

Business Law Agenda:
Priority Findings &
Recommendations
Report

June 2015

Letter to the Minister

Keeping Ontario's business laws current is critical to the province's competitiveness, and to positioning Ontario as a jurisdiction of choice for business. Ontario is facing both opportunities and challenges as the economy shifts. A responsive legal framework is key to its ability to succeed. A comprehensive review of business legislation to ensure that Ontario is competitive has not been done for some time. In February 2015, our panel was asked by the Minister of Government and Consumer Services to provide advice on priorities for reform of these laws and recommendations for a modernization agenda. We are pleased to provide this report with recommendations for action to foster prosperity, create jobs, encourage innovation and support long-term economic success for the province.

We have significant experience and expertise in corporate and commercial law. Working with Deloitte, which facilitated the process and wrote the report on behalf of the panel, we have reached consensus recommendations in the public interest. This legislation is essential to Ontario's competitive position, and we recommend a significant reform agenda to:

- Position Ontario as a leading business jurisdiction;
- Encourage innovation and investment, job creation and economic growth; and
- Support regulatory frameworks that are responsive, flexible and adaptable.

Our recommendations link to five key themes:

1. Establishing a process to keep corporate and commercial law current;
2. Making Ontario a jurisdiction of choice for business;
3. Supporting greater market certainty and confidence in market transactions;
4. Modernizing laws relating to secured lending and other commercial activity; and
5. Facilitating market activity and promoting small business growth through greater certainty, clarity and efficiency in business legislation.

These recommendations target areas where Ontario may be currently at a competitive disadvantage and aim to protect Ontario's role as the financial hub in Canada.

We encourage government to continue to work to ensure Ontario has laws that facilitate a prosperous business climate and solidify Ontario's position as a jurisdiction of choice for business. The panel recommends that this report be shared with the business and legal community for broader input on the recommendations. A full discussion of these ideas is essential as government determines its agenda to bring corporate and commercial legislation up to date and to strengthen Ontario's position within the global economy.

Summary of Recommendations

Table 1: Summary of recommendations

For additional details, please see the relevant sections of the report.

Summary of recommendations	
1. Establishing a process to keep corporate and commercial law current	
<p>Recommendation 1a: Establish a regular formal process to promote the continuous review and updating of corporate and commercial statutes</p> <p>Recommendation 1b: The process should use the insights and opinions of experts who work with the relevant legislative schemes and support collaboration between government and non-government experts</p> <p>Recommendation 1c: The process should produce evidence-based recommendations on an ongoing basis for a responsive and efficient business law framework</p>	
2. Making Ontario a jurisdiction of choice for business	
Business Corporations Act	<p>Recommendation 2a: Review and update the <i>Business Corporations Act</i>, taking account of technological advancements and legislative and case law developments in Canada, other Commonwealth jurisdictions, the United States and elsewhere. Priority should be given to:</p> <ul style="list-style-type: none"> i. Contemplating electronic meetings and communications; ii. Providing greater certainty about the standards to which directors and officers will be held, the liabilities to which they are exposed and the defences and protections available to them; iii. Allowing shareholders to effectively determine the composition of their boards of directors by eliminating certain legislative requirements; and iv. Determining how best to make available to the ultimate investors in shares of a corporation, the rights and remedies available to the registered holders of those shares
Limited Partnerships Act	Recommendation 2b: Revise the <i>Limited Partnerships Act</i> to make Ontario a more attractive jurisdiction for business by, among other things, reducing the risk of unlimited liability faced by limited partners in Ontario
Limited Liability Partnerships	Recommendation 2c: Expand the availability of the Limited Liability Partnership
Unlimited Liability Corporations	Recommendation 2d: Permit the incorporation of unlimited liability corporations
Partnerships Act	Recommendation 2e: Update the <i>Partnerships Act</i> to resolve many of the challenges for Ontario businesses that are subject to the Act
3. Supporting greater market certainty and confidence in market transactions	
Assignments and Preferences Act and Fraudulent Conveyances Act	Recommendation 3a: Repeal the <i>Assignments and Preferences Act</i> and the <i>Fraudulent Conveyances Act</i> and adopt the Uniform Law Conference of Canada's <i>Reviewable Transactions Act</i>
Bulk Sales Act	Recommendation 3b: Repeal the <i>Bulk Sales Act</i>

Summary of recommendations

4. Modernizing laws relating to secured lending and other commercial activity

Personal Property Security Act Review	Recommendation 4a: Review the <i>Personal Property Security Act</i> , taking account of legislative and case law developments in Canada, the United States and elsewhere, and identifying opportunities for harmonization with the other provinces.
Minister's Orders	Recommendation 4b: Make the Minister's Orders under the <i>Personal Property Security Act</i> and the <i>Repair and Storage Liens Act</i> more readily accessible to the public

5. Facilitating market activity and promoting small business growth through greater certainty, clarity and efficiency in business legislation

Repair and Storage Liens Act	Recommendation 5a: Make the <i>Repair and Storage Liens Act</i> more friendly to users, most of whom are small businesses
Arthur Wishart Act (Franchise Disclosure)	Recommendation 5b: Update the <i>Arthur Wishart Act (Franchise Disclosure)</i> , to create more disclosure certainty for users
Business Information and Registration Legislation	Recommendation 5c: Review the business information and registration legislation (<i>Business Names Act, Corporations Information Act, Electronic Registration Act, Extra-Provincial Corporations Act</i>) to facilitate market transactions and make the legislation user-friendly, especially for small business

6. Seeking public input

Recommendation 6: Make this report available to the public to encourage broader input from a variety of perspectives on the recommendations and considerations set out by the panel

Table of Contents

Letter to the Minister.....	i
Summary of Recommendations.....	ii
Table of Contents.....	iv
1. Panel and Mandate.....	1
1.1 Mandate and objectives	1
1.2 Guiding principles.....	1
1.3 The Business Law Agenda Stakeholder Panel	1
1.4 Corporate and commercial legislation in Ontario	3
2. Introduction	4
3. Findings and Analysis.....	5
3.1 Establishing a process to keep corporate and commercial law current.....	5
3.2 Making Ontario a jurisdiction of choice for business.....	6
3.3 Supporting greater market certainty and confidence in market transactions.....	8
3.4 Modernizing laws relating to secured lending and other commercial activity	9
3.5 Facilitating market activity and promoting small business growth through greater certainty, clarity and efficiency in business legislation	11
4. Conclusion and Next Steps	14
Appendix A: Experts Consulted	15
Appendix B: Panel Member Biographies	16

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1. Panel and Mandate

1.1 Mandate and objectives

The Premier provided the Minister of Government and Consumer Services with a mandate to review the Ministry's corporate and commercial statutes to ensure Ontario has responsive laws that facilitate an efficient market and prosperous business climate. This mandate was included as a commitment in the 2015 Budget papers. The Ministry convened this expert panel to provide advice to the Minister on the priorities for reform.

The panel identified priority opportunities to reform Ontario's corporate and commercial statutes. The primary objective was to ensure the province's legislation is responsive to changing business priorities, facilitating a robust and competitive economy.

1.2 Guiding principles

The panel's recommendations aim to:

- Position Ontario as a leading business jurisdiction;
- Encourage innovation and investment, job creation and economic growth; and
- Support regulatory frameworks that are responsive, flexible and adaptable.

Ontario's business law reform should:

- Strengthen corporate governance and investor confidence;
- Harmonize legislation with other provinces and federally, where appropriate; and
- Facilitate market transactions through certainty, efficiency and clarity of legislation.

1.3 The Business Law Agenda Stakeholder Panel

The Business Law Agenda Stakeholder Panel's key deliverable is this Findings and Recommendations Report. The 13 members of the panel represented a wide range of expertise. The biographies of panel members are listed in Appendix B.

Table 2: Business Law Agenda Panel Members

Panel members (Position, Organization)
Jennifer Babe (Partner, Miller Thomson LLP)
Terry Burgoyne* (Partner, Osler, Hoskin & Harcourt LLP)
Gordon Davies (General Counsel, OpenText Corporation)
Doug Downey (Partner, Lewis, Downey, Tornosky, Lassaline & Timpano)
Tony Duggan* (Professor, Faculty of Law, University of Toronto)
Kenneth Fredeen* (General Counsel, Deloitte LLP)
Carol Hansell* (Founder / Sr. Partner, Hansell LLP)
Sheila Murray (General Counsel, CI Financial Corp)
Christopher Nicholls (Professor, Western Law – Western University)
J.A. Prestage (Partner, Blake, Cassels & Graydon LLP)

Panel members (Position, Organization)

David Stevens* (Partner, Gowling Lafleur Henderson LLP)

Patrice Walch-Watson (Partner, Torys LLP)

Cynthia Williams (Professor, Osgoode Hall – York University)

*Steering committee member

The panel met on five occasions between mid-March and mid-May to engage in discussions facilitated by Deloitte. Ministry of Government and Consumer Services and Ministry of the Attorney General staff contributed to the discussions. Panel members were provided material prior to each meeting.

The steering committee included a subset of the panel. Their role was to set the overall direction of the panel consultations. The steering committee members convened for meetings in addition to the panel consultations.

The subject matter experts were panel members who were selected by the steering committee to lead sections of each meeting by preparing material, identifying external presenters, developing discussion questions, contributing to the agenda and leading the discussions.

Deloitte was engaged to facilitate panel meeting discussions, document the key items of the discussions and draft the final report. Throughout the process Deloitte engaged panel members and industry experts to develop, refine and confirm the recommendations and final report content.

This report reflects the views of panel members, who have expertise in corporate and commercial law. Recognizing the breadth of the legal community in Ontario, the panel encourages the government to make this report available to the public to solicit broader input from a variety of perspectives on the recommendations and considerations set out in this report.

1.4 Corporate and commercial legislation in Ontario

The Ministry of Government and Consumer Services is responsible for nineteen corporate and commercial statutes. The panel considered all of these statutes with the exception of the *Corporations Act*, and the *Not-For-Profit Corporations Act* (not yet proclaimed), which have a separate review process. The panel also reviewed two statutes that fall under the responsibility of the Ministry of the Attorney General and impact some of the nineteen statutes. The panel notes that there are future opportunities for review of Ontario's other corporate and commercial statutes that were out of scope for this consultation.

Table 3: Ontario corporate and commercial legislation considered

Legislation categories and statutes	
<p>Business Entity Legislation <i>Business Corporations Act</i> <i>Limited Partnerships Act</i> <i>Partnerships Act</i></p> <p>Creditor and Insolvency Legislation <i>Assignments and Preferences Act</i> <i>Bulk Sales Act</i> – Ministry of Attorney General <i>Fraudulent Conveyances Act</i> – Ministry of Attorney General <i>Personal Property Security Act</i> <i>Repair and Storage Liens Act</i></p> <p>Business Registration and Information Legislation <i>Business Names Act</i> <i>Corporations Information Act</i> <i>Electronic Registration Act (Ministry of Consumer and Business Services Statutes), 1991</i> <i>Extra-Provincial Corporations Act</i></p>	<p>Business Practices Legislation <i>Arthur Wishart Act (Franchise Disclosure)</i> <i>Business Regulation Reform Act, 1994</i> <i>Discriminatory Business Practices Act</i> <i>Retail Business Holidays Act</i></p> <p>Commercial Transactions Legislation <i>Apportionment Act</i> <i>Factors Act</i> <i>Securities Transfer Act, 2006</i></p>

2. Introduction

The statutes considered by the panel are important to all Ontarians; they affect business owners; they govern the actions of the directors of companies who have fiduciary obligations; and they influence the way companies interact with employees, consumers, and investors in Ontario's economy. Effective corporate and commercial legislation is critical for facilitating a competitive business environment and a prosperous economy. These laws and regulations help shape the way markets operate and organizations conduct business.

A number of factors that once insulated the Ontario economy no longer exist. While Ontario has one of the most dynamic and important economies in North America, increasing global competition entering North American markets is a key challenge. Advancements in information technology are changing the way businesses engage with their shareholders and customers, how work gets done, and how quickly markets and industries change.

Against this backdrop, the province has an opportunity to strengthen its business law and regulatory standards to be a jurisdiction of choice within the global economy. It can also build a reputation as a jurisdiction that is attractive to innovative business. By reviewing leading global practices in commercial and corporate law reform, considering opportunities to strengthen corporate governance and investor confidence, harmonizing with legislation in other Canadian jurisdictions where appropriate, and supporting regulatory frameworks that are responsive, flexible and adaptable, the province can establish a business law agenda to better facilitate a dynamic economy.

The panel supports the government's objective of maintaining laws that facilitate an efficient market and prosperous business climate. To further that mandate, the panel recommends the development of an ongoing process to review Ontario's corporate and commercial statutes on a regular basis. This review process is critical to ensuring that legislation continues to promote a robust economy and that Ontario does not fall behind or become less competitive with other jurisdictions. This recommendation should be implemented in parallel with the other recommendations set out in this report.

The next section identifies a series of recommendations and describes the changes that could update Ontario business law, harmonize it with the law of other jurisdictions, where appropriate, as well as give Ontario a competitive advantage and help it become a jurisdiction of choice. The section includes the findings and analysis of the panel and is organized into five key themes:

1. Establishing a process to keep corporate and commercial law current;
2. Making Ontario a jurisdiction of choice for business;
3. Supporting greater market certainty and confidence in market transactions;
4. Modernizing laws relating to secured lending and other commercial activity; and
5. Facilitating market activity and promoting small business growth through greater certainty, clarity and efficiency in business legislation

3. Findings and Analysis

3.1 Establishing a process to keep corporate and commercial law current

Ontario has no formal process to continuously review and “refresh” its corporate and commercial legislation. A formal process would help to more clearly position Ontario as a preeminent business jurisdiction, encourage innovation and creativity and facilitate ongoing engagement with stakeholders. An effective forum for balancing policy issues and for experts to raise issues resulting from changing business needs or uncertainty in the interpretation or application of legislation, could reduce costs to business, consumers and government, including justice-sector costs. The outcomes of this process could help foster prosperity in Ontario.

Corporate and commercial legislation and regulations must be responsive to the constantly changing needs of business and consumers. An ongoing formal process could ensure that the knowledge and expertise of the business and legal communities are consistently reflected and inform the policy development process to support and strengthen Ontario's competitive advantage.

In order to ensure a results-oriented framework, the process would need to have a series of clear objectives with defined milestones and timeframes.

Recommendation 1a: Establish a regular formal process to promote the continuous review and updating of corporate and commercial statutes

Recommendation 1b: The process should use the insights and opinions of experts who work with the relevant legislative schemes and support collaboration between government and non-government experts

Recommendation 1c: The process should produce evidence-based recommendations on an ongoing basis for a responsive and efficient business law framework

The panel recognized that as part of the development of a continuous review process, there are a number of design considerations that would need to be addressed, including:

- How frequently would the process result in recommendations to government on possible changes, including to legislation and / or regulations (e.g., annually)?
- How would relevant stakeholders be identified and invited to join the process and in what capacity?
- How would appropriate representatives of relevant stakeholders be identified?
- How would the process support and enhance existing policy development processes?
- What level of transparency would surround the outputs of the process?
- How would the process align with existing policy initiatives, such as the Open for Business Initiative?

While the panel did not make formal recommendations on these design considerations, it noted the importance of further consultation with legal and other experts on these issues. The panel strongly recommends the government move forward to introduce a continuous process for review of corporate and commercial statutes.

3.2 Making Ontario a jurisdiction of choice for business

Businesses and firms have the ability to "jurisdiction shop". They have choices about where they incorporate or register. The most attractive jurisdictions are those that facilitate business transactions and provide certainty about the rights and responsibilities of a corporation's stakeholders and the remedies available to them. Ontario's corporate law should be reviewed and updated to allow Ontario corporations to compete globally and attract the most talented individuals to their management teams and boardrooms.

Business Corporations Act

The *Business Corporations Act* (Ontario) (OBCA) is the governing legislation for Ontario business corporations. It provides for, among other things, incorporation, director and officer responsibilities, shareholder rights, offences, and penalties. There have been approximately 60,000 business incorporations under the OBCA in each of the past three years.¹ It is an engine of the economy, and should be reviewed and updated where necessary to ensure that it continues to meet the needs of business.

Recommendation 2a: Review and update the *Business Corporations Act*, taking account of technological advancements and legislative and case law developments in Canada, other Commonwealth jurisdictions, the United States and elsewhere. Priority should be given to:

i. Contemplating electronic meetings and communications

Information technology has become a key driver of operational efficiency and an accepted means of communications in most circumstances. The OBCA currently creates barriers to efficient communications. For example, it requires consent from directors to have that meeting held by telephone or other electronic means and requires various notices to be delivered by prepaid mail.

ii. Providing greater certainty about the standards to which directors and officers will be held, the liabilities to which they are exposed and the defences and protections available to them

The expectations imposed on directors and officers, and the complexity of the global environment in which they operate, have evolved significantly. It is important that Ontario businesses be positioned to attract the highest calibre individuals to their management teams and boards. Among other things, the OBCA should provide clearer standards of responsibility and accountability for directors and officers.

iii. Allowing shareholders to effectively determine the composition of their boards of directors by eliminating certain legislative requirements

Shareholders should have the ability to effectively choose their boards. For example, they should be entitled to vote against candidates for election to the board. Moreover, the OBCA should no longer limit the global reach of Ontario business through outdated concepts such as Canadian residency requirements for boards of directors. Canadian residency requirements in the OBCA drive businesses away from Ontario to incorporate in other Canadian jurisdictions that do not have such requirements.

iv. Determining how best to make available to the ultimate investors in shares of a corporation, the rights and remedies available to the registered holders of those shares

Many shareholders in public companies hold their shares indirectly, through the book based system (a computerized or electronic based record keeping system). Because the OBCA often refers to registered shareholders and sometimes does not clearly refer to beneficial holders, many of the rights and remedies under the statute are not available to the true owner of the shares.

Limited Partnerships Act

Limited partnerships are commonly used in investment funds and private equity investment structures. Ontario's *Limited Partnerships Act* has not been substantially reviewed since the 1980s, and businesses that wish to use the limited partnership form may now find legislation in other jurisdictions more attractive. For

¹ ServiceOntario, Government of Ontario
Priority Findings and Recommendations Report

example, Manitoba has positioned itself as a jurisdiction of choice because Manitoba limited partnership legislation narrows the scope of liability for limited partners even when they take an active role in the limited partnership's business. The effect of Ontario's legislation in such circumstances is less certain, and limited partners who take part in the control of an Ontario limited partnership business risk exposure to unlimited liability for all debts and obligations of the limited partnership.

A review of the Act should include an examination of the potential liability for limited partners and should consider reasonable ways of reducing the scope of this liability. Changes to the Act to address these issues appropriately would position Ontario as a more competitive jurisdiction for the creation of limited partnerships.

Recommendation 2b: Revise the *Limited Partnerships Act* to make Ontario a more attractive jurisdiction for business by, among other things, reducing the risk of unlimited liability faced by limited partners in Ontario

Limited Liability Partnerships

A limited liability partnership (LLP) is a partnership that provides a measure of limited liability protection to its partners. For example, in an LLP, one partner is not liable for another partner's misconduct or negligence.

Certain American jurisdictions, and British Columbia, permit any person to carry on business through an LLP structure. Ontario restricts LLP registration to certain professionals, e.g., lawyers and accountants. Other professionals and businesses that carry on their profession in partnerships should have access to this partnership type. Ontario should consider expanding the scope of businesses that may use this enterprise type to ensure the province is a jurisdiction of choice for LLP formation and registration.

The panel also discussed a new corporate framework that exists in all American states known as the limited liability corporation (LLC), a business structure that combines the pass-through taxation of a partnership or sole proprietorship with the limited liability of a corporation. The panel concluded that with the recommended expansion of the LLP, an LLC would not be necessary.

Recommendation 2c: Expand the availability of the Limited Liability Partnership

Unlimited Liability Corporations

An unlimited liability corporation (ULC) is an enterprise type that is commonly used in cross-border structures and is attractive to certain foreign investors. Nova Scotia, Alberta and British Columbia offer incorporation for ULCs; however, this enterprise type is not available in Ontario. Adopting the ULC model would help position Ontario as a jurisdiction of choice for those seeking this corporate model.

Recommendation 2d: Permit the incorporation of unlimited liability corporations

Partnerships Act

The *Partnerships Act* regulates, among other things, the relationship between partners and persons dealing with them, and the dissolution of partnerships and limited liability partnerships. Ontario's legislation is based on a law enacted in Britain in 1890. Over the 125 years since its enactment, the courts have developed a large body of case law, but the Act often does not reflect the current needs of partnerships. For example, there is lack of clarity around the definition of "partnership"; it is unclear how the property of the partnership is owned or under what circumstances the partnership should be analyzed as an aggregate or as a legal entity. More clarity and precision on these and other challenges would provide certainty as to when a partnership exists, with the rights and obligations that this legal status entails, and would lower the costs and increase the efficiency of businesses choosing to carry on their businesses as general partnerships.

Recommendation 2e: Update the *Partnerships Act* to resolve many of the challenges for Ontario businesses that are subject to the Act

3.3 Supporting greater market certainty and confidence in market transactions

Assignments and Preferences Act and Fraudulent Conveyances Act

The *Assignments and Preferences Act* (APA) pre-dates federal bankruptcy legislation. The Act allows debtors to make assignments for the benefit of their creditors, although this procedure is now obsolete under federal insolvency laws. Corresponding legislation in other provinces has been repealed. The APA also regulates against unjust preferences and fraudulent conveyances. There is substantial overlap between these provisions and other legislation, including the *Fraudulent Conveyances Act* (FCA) and the federal *Bankruptcy and Insolvency Act*.

The *Fraudulent Conveyances Act* prohibits a debtor from transferring assets with the intention of defeating creditors. While the Act itself is short, there is a significant body of case law, some of which is contradictory, ambiguous and often hard to follow.

The FCA and the provisions in the APA governing fraudulent conveyances allow creditors to recover assets transferred by a debtor to a third party where the transfer would otherwise defeat a creditor's claims. However, the conditions for recovery are poorly defined and the statutory requirements can be difficult to satisfy. The provisions of the APA dealing with preferential payments are similarly limited and largely ineffective.

To address the problems of fraudulent conveyances and fraudulent preferences, Ontario should adopt the Uniform Law Conference of Canada's *Reviewable Transactions Act* and repeal the APA and the FCA. The *Reviewable Transactions Act* provides clear rules that would enable parties to accurately assess whether a transaction that has the effect of defeating creditors' rights is vulnerable to attack, reducing the uncertainty commonly found in this area of law.

The *Reviewable Transactions Act* would reduce existing creditor uncertainty and promote access to credit for businesses seeking to grow. In addition, adopting the Act would support consistency between provincial law and the *Bankruptcy and Insolvency Act*, particularly in relation to preferential payments.

Recommendation 3a: Repeal the *Assignments and Preferences Act* and the *Fraudulent Conveyances Act* and adopt the Uniform Law Conference of Canada's *Reviewable Transactions Act*

Bulk Sales Act

The *Bulk Sales Act* (BSA) was enacted in 1917 to protect trade creditors from a vendor selling all or substantially all of its assets over a very short period of time and leaving trade creditors unpaid. However since that time, other rights and remedies have been developed to protect supplier interests, including better credit investigation through credit reporting agencies, PPSA security, oppression remedies under the OBCA and 30 day goods recovery under the *Bankruptcy and Insolvency Act*.

The BSA adds to the cost of business transactions because parties frequently must obtain advice about the impact of the Act, obtain an exemption order, or deal with indemnities in the event of a claim post-closing. Furthermore, compliance with the BSA is often waived by purchasers and the Act is not applicable in insolvency proceedings where assets are liquidated by a receiver or bankruptcy trustee.

In its discussions, the panel recognized that members of the province's bankruptcy bar have been reluctant to eliminate the creditor remedy provided in the BSA and have not supported repeal in past consultations on the issue. However, Ontario has now become an outlier nationally as the *Bulk Sales Act* has now been repealed in all other provinces and territories of Canada.

Recommendation 3b: Repeal the *Bulk Sales Act*

3.4 Modernizing laws relating to secured lending and other commercial activity

Personal Property Security Act Review

The *Personal Property Security Act* (PPSA) deals with security interests in personal property. All the provincial and territorial PPSAs, except Ontario, are substantially uniform. The lack of harmonization between provincial laws adds to the cost of doing business as many firms carry on business nationally and must incur the time and expense of becoming familiar with the differences (or obtaining advice about the differences). Article 9 of the United States Uniform Commercial Code, dealing with secured transactions, was substantially revised in 2001. Consideration should be given to whether these reforms should be adopted in Ontario.

Over the years, the Ontario Bar Association has made numerous submissions to the government on reforming the PPSA. These submissions have analyzed the relevant issues and developed potential solutions that merit consideration from the Government of Ontario. The government has acted on some of these recommendations, but there are some items still outstanding.

Recommendation 4a: Review the *Personal Property Security Act*, taking account of legislative and case law developments in Canada, the United States and elsewhere, and identifying opportunities for harmonization with the other provinces

Consideration should also be given to recommendations set out in the Ontario Bar Association's various submissions on the *Personal Property Security Act*. Priority should be given to the following issues:

i. Facilitating the use of cash collateral

Facilitating the use of cash as effective and reliable collateral is important to the economy and is necessary to meet regulatory requirements that will soon be mandated in Ontario and elsewhere. In the United States, Revised Article 9 of the Uniform Commercial Code has achieved this objective by: (1) enabling security interests in deposit accounts to be perfected by "control"; and (2) providing that when so perfected, such security interests have clear and certain priority over competing security interests. Quebec has recently enacted similar measures. There are no corresponding provisions in Ontario's PPSA. Security interests in deposit accounts and other forms of cash collateral may be perfected only by registration and there is no special priority provision for ensuring that such security interests have priority over competing claims.

The panel agreed that the PPSA should be amended to facilitate the use of cash collateral. The panel recognized that discussions among stakeholders, including pension experts, will assist in determining the best way to achieve this outcome.

ii. Proclaiming into force the PPSA "location of debtor" provisions to more readily determine the debtor's location

Lenders need clear rules to determine which jurisdiction's law applies to the security agreement. In 2006 Ontario passed – but has not yet proclaimed into force – new provisions in the PPSA that more clearly define the location of the debtor for the purpose of determining which jurisdiction's law applies to the security agreement. These provisions would locate a corporate debtor in the jurisdiction of its registered office. This is a simple "bright line test" that would provide greater certainty than the current law.

iii. Repealing the PPSA provision making it mandatory to give copies of registrations to debtors and allow the debtor to waive the right to receive a copy of the registration

Ontario is the only jurisdiction in Canada that requires debtors to receive copies of registrations; all other provinces allow debtors to waive this right. Mailing a copy of the registration to the debtor adds significant cost to business with approximately 1.8 million registrations completed in Ontario each year.² The PPSA should allow parties to security agreements to waive receipt of a copy of the registration, as is the case in the eleven other PPSA statutes in Canada.

² ServiceOntario, Government of Ontario
Priority Findings and Recommendations Report

iv. Including licences and quotas in the PPSA definition of “intangible”

The current law is unclear on whether a licence is “personal property” within the meaning of the PPSA and, therefore, whether a licence can be used as collateral. The Supreme Court of Canada has held that a licence allowing the licence holder to acquire physical property (e.g., a fishing licence) can be used as collateral, but not all licences result in the acquisition of physical property. For instance, service industries such as taxi cabs and nursing homes require licences to operate and serve clients, allowing licence holders to generate economic value (despite the fact that they do not result in the direct acquisition of property).

It is also unclear whether an intellectual property licence (e.g., a patent licence) or a quota (e.g., a milk production quota) can be regarded as personal property. Saskatchewan and British Columbia have amended the PPSA definition of “intangible” to include licences and quotas, subject to any restrictions on transfer contained in the statute, contract or other instrument by which the licence was created. There should be a similar provision in the Ontario PPSA. The issue is important because the licence may be the debtor’s most valuable asset and if it can be used as collateral, it may be cheaper and easier for debtors to obtain credit.

v. Facilitating the use of electronic chattel paper to raise funds

Chattel paper financing is an important method of acquisition (purchase or lease) of large ticket consumer goods and equipment, in particular, motor vehicles. In the typical case, the dealer sells the goods to the customer on secured credit terms and transfers the contract (called “chattel paper”) to a third party financial institution which takes physical possession of the paper to prevent further dealings. The transfer of the chattel paper from the dealer to the end-user, and from the dealer to the financier are both treated as creating security interests for the purposes of the PPSA.

To facilitate chattel paper financing, the PPSA enacts a special priority rule aimed at protecting the dedicated chattel paper financier. The rule gives the chattel paper financier priority over certain prior perfected security interests, but the rule only applies if the financier takes possession of chattel paper. The possession requirement inhibits the development of electronic chattel paper and it means that chattel paper financiers must continue to rely on printed forms. The costs of generating, processing and storing printed forms are substantial and these costs end up being passed down to consumers and businesses.

Revised Article 9 contains provisions aimed at facilitating the use of electronic chattel paper by allowing for perfection by control of a security interest in chattel paper and providing that a security interest in electronic chattel paper perfected by control has priority over competing security interests. There should be similar provisions in the Ontario PPSA.

vi. Validating security over vehicle collateral, in the PPSA and RSLA, where the vehicle identification number is set out in the registration despite a debtor name error

Registration is the main method of perfecting (or making effective against third parties) a security interest for the purposes of the PPSA. Perfection is important because an unperfected security interest is ineffective against the debtor’s trustee in bankruptcy and against a third party transferee of the collateral for value. Moreover, an unperfected security interest is also subordinate to a competing perfected security interest in the same collateral and to the interest of execution creditors.

Where the collateral is a motor vehicle held as consumer goods, the secured party must include in the financing statement the debtor’s name (as a general rule matching the exact name and birth date on the debtor’s birth certificate) and also the Vehicle Identification Number (VIN). For example, a lessor using “Joe Smith” instead of “Joe A. Smith” would lose the goods to a bankruptcy trustee or another third party. There have been several cases where the secured party has mistakenly put the wrong debtor’s name in the financing statement, but correctly stated the VIN. The Ontario courts have held that in cases like this, the correctly stated VIN cures the debtor’s name error with the result that the registration remains valid. Codification of this case law in the PPSA and RSLA would assist secured parties in high volume vehicle registrations to properly register their security. This approach would also be consistent with Ontario’s Used Vehicle Information Package requirements.

vii. Repealing the five year cap on registrations related to consumer goods collateral

The panel supports the Ontario Government's budget commitment to "introduce an amendment to the Personal Property Security Act to remove the current five-year limit on the registration period with respect to collateral that is or includes consumer goods".

Ontario is the only jurisdiction in Canada that maintains a 5 year cap on registrations related to consumer goods. In practice, many consumer transactions maintain terms longer than 5 years, such as a 7 year loan for a pickup truck or a new motor boat and engine. The 5 year rule adds to the lender's costs of doing business because the lender must diarize the statutory 5 year expiry date, then file a renewal and send a copy of the renewal to the borrower. These costs are passed back to consumers.

Minister's Orders

The regulations made under the PPSA and RSLA were largely repealed in August 2007 and replaced by Minister's Orders. However, these Orders are not on the Ontario government's E-Laws website or easily found on the website of the Ministry of Government and Consumer Services. The Minister's Orders include, among other things, rules about the information required for the completion of a financing statement or claim for lien, such as naming the debtor. Providing easy access to this mandatory content is critical for ensuring that a party can properly register a security interest, and for a party not to be unsecured against other creditors or trustees in bankruptcy. The panel acknowledged the importance of allowing the public to access Minister's Orders more easily.

Recommendation 4b: Make the Minister's Orders under the *Personal Property Security Act* and the *Repair and Storage Liens Act* more readily accessible to the public

3.5 Facilitating market activity and promoting small business growth through greater certainty, clarity and efficiency in business legislation

The panel reviewed a number of acts that have an important role in facilitating market transactions in the economy including the *Repair and Storage Liens Act*, the *Arthur Wishart Act (Franchise Disclosure)*, and Business Information and Registration Legislation. The panel also discussed other legislation that impacts small business such as the *Apportionment Act*, the *Retail Business Holidays Act* and the *Factors Act*.

Repair and Storage Liens Act

The *Repair and Storage Liens Act* (RSLA) sets out the rights of repairers and storers as well as the rights of individuals whose goods have been repaired and stored. The RSLA is a regime used largely by small businesses, such as motor vehicle repairers and storers of personal articles or watercraft over the winter. These small business operators are often unable to obtain exact names and birth dates of customers to meet the registration requirements. If the RSLA allowed registration by vehicle identification numbers or other serial numbers, then it would assist creditors who are able to obtain the VIN or serial number, but not the debtor name.

Recommendation 5a: Make the *Repair and Storage Liens Act* more friendly to users, most of whom are small businesses

Arthur Wishart Act (Franchise Disclosure)

The *Arthur Wishart Act (Franchise Disclosure)*, which has been fully in force since 2001, was designed to provide rights and obligations for franchisees and franchisors and to support properly-informed investment decisions.

There are an estimated 1,300 franchise brands operating in Canada with over 78,000 franchise units across Canada.³ Franchise brands are found in a wide variety of industries including food, hotel, car rental, travel,

³ [Canadian Franchise Association](#)

real estate, pharmaceuticals, optical, education, day care, and in-home care with approximately 1 million Canadians employed by a franchise.⁴ The franchise industry plays a significant role in Ontario's economy and is a natural vehicle for economic growth.

It is becoming increasingly challenging for franchisors to comply with the statute even with the advice of lawyers with expertise in franchising. The existing legislation has created significant uncertainty for both franchisors and franchisees. For example, Ontario is the only province to use non-exhaustive language (such as "all material facts" that remains undefined) which leaves significant room for interpretation on key items in the disclosure. Complying with the Act is very costly as companies are increasingly required to spend on internal and external legal counsel to ensure the customized disclosure requirements are being met. This places a disproportionately high financial burden on the small and medium-sized enterprises that are otherwise well-suited to use the franchise model as a vehicle for expansion of their businesses, and also creates a significant barrier to entry into the Ontario retail marketplace for foreign businesses.

Recommendation 5b: Update the *Arthur Wishart Act (Franchise Disclosure)* to create more disclosure certainty for users

A review of the Act should consider the recommendations set out in the Ontario Bar Association's 2015 submission on the Act. It should also consider the significant uncertainty around the material facts that are required to be included in the franchise disclosure document, as well as the associated compliance costs. These costs are borne by both franchisors working to comply with disclosure requirements and franchisees working to obtain proper advice on the resulting disclosure documents, in order to make informed investment decisions.

Business Information and Registration Legislation

Recommendation 5c: Review the business information and registration legislation (*Business Names Act, Corporations Information Act, Electronic Registration Act, and Extra-Provincial Corporations Act*) to facilitate market transactions and make the legislation user-friendly, especially for small business

Priority should be given to the following issues:

- i. Reviewing and rationalizing the various statutes providing for business registration and information with a focus on ease of use for small businesses**

Legislation should be easy to navigate. The current business information and registration statutes overlap in certain respects. For example, both the *Business Names Act* and the *Extra-Provincial Corporations Act* regulate names used by business entities in Ontario. As a result, the registration requirements can be difficult to navigate for businesses, causing many small business owners to seek out costly legal advice. The legislation should be organized in a more intuitive way and provide more effective guidance to facilitate "self-service" by small businesses, potentially under one comprehensive statute.

- ii. Revising the legislation to be more flexible and adaptable to changing business needs**

Legislation should keep pace with business developments to support global investment in Ontario. The current legislation evolved in an earlier business environment. For example, it expressly contemplates travelling salespeople but not internet commerce. The legislation also does not consider the many different types of business entities operating and often used internationally, making compliance sometimes uncertain as it can be difficult to determine how to designate an entity under the Ontario legislation. Professional legal advice is required to evaluate whether the entity is a partnership, a corporation, or another enterprise type. This can often require a discussion with Ministry staff and an attempt to "fit" the foreign entity by analogy into an appropriate category of entity contemplated by Ontario's regulations.

- iii. Evaluating whether there are opportunities to rationalize and simplify the information collected from business, considering both the content and timing**

⁴ [Canadian Franchise Association](#)

Information collected from businesses should be purposeful and complete. A range of information is collected from business during the registration process. This includes the names and addresses of directors and officers, the Canadian residency status of directors, the principal office in Ontario, the date on which the entity commenced operations in Ontario, and the name and address of the entity's chief officer or manager in Ontario. Information should only be required if it is necessary to fulfill a function or realize a clearly defined policy or program objective. Otherwise, it creates an unnecessary compliance burden on business.

iv. Improving cooperation among provinces to simplify compliance for businesses operating across Canada

There should be better cooperation among provinces. Each province requires the same or similar information to be registered publicly. However, both the requirements and the submission forms differ across Canada. As a result, businesses operating throughout Canada face increased costs of compliance.

v. Considering the necessity of the licensing requirements under the *Extra-Provincial Corporations Act*

Licensing requirements should be re-considered. Non-Canadian businesses that operate locally require a discretionary license. The exercise of discretion in granting a license if the business meets the requirements of the legislation appears to be redundant. In addition, there appears to be no clear benefit to maintaining the requirement for a non-Canadian corporation to hold an extra-provincial license in order to hold an interest in land in Ontario.

vi. Improving ease of compliance to reduce the regulatory burden on business and establishing a system which allows easy self-service

Compliance should be made easier for business. Leading international jurisdictions maintain a user-centered interface with an electronic database for registration and filing information. It is accessible 24/7, to help attract business. Government should move to a more simple process for electronic registration and filing of required information.

4. Conclusion and Next Steps

The panel's report to the Ministry is a strong endorsement of the commitment to update corporate and commercial legislation. The recommendations have been carefully considered and strongly supported by the panel as priority actions that require immediate attention for reforming the province's business law.

The panel recognizes that there are various factors which play a role in these recommendations including urgency, cost and complexity. The recommendations made in this report are aimed at attracting and retaining business and capital by facilitating market transactions and increasing certainty for business and consumers. In order to fully realize this objective, the development of a process to keep corporate and commercial law current should be implemented in parallel with the other recommendations.

The panel encourages the government to share these recommendations with the business and legal community and with the public for their consideration and input as the government moves forward with its commitment to ensure Ontario has laws that facilitate a prosperous business climate.

Recommendation 6: Make this report available to the public to encourage broader input from a variety of perspectives on the recommendations and considerations set out by the panel

Appendix A: Experts Consulted

The panel invited a number of experts to provide important perspectives in the panel meetings on the issues discussed in this report:

Table 4: Experts who provided input on panel discussions and the report recommendations

Experts (Position, Organization)
Frederick H. Alexander (Counsel, Morris, Nichols, Arsht & Tunnell)
Tamara Buckwold (Professor, University of Alberta)
William H. Clark, Jr. (Partner, Drinker Biddle and Reath LLP)
Andraya Frith (Partner, Osler, Hoskin & Harcourt LLP)
Elizabeth Hall (Director of Policy and Public Affairs, Ontario Bar Association)
Mike P. Moffatt (Assistant Professor, Ivey School of Business – Western University)
Geoffrey Morawetz* (Judge, Superior Court of Justice of Ontario)
Finn Poschmann (Vice President, Policy Analysis, C.D. Howe Institute)
Peter Viitre (Partner, Sotos LLP)
Herman Wilton-Siegel* (Judge, Superior Court of Justice of Ontario)
Roderick J. Wood (Professor, University of Alberta)
Cornell Wright (Partner, Torys LLP)

*Participated in the panel discussions but did not provide input into the recommendations

Appendix B: Panel Member Biographies

Jennifer Babe (Partner, Miller Thomson LLP)

Jennifer Babe's practice emphasizes commercial law, focusing on secured transactions, the securing of sales and leases of significant products and the purchases of businesses, assets and shares.

Jennifer serves several auto acceptance companies as if she were their in-house counsel for Canada for both retail and wholesale operations and their day to day operating needs. She has an extensive practice in advising vehicle manufacturers and lessors in dealings with fleet and daily rental company customers, vehicle remarketing and auctions.

Jennifer assists clients in complying with consumer protection legislation, privacy laws, and other statutes of key concern to clients with retail operations.

Jennifer has special expertise in the laws of personal property, as governed by Personal Property Security legislation. With extensive practical experience in these Acts for each province of Canada, and at the Federal level, she writes and lectures regularly on them, staying at the forefront of these ever-changing laws, in order to respond to client needs.

Terry Burgoyne (Partner, Osler, Hoskin & Harcourt LLP)

Terry advises leading Canadian and international companies in executing complex, multi-jurisdictional transactions. He has over 30 years of business law experience, principally in private M&A, joint ventures and strategic alliances, cross-border transactions and professional services businesses. For six years, Terry served as Managing Partner of the firm, with responsibility for business strategy and client relationship management, and as a member of the firm's Executive Committee. He also practised with the firm's office in London, England.

Gordon Davies (General Counsel, OpenText Corporation)

Gordon Davies became OpenText's Chief Legal Officer and Corporate Secretary, also serving as the Corporation's Compliance Officer in September 2009.

Prior to joining OpenText, Gordon was the Chief Legal Officer and Corporate Secretary of Nortel Networks Corporation. During his sixteen years at Nortel, he held key roles including Deputy General Counsel and Corporate Secretary, interim Chief Legal Officer and Corporate Secretary.

As General Counsel— Corporate, he led the Corporate Securities legal team and provided legal support on all corporate and securities law matters. Additionally, he spent five years as General Counsel, EMEA, supporting all aspects of the Europe, Middle East and Africa (EMEA) business.

Gordon holds an LL.B and an MBA from the University of Ottawa, and a BA from the University of British Columbia. Gordon has previously served on the boards of various subsidiaries of Nortel Networks Corporation. Currently, he is a member of the Law Society of Upper Canada, the Canadian Bar Association, the Association of Canadian General Counsel and the Society of Corporate Secretaries and Governance Professionals.

Doug Downey (Partner, Lewis, Downey, Tornosky, Lassaline & Timpano)

Doug is designated as a Specialist in Real Estate Law by the Law Society of Upper Canada. He was Treasurer (2010-14) and Secretary (2009-10) of the Ontario Bar Association which represents 17,000 lawyers on a wide variety of issues. He has been a Professor for Laurentian University at Georgian College; taught for the Real Estate Bar Admission Course; and occasionally lectures when asked.

Doug obtained his Hons. B.A. from Wilfrid Laurier University; M.A. specializing in Judicial Administration from Brock University; a Law Degree from Dalhousie University at Halifax; and a Master of Laws in Municipal and Development Law through Osgoode Hall Law School.

Doug is currently the host of 'Politically Speaking, Orillia' on Rogers TV. This is a current events show with interviews of federal, provincial, municipal and school board elected officials. He is the Ontario Bar Association Lead for the development of the innovative Law Practice Program (alternative to articling) in a strategic alliance with Ryerson University. At the request of the Treasurer of the Law Society he sat on the Library and Information Support Services committee developing recommendations. In 2013 Doug was appointed by the

Province of Ontario to the Expert Panel on the Regulation of Home Inspectors.

Tony Duggan (Professor, Faculty of Law, University of Toronto)

Tony Duggan holds the Hon. Frank H. Iacobucci Chair in the Faculty of Law at the University of Toronto. He was appointed to the Faculty in 1999. Previously, he held the Henry Bournes Higgins Chair in Law at Monash University, Victoria, Australia. He was Associate Dean at the University of Toronto from 2002-2004 and Sub-Dean of the Faculty of Law, University of Melbourne from 1980-1983. Professor Duggan currently teaches secured transactions, bankruptcy law and trusts. He has published widely in these areas and also in the areas of contract law, consumer credit and consumer protection.

Kenneth Fredeen (General Counsel, Deloitte LLP)

Mr. Fredeen is General Counsel, Secretary to the Board, and a member of the Leadership Team with Deloitte LLP, Canada's largest professional services firm. Mr. Fredeen provides strategic legal advice to the CEO, senior management and the Board, and is responsible for a wide range of significant and complex legal matters.

Mr Fredeen is a leader in the legal profession in Canada and the General Counsel community in particular. He is an Executive member of the Association of Canadian General Counsel and the Legal Leaders for Diversity and is a frequent speaker and panel member on topics related to the role and challenges of the General Counsel, diversity and in house practice management. In 2013 he was recognized by Canadian Lawyer magazine as one of Canada's top 25 most influential lawyers and judges in Canada. Mr Fredeen is a lecturer at the CCCA/Rotmans Business Leadership Program for In-house Counsel.

Mr. Fredeen serves as Chair of the Board of The Learning Partnership, a national organization which supports public education in Canada, a member of the board for Canadian Business SenseAbility, a recently established not-for-profit entity supporting the employment of people with disabilities, and a member of the board for the Canadian Centre for Ethics and Corporate Policy.

Carol Hansell (Founder / Sr. Partner, Hansell LLP)

Carol Hansell is the founder and Senior Partner of Hansell LLP. Over her more than 25 years in practice, she has led major transactions for public and private corporations and governments. She now leads an independent firm, dedicated to advising boards, management teams, institutional shareholders and regulators in connection with legal and governance challenges. She is regularly engaged in connection with special committee mandates, board investigations, governance reviews, dissident engagements with boards and proxy fights.

Carol has served on boards of organizations across a variety of sectors – public companies, Crown corporations, healthcare, not-for-profit and arts organizations. She currently serves on the boards of the Global Risk Institute in Financial Services, SickKids Foundation, the Toronto Symphony Orchestra and the International Corporate Governance Network (ICGN). She has served on the boards of the Bank of Canada, the Public Sector Pension Investment Board, Toronto East General Hospital and Royal Group Technologies Inc. She was inducted as a Fellow of the Institute of Corporate Directors (ICD) in 2013 and received the Lifetime Achievement Award in Investor Relations in 2015. She is the only non-American to serve as the Chair of the Corporate Governance Committee of the American Bar Association (Business Law Section) and continues to serve as Special Canadian Advisor to the Corporate Laws Committee of the ABA. In 2015 she was elected as an inaugural Fellow of the American College of Governance Counsel and serves as a member of that organization's Board of Trustees.

Sheila Murray (General Counsel, CI Financial Corp)

Ms Murray is Executive Vice President, General Counsel and Secretary of CI Financial, Canada's second largest independent mutual fund company. In this role she is a member of the executive team of CI and provides strategic, securities regulatory and governance advice to the company and its Board of Directors. Ms Murray joined CI in 2008 after a 25 year career at Blake, Cassel's and Graydon LLP where she practiced securities law with an emphasis on mergers and acquisitions, corporate finance and corporate reorganizations. Ms Murray has been a member of the Securities Advisory committee to the Ontario Securities Commission and was a member of the team of Blakes' partners that advised the Canadian securities regulators on the reformulation of securities regulation and the creation of new rules and policies. She has been a panelist or speaker at a number of conferences on securities law and governance topics and has taught the securities law component of the Intensive Program on Business Law, Business Associations and Corporate Finance at Osgoode Hall Law School and currently teaches Securities Regulation and Corporate Finance at University of Toronto's Global Professional LLM in Business Law Program.

Christopher Nicholls (Professor, Western Law - Western University)

Christopher C. Nicholls holds the Stephen Dattels Chair in Corporate Finance Law at Western University's Faculty of Law, and was named a Western University Faculty Scholar in 2013. He also serves as Head of Research and Policy, Capital Markets Institute, Rotman School of Management, University of Toronto, is an Affiliated Scholar, National Centre for Business Law, UBC Faculty of Law, a Research Fellow with the Filene Research Institute, Madison Wisconsin, and a public director of the Mutual Fund Dealers Association of Canada. He was the inaugural holder of Dalhousie Law School's Purdy Crawford Chair in Business Law and has also visited at Osgoode Hall Law School (as Falconbridge Visiting Professor of Commercial Law) at the University of Cambridge (as a Herbert Smith Visitor) and at the law faculties of Queen's University and the University of Toronto. Before beginning his academic career, he practiced corporate and securities law with major firms in Toronto and in Bermuda. He also served, from 2004-2006, as a Member (Commissioner) of the Nova Scotia Securities Commission. He is the author of numerous articles in the business law field as well as five books: *Corporate Law*, *Securities Law* (co-author with Jeff MacIntosh), *Financial Institutions: the Regulatory Framework*, *Corporate Finance and Canadian Law* (now in its second edition) and *Mergers, Acquisitions, and Other Changes in Corporate Control* (now in its second edition). He is a graduate of the University of Ottawa/Université d'Ottawa, Osgoode Hall Law School and Harvard University.

J.A. Prestage (Partner, Blake, Cassels & Graydon LLP)

J.A. (Jay) is Practice Group Leader of the Research Group. He assists clients and other lawyers in the Firm in researching and analyzing challenging legal issues in order to provide practical, timely and cost-effective opinions and advice. He also assists in preparing legal arguments for significant litigation, including class proceedings.

For 15 years prior to his current position, J.A. carried on a wide-ranging litigation practice at Blakes. He has appeared before both trial and appellate courts in Ontario and Saskatchewan, before the Tax Court of Canada, the Federal Court of Canada and the Supreme Court of Canada, as well as before many administrative tribunals.

J.A. continues to litigate disputes in respect of pension plans and pension surpluses, and has acted as counsel for plan sponsors or fund custodians in several pension-related class actions.

David Stevens (Partner, Gowling Lafleur Henderson LLP)

David Stevens is partner in the business law department in Gowlings' Toronto office. David's practice focuses exclusively on taxation concentrating on corporate tax, personal tax planning and charities.

David's corporate tax practice involves advising clients on corporate finance, reorganizations and mergers and international tax planning. His personal tax and charities practice focuses on succession planning, family trusts, offshore planning, private foundations and charities compliance.

David was a law professor at the Faculty of Law, McGill University from 1983 to 1999.

Patrice Walch-Watson (Partner, Torys LLP)

Patrice Walch-Watson is an experienced business lawyer who regularly plays a leading role in advising some of Canada's largest public, private and government businesses in "bet the company" transactions. Patrice has a wealth of experience, particularly in cross-border matters, and focuses her corporate and securities practice primarily in the areas of mergers and acquisitions, public and private corporate finance, privatizations, and corporate governance. Patrice has particular expertise in business transactions involving government-owned enterprises. She leads the firm's agribusiness initiative. Patrice regularly advises clients on ongoing securities regulatory compliance and corporate governance best practices.

Shortly after the submission of this Panel's report to the Minister, Patrice will be leaving Tory LLP to join Canada Pension Plan Investment Board (CPPIB) as Senior Managing Director, General Counsel and Corporate Secretary.

Cynthia Williams (Professor, Osgoode Hall - York University)

Professor Cynthia Williams joined Osgoode Hall Law School on July 1, 2013 as the Osler Chair in Business Law, a position she also held from 2007 to 2009. Before coming to Osgoode, she was a member of the faculty at the University of Illinois College of Law and, prior to that, she practised law at Cravath, Swaine & Moore in New York City.

Professor Williams writes in the areas of securities law, corporate law, corporate responsibility, comparative corporate governance and regulatory theory, often in interdisciplinary collaborations with professors in anthropology, economic sociology, and organizational psychology.

Her book *The Embedded Firm: Corporate Governance, Labor, And Finance Capitalism*, co-edited with Osgoode Professor Peer Zumbansen, was published in 2011 by Cambridge University Press and was featured at the Society for Socio-Economics (SASE) Annual Conference in 2012 at MIT.

Professor Williams also engages in policy work through her board membership in the Network for Sustainable Financial Markets, a think-tank of academics and financial market participants; the Climate Bonds Initiative, an NGO established to create a new asset class, Climate Bonds, in order to finance the transition to a low-carbon economy; and as a member of the U.S. Environmental Protection Agency's Environmental Finance Advisory Board.