

## **Business Law Section Report 2011-2012**

We are pleased to report that our Section has been fairly active this past year. A summary of our activities is as follows:

- **Electronic Signatures: What you need to know**

October 19, 2011 (Thompson Dorfman Sweatman LLP)

Silvia de Sousa of Thompson Dorfman Sweatman LLP met with the Business Law Section to discuss the significance of *The Electronic Commerce and Information Act* ("ECIA"). In particular, analysis of the implications of the new changes were discussed. Also, explanation of the work that the Legal Data Resources (Manitoba) Corporation undertakes was provided. In short, the corporation was incorporated by the Law Society of Manitoba to explore encryption opportunities for all of its members.

Attendees: 59

- **Shareholder Agreements I – Drafting and Advising on Shareholder Agreements for the Owner-Managed Enterprise**

January 19, 2012 - MBA Mid-Winter Conference 2012

Tim Kurbis and Charles Guberman met with the Business Law Section to discuss drafting considerations in the preparation of Shareholder Agreements for use by closely held private companies, including the analysis of provisions related to management control, vote pooling, forced sale and other ownership transfers, and considerations associated with the process of taking instructions. Family law considerations including sales on marital dissolution, death and *Family Property Act* matters were also discussed.

Attendees: 97

- **Shareholder Agreements II – Tax Issues to consider in drafting Shareholder Agreements**

January 19, 2012 - MBA Mid-Winter Conference 2012

Sergio Pustogorodsky met with the Business Law Section to discuss taxation issues and implications associated with Shareholder Agreements for use by closely held private companies, including the analysis of deemed and actual dispositions on death, shareholder buyouts, use of insurance, valuation, and other important provisions.

Attendees: 90

- **Environmental Due Diligence in a Transactional Context**

May 8, 2012 (Law Society)

Mr. Vince D'Angiolo and Mr. Grant Eftoda met with the Business Law Section to discuss Phase I and Phase II Environmental site assessments, including what is involved, the purpose of them, what information is obtained, the timing of deliverables, the costs, and how they can be of assistance to business clients and lenders. The presenters also discussed what hazardous materials can be present on properties (such as asbestos, PCBs lead, and mould) and the impact such hazardous materials can have on property. Finally, the presenters discussed what is involved in a building condition assessment, the costs,

what is inspected, what is contained in a report, and the value and role a business condition assessment report may play in a transactional legal context.

Attendees: 22

Respectfully submitted,

Robert Fleischaker and Michael Jason, Co-Chairs