



**The Institute
of Law Clerks
of Ontario**

ANNOUNCING A FULL DAY ADVANCED CORPORATE PROGRAM



GINA LOHNES - Cox and Palmer
MARK RUSSELL-Cox and Palmer

Navigating Due Diligence on the East Coast with more and more transactions having inter-provincial implications, let our panel of experts provide direction and guidance on the tricks and traps of due diligence in the Atlantic Provinces when dealing with commercial transactions. Did you know in the east that the PPSA is based on the west; that the government regulates certain land acquisitions in PEI; guarantees in Newfoundland and Labrador can be “illicit”; long term employees in Nova Scotia can’t be easily terminated. And the list goes on. Come and hear how to avoid these issues from becoming last minute hurdles at closing.

ALEXIS LEVINE - Blake, Cassels & Graydon LLP

Share Pledges

A review of corporate requirements associated with stock;

- Board and shareholder consents;
- ULC issues;
- Stock powers;
- Share register notations;
- Perfection by control;
- Whether to register under the PPSA;
- Conflict of laws / where to register under the PPSA;
- U.S. tax issues and 65/35 splits;
- Best practices for share certificate delivery; and
- Special considerations for reporting issuers.

JENNIFER LISICIO- Canada Film Capital Corporation

- Share Structures and Share Capital Clauses;
- Shareholder Declarations; and
- Best practices regarding drafting share resolutions, uncertificated shares and other matters relating to this.

Location:

ILCO s Education Centre
20 Adelaide St. E., Suite 502
Toronto, Ontario

Date:

November 4, 2015

Time:

9:00am 5:00pm

FEE:

Members \$225.00 + HST

Non members \$280.00 + HST

THE INSTITUTE OF LAW CLERKS OF
ONTARIO

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[http://ilco.on.ca/education/ilco_cle
programs](http://ilco.on.ca/education/ilco_cle_programs)

MICHAEL HAYASHI- Greater Toronto Airports Authority

Lawyer Michael Hayashi will be sharing his drafting tips gleaned from over 30 years of commercial leasing practice. His drafting tips are practical and will improve the quality of not only your commercial leases, but are also applicable to commercial agreements in general.

ANDREA PATERSON- Spiegel Rosenthal Professional Corporation

Professional Corporations – The Differences:

- What is a Professional Corporation;
- Naming, incorporating and organizing;
- Obtaining the Certificate of Authorization; and
- Other items to consider.

ANDRAE MARROCCO - Dickinson Wright LLP KATHY LE- Dickinson Wright LLP

Franchise Law and Not for Profit Common Issues

An overview of the common issues that lawyers and clerks face in working with franchise and not-for-profit clients. This presentation will focus on the legislative regimes in each area, the routine work undertaken by clerks, and how lawyers and corporate clerks can work together to ensure that client engagements are a success.

RORY FFRENCH- Blake, Cassels & Graydon LLP

This presentation will provide an overview of shareholder agreements, exploring the interplay between these agreements and the corporate statutes, and examining how these agreements can alter the typical management and administration of a corporation. The session will focus on key features of shareholder agreements that clerks should consider when performing minute book reviews and drafting corporate maintenance documents.

A WEBCAST WILL BE
AVAILABLE FOR THIS
SEMINAR

PLEASE INDICATE ON
YOUR
REGISTRATION FORM
IF YOU WISH TO
ATTEND VIA
WEBCAST



**REGISTRATION FORM
ADVANCED CORPORATE LAW PROGRAM
NOVEMBER 4, 2015**

Please complete the registration form and return with payment **NO LATER THAN NOVEMBER 2, 2015** to:

The Institute of Law Clerks of Ontario
20 Adelaide Street East, Suite 502
Toronto, Ontario M5C 2T6

Please make your cheques payable to The Institute of Law Clerks of Ontario. Payment using **VISA or MasterCard** may be emailed to education@ilco.on.ca or faxed to 416-214-6255.

1. The Institute of Law Clerks of Ontario does not accept postdated cheques.

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Name _____	Non-Member Student/Member # _____	
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Non Member \$316.40 (280.00 plus HST)
Will be attending via webcast

Member \$254.25 (225.00 plus HST)
Will be attending in person

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