

THE INTENSIVE COURSE IN CANADIAN SECURITIES LAW AND PRACTICE

PROGRAM DIRECTORS

Wendy Berman

Head, Securities Litigation,
McCarthy Tétrault LLP

Grant Vingoe

Chief Executive Officer,
Ontario Securities Commission

REGISTRATION OPTIONS

Four Evening Modules:

June 5, 12, 19 & 26, 2024

6:15 p.m. – 9:30 p.m. ET

Online (Live)

OR

Online Replay: July 25 – 26, 2024

9:00 a.m. – 5:00 p.m. ET

Can't make the date?

*Registration includes 120-day
unlimited, online access to the
recorded program.*

Register today at:

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cdnsecurities](https://osgoodepd.ca/cdnsecurities)

Get essential knowledge you need to succeed
as a securities professional in Canada.

There has never been a more exciting time to work in securities. To succeed in this fast-paced field, however, you need to have a thorough understanding of the rules, regulations, instruments and procedures governing securities law and practice in Canada.

Over four evenings, you will learn from experts in the field on topics including:

- The legal and regulatory framework of Canadian securities law
- Updates on important developments in legislation, regulation and case law
- Professionalism, privilege, confidentiality and ethics in securities law
- Legal, financial and regulatory considerations in common securities transactions

Drawing on the expertise of leading professionals from private practice and industry, including:

Program Chairs



Wendy Berman

Partner, Head, Securities
Litigation, McCarthy Tétrault LLP



Grant Vingoe

Chief Executive Officer,
Ontario Securities Commission

Program Faculty

Sarah Bradley

Ombudsman for Banking Services
and Investments

Jamie van Diepen

Goodmans LLP

Alex Gorka

Osler, Hoskin & Harcourt LLP

Kevin Greenspoon

Davies Ward Phillips &
Vineberg LLP

Naizam Kanji

Ontario Securities Commission

Andrew Matheson

McCarthy Tétrault LLP

Nancy Mehrad

Registrant Law

Amelia Miao

Osler, Hoskin & Harcourt LLP

Celeste Poltak

Koskie Minsky LLP

Leila Rafi

McMillan LLP

Rima Ramchandani

Torys LLP

Elsa Renzella

Canadian Investment Regulatory
Organization

Lori Stein

McCarthy Tétrault LLP

Johanna Superina

Ontario Securities Commission

Philippe Tardif

Borden Ladner Gervais LLP

Gloria Tsang

Ontario Securities Commission

Iva Vranic

AUM Law

John Wilkin

Blake, Cassels & Graydon LLP

Janel Young

Stikeman Elliott LLP

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THE INTENSIVE COURSE IN Canadian Securities Law and Practice

Canadian securities law is evolving constantly – are you prepared to tackle today’s challenges?

Gain a solid foundation in the rules, regulations and procedures of securities law and practice with this intensive OsgoodePD course. Expert faculty from both private practice and industry regulators will guide you through the fundamentals you need. Over four evenings, build your knowledge and skills to deliver results for your client or company.

You will learn:

- Principal elements of securities regulation across Canada
- Key considerations and documentation for public offerings
- Private placements: exempt market rules and strategies
- Current and emerging trends in securities litigation and enforcement
- Professionalism concerns, including confidentiality and conflicts of interest
- Mergers and acquisitions – arrangements and merging issues
- Crypto assets: how securities regulators are adapting to new products

Who Should Attend

- Junior and mid-level associates practicing in corporate and securities law
- Lawyers seeking to develop securities law expertise
- Regulators
- Investment dealers and advisors
- Corporate executives
- Finance officers
- Civil litigators practicing securities litigation
- Professionals seeking to understand the legal and regulatory regime for securities in Canada

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Agenda

MODULE 1: June 5, 2024

6:15 p.m.

Welcome and Introduction from Course Chairs

Wendy Berman

McCarthy Tétrault LLP

Grant Vingoe

Ontario Securities Commission

6:25 p.m.

The Regulatory Framework Across Canada: Overview and Latest Developments

Alex Gorka

Osler, Hoskin & Harcourt LLP

Amelia Miao

Osler, Hoskin & Harcourt LLP

- Principal elements of securities regulation
 - Registration requirements
 - Prospectus requirements
 - Take-over bids, issuer bids and Rule 61-101
 - Insider trading and reporting
 - Civil liability
 - Enforcement
- Sources of law
- Coordination among securities commissions (domestically and globally)
- TSX and Canadian Investor Regulatory Organization (CIRO) rules

7:50 p.m.

Break

8:05 p.m.

Public Offerings: Canadian Framework and Emerging Issues

John Wilkin

Blake, Cassels & Graydon LLP

Preparing or reviewing prospectus documents is an important aspect of the work in securities law.

This session will delve into the prospectus documentation process, with a focus on ensuring that all of the right steps are taken, and that the paperwork reflects the proper level of due diligence.

- Common types of products issued by way of public offerings, and their key features
- Key considerations in planning the offering
- Perspectives of various parties
- Alternative forms of prospectus
- Preparing the documentation
- Due diligence
- The Multijurisdictional Disclosure System (MJDS)
- Well-Known Seasoned Issuer (WKSI) exemption
- Confidential filings
- Marketing rules
- Ethics in public offerings
 - Duties of confidentiality from issuers and underwriters
 - Counsel perspectives
 - Managing conflicts
- Ethical considerations of legal counsel participating in an offering as an investor
- Ethical considerations when the prospectus may not be “full, true and complete”
- Disclosure issues
- Forward-looking financial information
- Comfort letters

MODULE 2: June 12, 2024

6:15 p.m.

Private Placements: Exempt Market Rules and Strategies

Philippe Tardif

Borden Ladner Gervais LLP

Janel Young

Stikeman Elliott LLP

Common types of private placements will be covered, with a focus on practical considerations that affect the work of lawyers involved for all parties. Gain an understanding of the regulatory regime and the documentation involved in private placements as you learn about the following:

- Alternative public offering techniques, including rights offerings and the Listed Issuer Financing Exemption
- Crowdfunding
- Considerations of different stakeholders, including regulators
- Closings without certificate or wire transfers
- Resale rules
- Agency agreements: terms, representations, warranties, conditions and indemnities
- Opinions
- Procedures on closing and common problems – practice management tips
- Common problems on closing
- Filing requirements of securities commissions and stock exchanges

7:45 p.m.

Break

8:00 p.m.

Mergers & Acquisitions – The Essentials and Emerging Issues

Kevin Greenspoon

Davies Ward Phillips & Vineberg LLP

Jamie van Diepen

Goodmans LLP

Naizam Kanji

Ontario Securities Commission

Our expert panel will guide you through the fundamental issues pertaining to mergers and acquisitions in the securities context, including:

- Overview of Principal Transaction Structures
 - Takeover bids

- Arrangements
- Key considerations prior to a transaction
- Key factors in selection transaction structure
- Special transaction rules (MI 61-101)
- Key transaction agreements
 - Confidentiality and standstill agreements
 - Definitive transaction agreement
 - Lock-up agreements
- Fiduciary duties in change of control situations
- Ethics considerations
 - M&A transaction diligence
 - Special committee records of proceedings
 - Protecting privilege
- Review of Canadian hostile bid activity

MODULE 3: June 19, 2024

6:15 p.m.

Public and Private Enforcement: Current and Future Trends

Wendy Berman

McCarthy Tétrault LLP

Celeste Poltak

Koskie Minsky LLP

Gain expert insight into the framework for securities litigation and enforcement, and hear about the latest developments and emerging issues. Topics include:

- Enforcement by regulators: an overview
- Regulators' powers of investigation
- Mechanisms for enforcement
- Sanctions available
- Trends in enforcement proceedings and outcomes
- Prosecution of insider trading issues
- Securities litigation overview, including primary and secondary market liability
- Grounds for commencing proceedings and recent cases

- Due diligence defences: common strengths and weaknesses and the role of client advisors
- Current and recent class action cases
- Strategic advocacy skills for the securities litigator

7:10 p.m.

Privilege, Confidentiality and Professionalism in Canadian Securities Law

Sarah Bradley

Ombudsman for Banking Services and Investments

Andrew Matheson

McCarthy Tétrault LLP

Johanna Superina

Ontario Securities Commission

Experienced counsel will discuss common and contentious professionalism issues in securities law. Topics include:

- The difference between confidentiality and privilege
- Confidentiality when information is a matter of public record or knowledge
- Dealing with regulators
- How to avoid waiving privilege
- Use of trust accounts to facilitate questionable activity

8:05 p.m.

Break

8:20 p.m.

Crypto: Lessons in New Product Regulation

Lori Stein

McCarthy Tétrault LLP

Gloria Tsang

Ontario Securities Commission

Securities regulators around the world have been grappling with the widespread trading of crypto-assets, both as speculative assets and also with the potential for other use cases, including payments. This session

will address emerging questions, such as:

- How have Canadian securities regulators addressed this fast-evolving area?
- Are the established principles of securities regulation adaptable to these instruments?
- Are there lessons to be learned in how best to respond to new asset classes in the future?

MODULE 4: June 26, 2024

6:15 p.m.

Corporate Governance: Best Practices for Public Companies

Rima Ramchandani

Torys LLP

Leila Rafi

McMillan LLP

A survey of the essential topics relating to corporate governance from the securities law perspective, with topics including:

- Overview of corporate governance
- Continuous disclosure/filing requirements
- Materiality
- Selective disclosure
- Insider trading rules
- Proxy rules
- The AIF, MD&A and forecasts
- Audit committees and auditors
- Disclosure of corporate governance practices
- Executive compensation disclosure
- Stock options and related legislation
- Insurance needs of directors and officers
- Staying current on rules and requirements for public companies

7:20 p.m.

Update on New Securities Regulation Developments in Canada

Grant Vingoe

Ontario Securities Commission

Iva Vranic

AUM Law

The regulation of securities in Canada is ever evolving, as the policies and priorities of various regulators continue to change. Our expert speakers will explore the latest in securities regulation, with a focus on the major emerging trends impacting law and practice in the field.

8:10 p.m.

Break

8:25 p.m.

Registration

Nancy Mehrad

Registrant Law

Elsa Renzella

Canadian Investment Regulatory Organization

Learn about the registration and ongoing requirements of securities registrants, by examining key topics such as:

- Requirement to register and exemptions
- Process for getting registered
- Ongoing requirements for registrants
- Regulatory compliance reviews
- Developments in registrant regulation
- Investment funds: overview and essentials

Excellent speakers and well-organized presentations.

Corporate governance – super useful!

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Past Participants Say It Best...

“A good and informative overview of the covered material.”

“Very knowledgeable.”

“All of the faculty were clear and conveyed the material well.”

“Informative speakers, clearly versed in their areas of expertise.”

“Great speakers; informative discussion.”

“Instructors were great.”

Registration Details

Fee per Delegate: \$1,695 + TAX

Newly Licensed*: \$847.50 + TAX

**This fee applies to newly licensed regulated professionals within the past 2 years*

Fee includes program registration, electronic program materials and 120-day unlimited online access to program archive. Group discounts and financial assistance available. Visit www.osgoodepd.ca/group-discounts for details.

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time prior to the start date of the program. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the start of the program. If a cancellation request is made with less than 14 days notice, an administrative fee equal to 20% of the program cost, to a maximum of \$250 will apply per person. Payment is required to receive access to the program.



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