining leading risk areas and steps to take to mitigate risks
- Special considerations for international joint ventures and partnerships
- Licensing existing IP to the venture
- Key issues unique to natural resource JVs
- Legal and practical challenges in the governance of partnerships and JVs
- Initial partnership and joint venture documentation requirements
- Establishment of a comprehensive governance framework
- Different legal forms of partnerships and joint ventures

Speakers & Participating Organizations



Course Leaders
David Shaw,
Blake Cassels & Graydon LLP



Course Leaders
Richard Corley,
Goodmans LLP



Lesley Bissett Baldwin,
IBIS International



Rajeev Dewan,
Weirfoulds LLP



Barry Leon,
Perley-Robertson Hill & McDougall LLP



Jonathan Levin,
Fasken Martineau DuMoulin LLP



W. Ian Palm,
Gowling Lafleur Henderson LLP



Alex Porat,
Litens Automotive Partnership



Jeffrey Simpson,
Torkin Manes LLP



Charles Todd,
Aecon Infrastructure Group



Glenn Willis,
MNP LLP

Two-Day Event!

COURSE LEADERS

DAVID SHAW

David Shaw is a Partner at **Blake, Cassels & Graydon LLP**. His practice focuses on international and domestic joint ventures and partnerships, mergers and acquisitions, reorganizations, and franchising and distribution arrangements.

RICHARD CORLEY

Richard Corley is a Partner at **Goodmans LLP**. He has over 25 years of experience advising clients on complex outsourcing transactions, technology M&A, joint ventures, cleantech and technology-related competition law matters.

RAJEEV DEWAN

Rajeev Dewan is a Partner at **Weifoulds LLP**. His practice includes advising on cross-border transactions in and from Canada with emerging markets, specifically in relation to structuring, sourcing, and implementing cross-border financings and joint ventures.

BARRY LEON

Barry Leon is a Partner and Head of the International Arbitration Group at **Perley-Robertson, Hill & McDougall LLP**. He has more than 30 years of experience as counsel.

JONATHAN LEVIN

Jonathan A. Levin is a Partner at **Fasken Martineau DuMoulin LLP**. He practises business law, with an emphasis on corporate finance, financial restructurings, M&As, securities, financial institution law and general business law matters.

W. IAN PALM

Ian Palm is a Partner at **Gowling Lafleur Henderson LLP**. His practice focuses on corporate finance, M&A and private equity.

ALEX PORAT

Alex Porat is General Counsel at **Litens Automotive Partnership**.

JEFFREY SIMPSON

Jeffrey Simpson is a Partner at **Torkin Manes LLP** in the Banking, Finance and Insolvency Group. He specializes in matters before the Toronto Commercial List, a division of the Ontario Superior Court of Justice established to deal with complex commercial matters.

CHARLES TODD

Charles Todd is Commercial Director, Strategic Projects at **Aecon Infrastructure Group**. He is responsible for legal and commercial support of strategic infrastructure projects.

GLENN WILLIS

Glenn Willis is a Partner at **MNP LLP**. His area of expertise includes tax-effective structuring of acquisitions, operations and dispositions of real estate and other assets.

CO-LECTURERS

LESLEY BISSETT BALDWIN

Lesley S. Bissett-Baldwin is a Director of Worldwide Project Management at **IBIS International**, a global investigations, business intelligence, and risk management firm.

COURSE PROGRAM

STRUCTURING AND DRAFTING PARTNERSHIP & JV AGREEMENTS: KEY FEATURES AND USES

In order to fully realize the benefits of a venture, extreme care must be put into the structuring and drafting of the agreements creating the business arrangement. This session will provide an overview of the structuring considerations and pre-contractual issues associated with these types of arrangements.

- Initial partnership and joint venture documentation requirements
- Incorporating substantive issues into contractual language
- Impact of choice of law decision
- Defining the scope of the venture
- Managing and mitigating risk
- Resolving disputes
- Exit strategies

RISK MANAGEMENT ISSUES FOR PARTNERSHIPS AND JVS

Sound due diligence and effective risk management processes will enable your organization to make sound decisions before entering into a partnership or joint venture agreements. Drawing on case examples and practical advice, this session will address key risk management issues for partnerships and joint ventures.

- Determining leading risk areas and steps to take to mitigate risks
- Reducing risk through effective due diligence
- Risks associated with partnership
- Insurance issues
- Potential for unlimited personal liability

webcast



While nothing compares to the experience of attending the live event, with its enhanced networking opportunities and direct contact with leading experts, for those unable to attend in person FP provides a convenient option to still benefit from this unsurpassed learning experience:

FP's live interactive Webcasts allow you to actively participate in events, from downloading all material distributed by lecturers to asking speakers questions.

- This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.
- For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.
- Attendance at this course can be reported as 9 hours of Continuing Professional Development (CPD) to the Law Society of B.C.
- The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members

DISPUTE RESOLUTION IN JV AND PARTNERSHIP AGREEMENTS

Partnerships, limited partnerships and joint ventures by their nature give rise to disputes recognizing the uncertainty of the future and the potential for disputes means that parties and their legal counsel need to pay attention to their contractual provisions for resolving disputes. This session will examine these matters and the factors to consider in negotiating dispute resolution provisions including the use of negotiation, mediation and arbitration as alternatives to court litigation.

- The pros and cons of negotiation, mediation, arbitration and litigation for joint venture and partnership disputes
- Special considerations for international joint ventures and partnerships
- Key factors when designing arbitration agreements
- Choice of jurisdiction and choice of governing law

EXIT STRATEGIES AND DISSOLUTION : TERMINATION MECHANISMS AND POST-EXIT CONSIDERATIONS

Partnership and joint venture agreements need to contain detailed provisions covering exit strategies, in the event that during the life of the venture the parties are unable to reconcile their differences and require mechanisms set out for the termination of the venture. This presentation will review some fundamental aspects and strategies in dealing with the termination of joint ventures and partnerships.

- The importance of designing suitable exit mechanisms
- Exit strategy options
- Establishing trigger events and how assets will be divided up
- Assessing what could go wrong in the venture
- Establishing termination rights: automatic or discretionary

INSOLVENCY AND RESTRUCTURING ISSUES

In today's environment, all businesses must be prepared to protect and realize on assets in the event of an insolvency situation. This session will explore how to prepare for an insolvency situation from the perspective of both debtors and creditors.

- Fundamentals of bankruptcy, insolvency and restructuring law and the effect of insolvency law on partnerships
- Key recent insolvency case law
- Buying and selling assets through insolvency proceedings
- The role of the courts

INTERNATIONAL & CROSS BORDER STRUCTURING OF PARTNERSHIPS & JVS

In order to fully take advantage of emerging opportunities in the global marketplace and gain a competitive advantage on the global stage, many companies are resorting to international partnerships and joint ventures. However, international joint ventures carry with them their own unique issues and risks. This session will provide an overview of the structuring considerations and pre-contractual issues associated with international and cross-border arrangements.

- Key features and clauses for international joint venture agreements
- International joint venture contract models
- Dealing with cultural barriers, language differences, local laws & regulatory procedures, and different employment, labour & environmental laws
- Financial and managerial structure of an international joint venture
- Impact of choice of law decision
- Taking into consideration different cultural issues in joint venture negotiation
- Defining the scope of the venture
- Duties in the pre-contractual phase
- Financial and managerial structure of an international joint venture

DETERMINING THE BUSINESS STRUCTURE TO ACHIEVE BUSINESS GOALS

One of the most significant decisions arising from a new business opportunity is choosing the appropriate vehicle for the organization and operation of the business, as each vehicle offers distinct advantages and disadvantages. As well, the choice of vehicle also determines the nature and scope of the liability to which the participants in the business will potentially be exposed. This session will examine the various business structures available and provide insight into how to determine the type of business structure that best suits your needs. This session will cover:

- Different legal forms of partnerships and joint ventures
- Factors in determining which type of business structure best suit your needs
- Advantages, disadvantages and potential risks associated with the various business structures
- Business structures best suited for international ventures

WORKSHOP

TRANSFER AND LICENCING OF IP RIGHTS

Joint venture and partnership arrangements require that issues concerning IP rights be carefully considered and analyzed from a business, strategic, financial and legal perspective. Being intangible assets, loss of IP rights is a major risk of such ventures. This presentation will look at best practices for identifying, transferring and retaining IP rights within these arrangements.

- Conducting IP due diligence
- Ascertaining the nature and scope of the claimed rights in the IP
- Setting limits on where and how IP can be used
- Placing restrictions on who controls derivative IP
- Valuation of IP and other intangible assets

PROCEEDINGS

The "Proceedings" is your Web repository of learning resources for this event. It includes:

- the recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;
- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

The price of the Proceedings (one user licence) is \$299 if you are attending in person or by Webcast; or \$799 otherwise.

Joint Venture & Strategic Alliance Agreements

Susan Tomaine
Blake, Cassels & Graydon LLP

Raising Capital Through Joint Ventures

Ari Silverberg
Harbour Equity Capital Corp.

Regulatory Considerations in the Formation of International Joint Ventures

Richard Elliott
Davies Ward Phillips & Vineberg LLP

Financial Structures for International Joint Ventures: Sources, Contributions & Valuation

Carmen Diges
Miller Thomson LLP

Tax Structures for Joint Ventures

Matthew Peters
Fraser Milner Casgrain LLP

Joint Ownership of IP Avoiding Pitfalls in the Contract

Lenni C. Carreiro
Sanofi-Aventis Group

Real Estate Joint Ventures

Jeffrey Shore
Goodmans LLP

Setting Up a Limited Partnership

Robert Banno
Davis LLP

Tax Planning for Limited Partnerships

Jeffrey R. Foreman
Grant Thornton LLP

Using Joint Ventures & Strategic Alliance Strategies to Further Mining Projects

Carmen Diges
Miller Thomson LLP

Due Diligence Essentials to Reduce Risks of International Joint Ventures

Clark L. E. Harrop
Tim Hortons Inc.

Public-Private Partnerships: An Effective Financing Vehicle

Mark Kolke
MaxComm Realty Advisors

International Joint Venture Governance

Karen Jackson
Stikeman Elliott LLP

Negotiating International Joint Ventures & Strategic Alliance Agreements

Mark A. Trachuk
Osler, Hoskin & Harcourt, LLP

Planning with Partnerships

Mitchell J. Sherman
Goodmans LLP

Partnerships in the Resource Industries: Recent Tax Issues

Ted M. Sutcliffe
Thorsteinssons LLP

Types of Public-Private Partnerships and Impacts on Project Structure and Negotiations

Bradley N. McLellan
WeirFoulds LLP

Corporate Structuring for First Nation Businesses: Limited Partnerships & Joint Ventures

David Allardice
Miller Titerle LLP

Unwinding Joint Ventures: Lessons Learned

Yves Caron
Gowling Lafleur Henderson LLP

Update on Recent Issues Affecting Partnerships

Derek A. Kurrant
Fraser Milner Casgrain LLP

Exit Strategies & Termination

Fred R. Pletcher
Borden Ladner Gervais LLP

Due Diligence Essentials

Sunil Selby
Trellis Capital Corporation

International Dispute Resolution Mechanisms

William Horton
William G. Horton, Professional Corporation

Mining Joint Ventures Agreements

Paul Fornazzari
Gowling Lafleur Henderson LLP

Dealing With IP & Intangible Assets in International Joint Ventures

Christopher C. Hale
Blake, Cassels, & Graydon LLP

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Courtyard by Marriott Downtown Toronto, 475 Yonge Street, Toronto, ON, M4Y 1X7

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 5:00 p.m.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee less 15% administration fee will be provided upon cancellation in writing received prior to March 10, 2015. No refunds will be issued after this date.

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* One user licence

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\$1975 + \$299 = \$2274

WEBCAST + PROCEEDINGS: \$1874

PROCEEDINGS: \$799*

* One user licence

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