Over four evenings online, get the practical knowledge you need to competently and confidently engage in securities law-related matters.

Expert instructors will give you a solid understanding of the legal framework, need-to-know requirements, and key issues. Take your knowledge of securities law to the next level!

- Overview of Canadian securities law
- Updates on the latest important developments in regulation and case law
- Professionalism and ethics in securities practice
- Essential documentary requirements and strategic considerations in common securities transactions

Combine with other courses to earn The Osgoode Certificate in Canadian Securities Law and Practice. Look inside for more information.

Program Chairs

Grant Vingoe
Vice Chair, Ontario Securities Commission

Heather Zordel
Gardiner Roberts LLP & Commissioner, Ontario Securities Commission

Webcast Date & Time

4 evenings:
January 20, 27, February 3 & 10, 2021
6:15 p.m. to 9:30 p.m.

Register today at:
osgoodepd.ca/canadiansecurities
Drawing on the expertise and experience of leading lawyers and experts, including:

**Program Chairs**

Grant Vingoe  
Vice Chair, Ontario Securities Commission

Heather Zordel  
Gardiner Roberts LLP and Commissioner, Ontario Securities Commission

**Program Faculty**

Aaron Atkinson  
Davies Ward Phillips & Vineberg LLP

Sarah Bradley  
Ombudsman and CEO, Ombudsman for Banking Services and Investments

Keith R. Chatwin  
Stikeman Elliott LLP

Mary G. Condon  
Dean of Osgoode Hall Law School

Alex Gorka  
Osler, Hoskin & Harcourt LLP

Naizam Kanji  
Director, Office of Mergers & Acquisitions, Ontario Securities Commission

Brian Koscak  
Executive Vice President, Head of Business & Legal Affairs, Creative Wealth Media Lending Inc.

Stacey Long  
Senior Legal Counsel, AUM Law

Michael Partridge  
Goodmans LLP

Leila Rafi  
McMillan LLP

Lawrence E. Ritchie  
Osler, Hoskin & Harcourt LLP

Richard Roskies  
Senior Legal Counsel, AUM Law

Johanna Superina  
Deputy Director, Enforcement Branch, Ontario Securities Commission

Philippe Tardif  
Borden Ladner Gervais LLP

Sean Vanderpol  
Stikeman Elliott LLP

John Wilkin  
Blake, Cassels & Graydon LLP

Rachel Young  
Senior Litigation Counsel, Enforcement Branch, Ontario Securities Commission

“Excellent speakers and well-organized presentations.”

“Corporate governance – super useful!”

“Great primer!”

“All really great speakers... Clearly knowledgeable on their respective topics and entertaining.”

Register today at: osgoodepd.ca/canadiansecurities
It is challenging to build expertise and stay current in securities law. Rules and regulations are complex and frequently evolving, while the policies and priorities of the various regulators continue to change alongside. New and emerging areas have special rules that can be confusing.

This unique, four-part program, developed by the experts in Osgoode’s Professional LLM in Securities Law, will give you a comprehensive and practical understanding of current Canadian securities law and practice.

Topics Include

• Principal elements and framework of Canadian securities law
• The regulatory regime and important documentation requirements
• Public offerings and private placements
• Corporate governance, ethics, and shareholder rights
• Mergers and acquisitions – rules and issues
• Shareholder activism & exempt market issues including prospectus and non-prospectus offerings
• Current and emerging trends in litigation and enforcement

Who Should Attend

• Junior and mid-level associates practicing in corporate and securities law
• Lawyers who want to develop their securities law expertise
• Regulators
• Investment dealers and advisors
• Corporate executives
• Finance officers
• Professionals who work in the securities field
• Civil litigators who practice securities litigation
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
- MD & A
- IPOs
- New 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

9:30 p.m.
Session Ends

Day 2 – January 27

6:15 p.m.

Private Placements: Exempt Market Rules and Strategies

Keith R. Chatwin
Stikeman Elliott LLP

Philippe Tardif
Borden Ladner Gervais LLP

Heather Zordel
Gardiner Roberts LLP and Commissioner, Ontario Securities Commission

Common types of private placements will be covered, with a focus on practical considerations that affect the work of lawyers involved for all parties. This session explores the regulatory regime and the documentation involved in private placements. Precedents and checklists will be provided and the instructors will identify drafting issues that arise during document preparation and how to address them.

- Overview of prospectus exemption criteria including offering memorandum and rights offering
- 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
- Registration requirements applicable to dealers involved in private placements
- Ethical matters in private placements

7:45 p.m.
Break

8:00 p.m.

Mergers & Acquisitions — The Essentials and Emerging Issues

Aaron Atkinson
Davies Ward Phillips & Vineberg LLP

Michael Partridge
Goodmans LLP

The essentials and emerging issues in M&A in the securities context, including

- Overview of principal transaction structures
  - Takeover bids
  - Arrangements
- Key considerations prior to a transaction
- Key factors in selecting transaction structure
- Special transaction rules (MI 61-101)
- Key transaction agreements
- Confidentiality and standstill agreements

- Definitive transaction agreements
- 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

9:30 p.m.
Session Ends

Day 3 – February 3

6:15 p.m.

Litigation and Enforcement: Current and Future Trends

Mary G. Condon
Dean of Osgoode Hall Law School

Delving into the framework for securities litigation and enforcement in Canada, this session will also survey recent important developments and emerging issues in this area.

- 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
- Ontario’s secondary market liability regime
- 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

7:20 p.m.
The Capital Markets Modernization Taskforce is currently reviewing possible measures to modernize and streamline securities regulation in Ontario. Since the last review of the Securities Act in 2003, the world has experienced a global financial crisis, the rise of innovative fintech companies as well as a number of major technological developments.

Members of the Taskforce Expert Advisory Group will discuss how Ontario is moving forward on the long-overdue review and seeking to modernize and streamline securities regulation in a rapidly evolving marketplace. The resulting impact on the securities industry across Canada will also be examined.

8:05 p.m.
Break

8:20 p.m.

Regulation of Control Transactions

Naizam Kanji
Director, Office of Mergers & Acquisitions, Ontario Securities Commission

Leila Rafi
McMillan LLP

Grant Vingoe
Vice-Chair, Ontario Securities Commission

Hear directly from the regulator and a leading securities practitioner who will discuss the conceptual and regulatory issues relating to today’s M&A transactions including:

- The new takeover bid rules
- Regulation of control transactions
  - Early warning reporting
  - Defensive tactics
  - Minority rights
- Regulation of proxy solicitation and shareholder democracy

9:30 p.m.
Session Ends

Day 4 – February 10

6:15 p.m.

Corporate Governance: Best Practices for Public Companies

Sean Vanderpol
Stikeman Elliott LLP

A survey of the essential topics relating to Corporate Governance from the securities law perspective.

- 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

7:05 p.m.

Privilege, Confidentiality, and Professionalism in Canadian Securities Law

Sarah Bradley
Ombudsman and CEO, Ombudsman for Banking Services and Investments

Johanna Superina
Deputy Director, Enforcement Branch, Ontario Securities Commission

Rachel Young
Senior Litigation Counsel, Enforcement Branch, Ontario Securities Commission

Led by experienced counsel, this discussion will explore common and contentious professionalism issues in securities law. Topics include:

- Difference between confidentiality and privilege
- Confidentiality when information is a matter of public record
- Dealing with regulators
- How to avoid waiving privilege
- Insider trading
- Trust funds

8:10 p.m.
Break

8:25 p.m.

Registration and Investment Funds

Stacey Long
Senior Legal Counsel, AUM Law

Richard Roskies
Senior Legal Counsel, AUM Law

Investment funds come with a host of particular requirements under securities law and regulations. Learn about the general framework and registration process, while also exploring key topics such as:

- What are investment funds? Overview and essentials
- Requirements to register and available exemptions
- Process for getting registered
- Ongoing requirements for registrants
- When do you need exempt market dealer registration?
- Regulatory compliance reviews
- Developments in investment fund regulation

9:30 p.m.
Session Ends

Register today at: osgoopedpd.ca/canadiansecurities
The Osgoode Certificate in Canadian Securities Law and Practice

Registration Details

Fee Per Delegate

$1,495 plus HST
New Calls/Licensees (2017 – 2020) get 50% off regular rate: $747.50

Fees include attendance and program materials. Group discounts are available. Visit www.osgoodepd.ca/group-discounts for details. Please inquire about financial assistance.

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. 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 program date. If a cancellation request is made with less than 14 days notice, a $75 administration fee will apply. No other refund is available.

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The Osgoode Certificate in Canadian Securities Law and Practice

Make your CPD count. Designed and delivered by leading experts, the Certificate gives you a comprehensive grounding in the key areas that are essential for those practicing or working in securities law and regulation.

You must complete all required programs, set out below, within 2 years to receive the Osgoode Certificate:

• Fundamentals of U.S. Securities Law
  November 5, 2020

• Toronto Stock Exchange and TSX Venture Exchange
  November 26 – 27, 2020

• Fundamentals of Derivatives
  December 1 – 2, 2020

• Canadian Securities Law and Practice
  January 20, 27, February 3 & 10, 2021
  (this course)

Visit www.osgoodepd.ca for more information.

The Intensive Course in Canadian Securities Law and Practice

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