



Legal Education  
Society of Alberta

# 51<sup>ST</sup>

## ANNUAL REFRESHER: BUSINESS

FAIRMONT CHATEAU LAKE LOUISE

May 6–8, 2018

### ACHIEVING EXCELLENCE TOGETHER

Deepen your substantive legal knowledge across a spectrum of corporate, commercial, and business law topics. Discover ways to improve your practice in a beautiful setting, and connect with top practitioners from across the province.

**PLUS: Business Disputes | May 5, 2018 (Pre-Refresher Program)**

# BUSINESS DISPUTES

SEPARATE  
REGISTRATION  
REQUIRED  
(SEE PAGE 8)

5  
MAY  
2018

## Fairmont Chateau Lake Louise

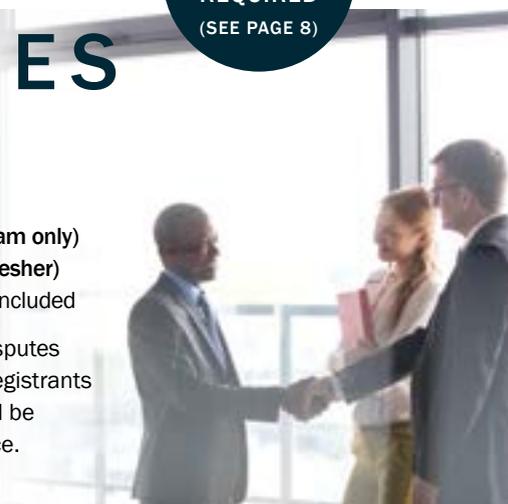
111 Lake Louise Drive  
Lake Louise, Alberta

**\$395 + GST (Pre-Refresher program only)**

**\$295 + GST (If attending the Refresher)**

Seminar code: 32082 | Lunch is included

🌐 Materials for the Business Disputes sessions will be provided to all registrants in **electronic format only** and will be available for download in advance.



## SATURDAY SCHEDULE

**8:30 AM–9:00 AM**

Pre-Refresher Program Registration

**9:00 AM–12:00 PM**

Business Disputes Sessions

**12:00 PM–1:00 PM**

Networking Lunch

**1:00 PM–4:30 PM**

Business Disputes Sessions

**5:00 PM–7:00 PM**

Refresher Registration  
& Opening Reception

### CHAIR

**Darren Reed** | Blake, Cassels & Graydon LLP | Calgary

### FACULTY

**Richard Billington QC** | Billington Barristers | Calgary

**Donald R. Cranston QC** | Bennett Jones LLP | Edmonton

**Lori Bokenfohr** | LMC Law | Calgary

**Louise Novinger Grant** | Burnet, Duckworth & Palmer LLP | Calgary

**Leah Tolton** | Dentons Canada LLP | Edmonton

**David Tupper** | Blake, Cassels & Graydon LLP | Calgary

*Despite best intentions, business disputes frequently arise. Investigate mechanisms and strategies for avoiding and resolving disputes.*

### The Tangled Web We Weave — Judicial Remedies to Fight Business Fraud | Richard Billington QC

Need to act fast but not sure what to do? Have an insider or partner misappropriating a corporate opportunity? Dealing with a breach of fiduciary duties? What remedies exist to fight business fraud? Explore oppression actions (Part 19, *Business Corporations Act*, breach of fiduciary duty, Anton Piller orders, Mareva injunctions, and *ex parte* investigations in cases of suspected fraud under Part 18 of the ABCA.

### Breaking the Logjam: Revisiting the Role of Lawyers in Resolving Business Disputes | Donald R. Cranston QC

In today's world of large costs and long waits to access the courts, helping businesses avoid disputes is paramount. Analyze the role of counsel in effective business dispute resolution.

### Paying the Piper: Tax Considerations in Settlement of Disputes | Lori Bokenfohr

Negotiating and structuring settlements can help position clients to reduce or defer tax payable for favourable outcomes and access tax deductions and losses for unfavourable ones. Review common tax traps, and provide a high-level survey of hidden tax planning opportunities to better identify and strategically use tax rules for the benefit of your client.

### What's Left to Dispute? A Review of Exclusion Clauses, Liability Caps, and Sole Remedy Clauses | Louise Novinger Grant

The interpretation of sole remedy, limitation of liability, and exclusion clauses is often of key importance in any business dispute. Canvas the law around interpretation of these clauses and how they can affect disputes and resolution.

### Avoiding Disputes: The Duties of Good Faith and Honesty | Leah Tolton

Solicitors worry that courts will attack the contracts they draft, a concern brought to the forefront by the Supreme Court of Canada's ruling in *Bhasin v Hrynew*. Explore mechanisms to address contractual and common law duties to protect yourself and your clients. Consider practical drafting tips and examine "must-have" contract clauses.

### Strategic Considerations in Arbitrations | David Tupper

Arbitration is an increasingly popular way to resolve business disputes. Address how to draft arbitration clauses, select arbitrators and arbitration houses, process considerations, and develop hearing strategies.

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## HONORARY CHAIR

Hon. Justice M.D. Gates | Court of Queen's Bench of Alberta | Calgary

## SESSIONAL CHAIRS

Sam Amelio QC | MLT Aikins LLP | Edmonton

Anne Kirker QC | Norton Rose Fulbright Canada LLP | Calgary

Leanne C. Krawchuk | Dentons Canada LLP | Edmonton

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Steve Hughes | Hit Your Stride | St. Louis, Missouri

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Timothy S. Meagher | Peacock Linder Halt & Mack LLP | Calgary

Kim G.C. Moody FCA, TEP | Moodys Gartner Tax Law | Calgary

Paul D. Paton | University of Alberta, Faculty of Law | Edmonton

Jessica Thomson | Neuman Thomson | Edmonton

Bryce C. Tingle | University of Calgary, Faculty of Law | Calgary

## WHO SHOULD ATTEND

This program is targeted to barristers and solicitors who practice or are interested in corporate, commercial, and business law.

## THANK YOU

The success of our programs relies on the generous contributions of time, talent, and energy from all our volunteers. We greatly appreciate the work of our volunteers and their service to the profession.

## COURSE MATERIALS



Materials for the Refresher sessions will be provided to all registrants in **electronic format only** and will be available for download in advance.

# SCHEDULE

## AT-A-GLANCE

### Saturday, May 5

5:00 PM-7:00 PM  
Refresher Registration  
& Opening Reception

### Sunday, May 6

7:45 AM-8:30 AM  
Continental Breakfast

8:30 AM-11:30 AM  
Welcome  
Keynote Address  
Plenary Session

11:30 AM-12:30 PM  
Networking Lunch

12:30 PM-4:15 PM  
Plenary Sessions  
Chair: Anne Kirker QC

### Monday, May 7

7:45 AM-8:30 AM  
Continental Breakfast

8:30 AM-11:30 AM  
Plenary Sessions  
Chair: Sam Amelio QC

11:30 AM-12:30 PM  
Networking Lunch

12:30 PM-4:15 PM  
Plenary Sessions  
Chair: Leanne C. Krawchuk

1:30 PM-3:00 PM  
How Do You Fondue?  
Guest Activity

6:00 PM-9:00 PM  
Banquet & Entertainment

### Tuesday, May 8

7:45 AM-8:30 AM  
Continental Breakfast

8:30 AM-11:30 AM  
Plenary Session

11:30 AM-12:30 PM  
Networking Lunch &  
Closing Keynote Address  
Donald R. Cranston QC



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## SUNDAY SCHEDULE

**KEYNOTE ADDRESS** | Hon. Justice S. Côté

**MORNING PLENARY** | Timothy S. Meagher

**AFTERNOON PLENARY** | **CHAIR** | Anne Kirker QC

Perry R. Mack QC

Allison Kuntz

Paul D. Paton

## KEYNOTE ADDRESS

### The Honourable Justice Suzanne Côté

Supreme Court of Canada | Ottawa

The Honourable Justice Suzanne Côté was appointed to the Supreme Court of Canada on December 1, 2014. Before her appointment to the Supreme Court of Canada, Justice Côté was a partner at Osler, Hoskin & Harcourt LLP, where she was head of the Montréal office's litigation group.

Before joining Osler, Hoskin & Harcourt LLP, Justice Côté had practised for 23 years at Stikeman Elliott, where she was also head of the Montréal office's litigation group. She specialized in complex civil and commercial litigation, including cases involving manufacturer's liability, class actions, shareholder disputes, and public law. Before she started working for major law firms, Justice Côté practised for approximately 8 years in the Gaspé Peninsula, where she had been born.

### Who Am I to Judge?

Timothy S. Meagher

Examine the solicitor/corporate-client relationship and some of its inherent ethical challenges. Consider whether lawyers should be morally reflective counsellors or neutral, partisan, blameless technical mechanics.

## HOW DO YOU FONDUE?

MONDAY, MAY 7 | 1:30 PM–3:00 PM

Separate registration required (see page 8).

\*Space is limited to 25 registrants.

Guest Activity



### Access to Justice for Corporate Litigants: Embracing Change

Anne Kirker QC & Allison Kuntz

While commercial parties in a dispute do not share the same goal for the substantive outcome of a case, they do often share the same goals with respect to the process for reaching resolution — to have their issues adjudicated in a timely, cost-effective manner (with minimal impact on reputation). Many have viewed arbitration as the means by which to achieve such goals because of its relative confidentiality, flexibility, and speed. However, these perceived benefits have not always been borne out by experience. As a result, many are beginning to question whether arbitration can live up to its promise as an inexpensive, flexible, fast alternative.

Explore what is happening at the forefront of procedural and technological innovation — in the courts and in arbitral institutions — and challenge traditional dispute resolution thinking.

### Good Faith and Honest Performance in Commercial Contracts: Developments Since *Bhasin*

Perry R. Mack QC

In *Bhasin v Hrynew*, the Supreme Court of Canada took, in its own words, “two incremental steps” in the development of contract law. When the decision was issued, questions were raised as to whether it injected uncertainty and further litigation risk into commercial relations. Discover how the courts have responded to *Bhasin* and what lessons can be learned.

### Rule of Law: What Do Commercial Litigation and In-House Counsel Have to Do With It?

Paul D. Paton

Discussions about the importance of the Rule of Law have received significant attention in recent international events, with the majority of the focus on criminal or constitutional law. Analyze the role commercial litigation, in-house counsel, and the lawyers who work with in-house counsel might play. Examine theoretical and practical considerations of the Rule of Law, and evaluate the potential implications on your practice.

How Do You Fondue is the perfect Monday afternoon activity for your guests to enjoy! They'll learn how to create the perfect Swiss Fondue party: starting with aromatic cheese fondue, moving on to savory meats and seafood, all culminating with the ultimate rich and creamy chocolate fondue.

## MONDAY SCHEDULE

7  
MAY  
2018

### MORNING PLENARY | CHAIR | Sam Amelio QC

David J. Wachowich QC  
Roy A. Berg  
Catherine A. Farnell  
Kim G.C. Moody FCA, TEP

### AFTERNOON PLENARY | CHAIR | Leanne C. Krawchuk

Robert D. McDonald QC  
Colleen Cebuliak  
Jessica Thomson  
Bryce C. Tingle

### Business Advisors

David J. Wachowich QC

Examine the role of business advisors. Who qualifies as an advisor from the point of view of liability exposure? What is the standard of care owing by advisors in a business context? Is that standard held to be altered or distinct? Is it dependent upon the specialization required for the subject matter of the advice, or the expertise claimed by the advisor? What duties do business advisers owe? To whom are those duties owed? Review notable recent cases where the duties of such advisors have been considered, and in some cases, expanded.

### International Tax Planning Under US Tax Reform: Select Issues for the Canadian Practitioner

Roy A. Berg

US tax reform proposals and changes will affect people you are advising. Canadians own US property. Americans are residents in Canada. Canadians conduct business in the US. Canadians have US heirs. Identify what the proposals and changes are, and develop strategies to protect your clients (and yourself).

### Changes in Lending Practice

Catherine A. Farnell

Lending practice has changed over the past decade. Computer hackers have made privacy breaches headline news and lenders have implemented privacy, cybersecurity, and anti-money laundering requirements. Increasing pressure to have title insurance as a requirement of closing is prompting lenders and borrowers to re-consider due diligence obligations. Identify challenges that lawyers are facing, and develop strategies for addressing them — whether you act as counsel for borrowers or lenders.

### The Private Corporation Tax Proposals Saga: Where Are We and What Impact Will the Changes Have on Corporate and Estate Planning

Kim G.C. Moody FCA, TEP

Delve into the context and history of recent private corporation tax proposals. Understand the implications of these proposals, and consider strategies for creating plans that effectively manage changes for your clients.

### Identifying and Managing Intellectual Property Issues in Corporate Practice

Robert D. McDonald QC

Virtually every company is either an owner or user of intellectual property. Discover strategies for properly managing IP issues to give valuable advice to your clients. Learn about the material IP issues that arise in typical corporate commercial scenarios. Consider tips for identifying and addressing these issues and methods for managing and mitigating risks.

### Letters of Intent: The Good, the Bad, and the Unexpected

Colleen Cebuliak

Review the good, the bad, and the unexpected consequences of letters of intent. Learn how to get the most value for your clients by clearly articulating the “I” for “intent” in LOI and by avoiding common pitfalls. Identify typical terms that should be addressed in the LOI, and learn strategies to ensure non-binding and binding terms are clearly distinguished.

### Employment and Labour Law for Corporate Lawyers

Jessica Thomson

Corporate clients have faced increasing challenges as a result of the *Fair and Family-friendly Workplaces Act*, which received Royal Assent on June 7, 2017. Review how changes to overtime agreements, vacation and holiday pay, statutory leaves of absence and new certification rules, bargaining procedures, and appeal processes may affect your clients. Discover practical tips related to employment contracts, workplace policies, and issues arising during the sale or transfer of a unionized business.

### Corporate Governance for Small and Medium-sized Businesses

Bryce C. Tingle

Most corporate governance practices assume the company in question is a large, publicly-listed issuer. However, creating a strong, effective corporate governance regime is useful for smaller private companies as well. Still, many of the best practices that dominate discussions of corporate governance are poorly suited for smaller companies. Explore the legal aspects of creating a strong board of directors. Discover how to protect independent directors from liability, and examine the latest empirical evidence on the outcomes generated by various corporate governance best practices and executive pay arrangements for small and medium-sized businesses.

TUESDAY SCHEDULE

INFLUENCE: THE ART AND SCIENCE OF CHANGING MINDS

Steve Hughes

MORNING PLENARY | Steve Hughes

CLOSING KEYNOTE ADDRESS | Donald R. Cranston QC



Steve Hughes is the founder and president of Hit Your Stride, LLC, a communications consultancy that helps people look and sound smart when they talk. He is the author of the book *Captivate* and he has been featured on NPR, BBC Radio, CBS, and in The Wall Street Journal and Businessweek. Steve is also the proud creator of “International Be Kind To Lawyers Day,” which is celebrated annually on the 2<sup>nd</sup> Tuesday in April. Today he works with a select group of blue chip clients including top law firms, Fortune 500 companies, national associations, and leading universities.

Prior to consulting full-time, Steve spent 12 years in advertising and public relations – most recently he was the co-owner of an award-winning 40-person ad agency in St. Louis, Missouri. He holds a BA in French Literature and European History from the University of Kansas and an MBA in Marketing from Washington University, where he won the prestigious Olin Cup.

How would you like to snap your fingers and instantly have clients, judges, and colleagues agree with your position? It may not be that simple; however, you can dramatically improve your chances for success if you understand how people make decisions and what causes them to act. Influence is an interactive program that draws on the latest scientific research to illustrate how you can influence others to see things your way without resorting to manipulation. Best of all, you'll leave with practical ideas you can apply right away. Specifically, you will be able to:

- Discover the two elements you must have to win over a skeptical mind;
- Utilize the four key drivers of persuasion to gain buy-in and acceptance of your ideas;
- Overcome the common mistakes most lawyers make when trying to change someone’s mind; and
- Leave much of the conventional wisdom about influence behind (most of it doesn’t work anyway).

CLOSING KEYNOTE ADDRESS | DONALD R. CRANSTON QC

BANQUET

MONDAY, MAY 7



Your registration includes one complimentary banquet ticket. Additional tickets are available. See the last page of this brochure for details. **Recommended dress code is business casual.**

COCKTAILS

6:00 PM–6:30 PM

DINNER & ENTERTAINMENT

6:30 PM–9:00 PM

COURSE MATERIALS



Materials for the Business Disputes and Refresher sessions will be provided to all registrants in **electronic format only** and will be available for download in advance.



NEW



To obtain the LESA group rate, **reserve by April 3, 2018\*** and indicate that you are with the Legal Education Society of Alberta.

## FAIRMONT CHATEAU LAKE LOUISE

111 Lake Louise Drive  
Lake Louise, Alberta

### RESERVATIONS

#### **\$279 per night, standard Fairmont Mountain View Room**

*(Plus an additional \$12 per person service charge. Applicable taxes and resort fees extra. Each extra person sharing a room over and above double occupancy will be charged an additional \$30 per night, except for children 18 years or younger sharing a room with their parents.)*

LESA has obtained this special room rate by contracting a total meeting package. LESA must meet minimum food, beverage, and hotel room reservation requirements or face attrition and meeting room rental fees. We need your help to continue offering a reasonable registration fee. Please take advantage of the room rate we have negotiated. There are a limited number of rooms available at this special rate.

*\*If the room block is sold out before April 3, 2018, the hotel will offer the next best rate available.*

#### ARRIVAL & DEPARTURE

Check-in time is 4:00 PM; check-out time is 12:00 PM. Notify the hotel if you require an early or late check-in. An early departure fee is in effect; however, you can change your departure date with no penalty up to and including 72 hours before check-in time.

#### PARKING

Self-parking rate is \$25 per day.

**RESERVE ONLINE** | <https://resweb.passkey.com/go/LESA2018>

**RESERVE BY PHONE** | Reservations Department: **403.522.3511** or Global Reservation Centre: **1.800.441.1414**

**NOTE: Your hotel reservation DOES NOT constitute Refresher or Pre-Refresher registration.**



Legal Education Society of Alberta

# REGISTER ONLINE

[on.lesa.org/Refresher2018](http://on.lesa.org/Refresher2018)

**Business Disputes** (seminar code: 32082) | **Refresher** (seminar code: 32083)

*\*Indicate if you require additional banquet tickets or How Do You Fondue tickets in the "Comments" field.*

## MORE REGISTRATION OPTIONS

**MAIL:** 2610 - 10104 103 Avenue Edmonton, Alberta T5J 0H8 | **EMAIL:** info@lesa.org

**PHONE:** 780.420.1987 | **TOLL FREE IN AB:** 1.800.282.3900 | **FAX:** 780.425.0885

- A**  **Business Disputes** May 5, 2018, \$295 + GST (with Refresher Registration)
- Business Disputes (Early Bird)** May 5, 2018, \$355 + GST (Saturday only)  
(Register on or before March 21, 2018 to receive the early bird discount for the Pre-Refresher program only)
- Business Disputes** May 5, 2018, Regular: \$395 + GST (Saturday only)
- B**  **Refresher (Early Bird)** May 6–8, 2018, \$1,945 + GST (Register on or before March 21, 2018)
- Refresher** May 6–8, 2018, Regular: \$2,195 + GST
- C**  **Banquet & Entertainment** May 7, 2018 (included in Refresher registration fee)
- \_\_\_ additional Banquet & Entertainment tickets required, \$125 + GST (gratuities included) per additional ticket
- How Do You Fondue** May 7, 2018, \$55 + GST

SUBTOTAL: \_\_\_\_\_ + 5% GST: \_\_\_\_\_ TOTAL: \_\_\_\_\_

### I AM UNABLE TO ATTEND

- D**   Please email me when the **Business Disputes** materials are available.
-  Please email me when the **Refresher** materials are available.

NAME FOR TAG: \_\_\_\_\_ FIRM: \_\_\_\_\_

NAME FOR GUEST TAG: \_\_\_\_\_ EMAIL/PHONE NUMBER: \_\_\_\_\_

DIETARY RESTRICTIONS/SPECIAL NEEDS: \_\_\_\_\_

CARD NUMBER: \_\_\_\_\_  MASTERCARD  VISA EXPIRES: \_\_\_\_\_

*Please make cheques payable to the **Legal Education Society of Alberta***

**CANCELLATIONS:** Registration fees, less an administrative fee of **\$250 + GST (Refresher)** or **\$50 + GST (Business Disputes)**, will be refunded for cancellations received in writing at least **14 full business days** prior to the program(s). Refunds cannot be given after that date; however, seminar materials, if any, will be forwarded. Registrant substitution is permitted at all times.

**RECORDING:** This program may be audio/video recorded and retained by LESA for the purpose of providing legal education.

LESAs Privacy Policy can be found online at [LESAs.org](http://LESAs.org) | GST Registration Number: R122368533

### Refresher registration includes:

- **electronic course materials**
- **opening reception**
- **3 breakfasts**
- **3 lunches**
- **5 networking breaks**
- **1 banquet ticket**

## COURSE MATERIALS

Materials for the Business Disputes and Refresher sessions will be provided to all registrants in **electronic format only** and will be available for download in advance.

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