

Applicable toward CPD Requirement

11th

Essentials of Commercial Contracts

Learn practical drafting techniques

Speakers & Participating Organizations



Course Leader
Frank DeLuca,
Cassels Brock & Blackwell LLP



J.R. Beaudrie,
McMillan LLP



George Begic,
Deloitte LLP



Richard Corley,
Goodmans LLP



Jill P. Fraser,
Aird & Berlis LLP



Paula Irwin,
MacDonald, Dettwiler and
Associates Inc.



Rodger Madden,
TELUS Communications
Company



Pierre Soulard,
Norton Rose Fullbright
Canada LLP



Marc Valencia,
Corby Spirit and Wine Limited



Omar Wakil,
Torys LLP

April 28 & 29, 2015, Toronto

**Workshop Included:
Pre-transaction and Early Stage Agreements**

who should attend

Corporate/commercial lawyers, Paralegals, Contract Managers

course highlights

- Key issues with respect to the law of contract
- Key principles of good drafting technique: commercial contract format and structure
- Customizing agreements to reflect your objectives
- Troubleshooting during the contracting process
- Recent and impending legislation impacting contract drafting
- Overview of the practical use and application of boilerplate clauses
- Drafting techniques to improve your protection

“Presentations were hands-on and practical”

“Helped give context to the direction of contract content and overall broadened my knowledge base”

“Benefitted by looking at the drafting process from a more risk-based standpoint”

Two-Day Event!

COURSE LEADER

FRANK DELUCA

Frank DeLuca is a Partner at **Cassels Brock & Blackwell LLP**. His practice is focused on mergers and acquisitions, corporate finance, corporate governance and continuous disclosure. Frank has extensive experience in negotiating support, arrangement and voting agreements for public acquisitions and sales and purchase agreements for private acquisitions.

CO-LECTURERS

J.R. BEAUDRIE

J.R. Beaudrie is a Partner at **McMillan LLP**. He has advised clients in a wide variety of industries with the preparation of commercial agreements, including advertising agencies, software development companies, distribution companies, insurance companies and telecommunications companies.

GEORGE BEGIC

George Begic is Assistant General Counsel at **Deloitte LLP**. He advises in commercial transactions such as M&As and complex consulting and IT implementation agreements.

RICHARD CORLEY

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

JILL P. FRASER

Jill Fraser is a Partner at **Aird & Berlis LLP**. Her practice focuses on corporate and commercial lending transactions, including syndicated credits, secured loans, project financings, acquisition financings, venture capital investments and asset based lending.

PAULA IRWIN

Paula Irwin is Manager, Contracts and Subcontracts at **MacDonald, Dettwiler and Associates Inc.** Paula has extensive knowledge of contract terms & conditions, negotiation, and agreement drafting. She currently addresses all issues related to successful contract resolution on contracts valued at over \$150 Million.

RODGER MADDEN

Rodger Madden is Associate General Counsel at **TELUS Communications Company**. He provides legal advice in the negotiation, closing and implementation of large enterprise, public sector and small business customer and partner transactions.

PIERRE SOULARD

Pierre Soulard is a Partner at **Norton Rose Canada LLP**. He practises securities and corporate law, with an emphasis on corporate finance, mergers and acquisitions, and general corporate matters.

MARC VALENCIA

Marc Valencia is General Counsel, Corporate Secretary and Vice President, Public Affairs at **Corby Spirit and Wine Limited**.

OMAR WAKIL

Omar Wakil is a Partner at **Torys LLP**. He advises international and domestic clients on merger control, cartels and unilateral conduct.

COURSE PROGRAM

DRAFTING & USE OF BOILERPLATE CLAUSES

Knowing which boilerplate clauses to include, what they mean and how they should be drafted should be given careful consideration. This session will look at the most common type of boilerplate clauses and provide you with best practices for drafting effective clauses.

- Common boilerplate clauses
- Drafting boilerplate clauses
- Adapting standard wording that many business contracts use
- Drafting techniques to improve your protection

RISK ALLOCATION IN COMMERCIAL AGREEMENTS

This session will examine the process of identifying, analyzing, responding to and controlling risks inherent in business negotiations.

- Assessing risks prior to entering contracts
- Risk identification process and risk registers
- Understanding your client's risk tolerance
- Practical ways to manage risks inside and outside of contracts

RIGHTS, OBLIGATIONS, EXCLUSIONS AND LIMITATIONS

The focus of this session will include a comprehensive examination of exclusionary and limitation clauses. These types of terms are included in most types of contracts and can have a significant impact on the remedies that are available if the parties do not perform as promised. The session will examine the various techniques that are available to shift or negate responsibility.

- Allocation of responsibility clauses
- Exclusive remedy provisions
- Exclusions of and limitation of liability clauses, and appropriateness of certain exceptions
- Indemnification clauses

LEGAL FRAMEWORK FOR DRAFTING AGREEMENTS

This panel discussion will examine the legal framework, including legislative and judicial developments, impacting the drafting of various types of commercial agreements.

- Overview of current legal framework for commercial agreements
- Recent and impending legislation impacting contract drafting
- Trends in regulations affecting commercial agreements
- Protecting your company from litigation and anticipating legal pitfalls

DRAFTING OPINIONS FOR COMMERCIAL TRANSACTIONS

Ongoing legislative developments, an increase in e-commerce and cross-border deals being entered into by businesses of all sizes have heightened the need for the preparation of legal opinions in the commercial agreement drafting process. This session will examine the opinion drafting process.

- Best practices for crafting opinions: key considerations
- Types of opinions sought by counsel
- Drafting opinions for secured financing transactions
- Risks involved in opinion drafting

COMPETITION ACT AND INVESTMENT CANADA ACT PROVISIONS IN M&A AGREEMENTS

This presentation will explore best practices in negotiating and drafting effective Competition Act and Investment Canada Act conditions, representations and covenants used in M&A agreements. It will review:

- The Competition Act and Investment Canada Act review processes
- Understanding parties' commercial objectives in regulatory provisions
- Risk-shifting techniques
- Case studies from recent M&A agreements

PRACTICAL DRAFTING TECHNIQUES FOR CONTRACTS AND AGREEMENTS

This discussion provides a practical overview of key considerations when drafting and negotiating commercial contracts, including:

- Recent developments in the law of contract
- Key principles of good drafting technique
- The importance of boilerplate provisions
- Effective use of limitation of liability clauses
- Troubleshooting during the contracting process
- Determining what warranties and indemnities are needed

WORKSHOP

PRE-TRANSACTION AND EARLY STAGE AGREEMENTS

Negotiating and drafting effective and enforceable contracts requires that you be prepared to address all contingencies that are likely to arise from the commercial relationship. This session will key considerations to be addressed when developing and negotiating pre-transaction and early stage agreements.

- Pre-contractual documents and enforceability
- How and when to use a letter of intent
- Disclosure obligations and the protection of confidential information
- Binding vs. non-binding pre-transaction covenants
- Risks associated with the use of early start agreements

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 8 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 8 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

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.

Strategies in Drafting Contractual Provisions

Kathy I. Pawluk
Value Creation Inc. - Value Creation Group of Companies

Case Study: International Nature of Bombardier's Business

Martin J. Herman
Bombardier Aerospace

Service Level Agreements

Charles G. Alexander
Citibank Canada

Drafting Non-Competition Provisions in Commercial Contracts

Scott D. Whitby
MacPherson Leslie & Tyerman LLP

IP Licensing Agreements

Stuart Ash
Gowling Lafleur Henderson LLP

Drafting International Commercial Agreements

Bryan C. Haynes
Bennett Jones LLP

Risk Allocation in Commercial Agreements

Hanan Campbell
EPCOR Utilities Inc.

Exclusion Clauses: Impact of Court Rulings

Glen B. Scott, Q.C.
Brownlee LLP

Negotiating Multi-Jurisdictional Commercial Agreements

Chika B. Onwuekwe
Trican Well Service Ltd.

Key Issues for IT Agreements

J. Fraser Mann
Miller Thomson LLP

Dealing with Change and Allocating Risk in Commercial Agreements

Matthew Peters
McCarthy Tétrault LLP

Software Contracts

Eric Boehm
Borden Ladner Gervais LLP

Essential Legal Issues in Contract Management

Andrew Wong
Osler, Hoskin & Harcourt LLP

Renegotiating Contracts

Lisa K. Abe-Oldenburg
Bennett Jones LLP

Negotiating and Drafting Cloud Computing Contracts

Andrew Jones
Sim & McBurney / Sim, Lowman, Ashton & McKay LLP

Renegotiating Contracts to Fix or Renew

Duncan C. Card
Bennett Jones LLP

Drafting IT Agreements

Mark Johnson
Infusion Development

Managing Risk in the Contract

Carolyn Francis
CH2M HILL Canada Limited

Case Study: Practical Considerations in Commercial Contracts

Sean S. Caragata
Cisco Systems, Inc.

Workshop: Commercial Contract Dispute Resolution

Julie K. Parla
McCarthy Tétrault LLP

Drafting and Negotiating a Successful Service Level Agreements

David Spratley
Davis LLP

Outsourcing Contracts

C. Ian Kyer
Fasken Martineau DuMoulin LLP

Electronic Contracts

Parna Sabet-Stephenson
Blake, Cassels & Graydon LLP

Procurement Document Drafting

Elaine R. Holt
City of Toronto

IP Licensing Agreements

Peter V. Snell
Gowling Lafleur Henderson 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 April 15, 2015. No refunds will be issued after this date.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to April 22, 2015

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

TO REGISTER FOR 11TH ESSENTIALS OF COMMERCIAL CONTRACTS

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COURSE: \$1975
WEBCAST: \$1575*
* One user licence
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WEBCAST + PROCEEDINGS: \$1874
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