FULLY ACCREDITED IN-CLASS PROGRAM & LIVE WEBINAR
Toronto, June 1 • Webinar, June 1
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SWIMMING WITH SHARKS IN THE SECURITIES MARKET
INSIDER TRADING | SHAREHOLDER ACTIVISM | CLASS ACTIONS

Managing & Avoiding Securities Litigation Risk

Course Leaders
David Di Paolo, Partner, Borden Ladner Gervais LLP
Paul Mingay, Partner, Borden Ladner Gervais LLP
COURSE LEADERS

DAVID DI PAOLO

David Di Paolo is a partner, the manager of the Toronto Commercial Litigation Group and regional chair of the Securities Litigation Group at Borden Ladner Gervais LLP. David represents registrants and public companies and their respective officers, directors and shareholders in all manner of proceedings and prosecutions. He has appeared before all levels of Court including the Supreme Court of Canada as well as provincial securities commissions, self-regulatory organizations such as the Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association of Canada (MFDA).

PAUL MINGAY

Paul Mingay is the National Leader of the Public M&A Group at Borden Ladner Gervais LLP, and former national leader of the Securities and Capital Markets Group. A partner in the Toronto office, he focuses on corporate and securities law, including mergers and acquisitions and corporate finance. Paul has particular industry experience in REITs and other income trusts, energy and infrastructure, and healthcare (including seniors housing).

GUEST SPEAKERS

James Douglas
Partner,
Borden Ladner Gervais LLP

John A. Fabello
Partner,
Torys LLP

David Hausman
Partner,
Fasken Martineau Dumoulin LLP

Tyler Hodgson
Partner,
Borden Ladner Gervais LLP

Gord Raman
Partner,
Borden Ladner Gervais LLP

Lawrence E. Ritchie
Partner,
Osler, Hoskin & Harcourt LLP

Stephen Scholtz
VP & Deputy General Counsel,
CIBC Legal Department

Cheryl Woodin
Partner,
Borden Ladner Gervais LLP

Michael Woolcombe
Partner,
Voorheis & Co. LLP

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PROGRAM OUTLINE

8:00 - 9:00 A.M.
REGISTRATION AND BREAKFAST

9:00 - 9:10 A.M.
INTRODUCTION AND OVERVIEW

9:10 - 10:15 A.M.
DISCLOSURE ISSUES
• Continuous disclosure
  • When is disclosure required? What are the triggers and how do you control?
• Secondary market liability
• Dealing with disclosure reviews
• What to do if errors are found in disclosure documents
• “Insider trading” and “substitute trading”

10:15 - 10:30 A.M.
REFRESHMENT BREAK

10:30 - 11:15 A.M.
SHAREHOLDER ACTIVISM
• Proxy contest issues (improper solicitation)
• Early warning rules
• Issues arising from cooperation between activists and bidders
• Majority voting for directors
• Say on pay

11:15 - 12:00 P.M.
CLASS ACTIONS
• Standard for leave
• Jurisdictional issues
• Secondary markets
• Strategic issues facing defendants
• Fight certification/negotiation

12:00 - 1:15 P.M.
NETWORKING LUNCH

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1:15 - 2:00 P.M.
TRANSACTIONS
- Sources of vulnerability
- Fiduciary outs
- Deal protection measures
- Process and documentation issues
- Poison pills
- Related parties
- Cross-border implications

2:00 - 2:30 P.M.
ISSUES UNDER PROPOSED NATIONAL SYSTEM
- New concepts
- Jurisdictional issues

2:30 - 2:45 P.M.
REFRESHMENT BREAK

2:45 - 3:15 P.M.
INVESTIGATIONS AND WHISTLE BLOWERS
- How to conduct an investigation
- What to do when the whistle is blown

3:15 - 4:30 P.M.
PANEL ON PRACTICALITIES OF DEALING WITH LITIGATION
- Who is in charge internally?
- What to do with people who are implicated
- When is independent counsel necessary and for whom?
- How to react to regulatory or police investigation
- Evidence gathering and production – including electronic
- Preserving Privilege
- Role of internal and external IR and PR personnel

4:30 - 4:45 P.M.
COURSE CONCLUSION, QUESTION & ANSWER
SPECIFICALLY DESIGNED FOR:

Those involved with Securities Dealers and other market participants
- In-house and General Counsel
- Ultimate Designated Persons
- Chief Compliance Officers
- Compliance personnel
- Risk Managers
- Directors and Officers of public and private companies
- Litigation Counsel
- Regulators

ACCREDITATION

LAW SOCIETY OF BRITISH COLUMBIA
This program has been accredited by the Law Society of British Columbia for 5.5 hours towards the professional development requirement for certification.

LAW SOCIETY OF ALBERTA
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.

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This program can be applied towards the 9 Substantive Hours of Continuing Professional Development (CPD) required by the Law Society of Upper Canada. This program is eligible for up to 5.5 Substantive Hours.

BARREAU DU QUÉBEC
The Barreau du Québec automatically recognizes the same number of hours for this training activity, as long as it has been accredited by another Law Society that has adopted MCLE.

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Yes! Please register the following delegate(s) for MANAGING & AVOIDING SECURITIES LITIGATION RISK

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☐ WEBINAR - June 1, 2016

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