

Part III: Ins and Outs of a Shareholder Agreement

Business Law Section

Date: Wednesday, April 30, 2025 | 1:00 pm to 4:00 pm

Location: Webinar

Program Chairs: **Michael Segal**, Loopstra Nixon LLP
Ghazal Hamedani, Kalfa Law



This program contains:
0hr 15m of Professionalism Content
2hr 45m of Substantive Content

[This program is also part of Corporate Law Essentials Series.](#)

Hear from our expert faculty as they delve into the essential elements and strategic considerations in shareholder agreements. You'll gather practical insights for aligning with unique business needs, addressing corporate governance challenges and preventing disputes. Walk away equipped to tackle key issues including:

- Understanding the Parties: Identifying the shareholders, distinguishing between unanimous shareholders and other parties, and defining the relationship between shareholders and the company.
- Role of a Shareholder Agreement: The significance of shareholder agreements and their role in ensuring clarity and governance.
- Key Provisions, such as ownership and share structure, roles and responsibilities of shareholders, corporate governance and finance provisions
- Exit Strategies and Dispute Mechanisms: Drafting effective provisions to manage shareholder exits and resolve conflicts.

Join us for clarity and expert guidance on the fundamental and strategic considerations in creating and interpreting shareholder agreements!

1:00pm Welcome and Opening Remarks

1:05pm **Identifying the parties and your clients**

Caroline Samara, McMillan LLP

- Who should be named as shareholder
- Distinction between unanimous shareholder vs. shareholder
- Relationship to company vs. relationship to other shareholders

1:40pm **What is a shareholder agreement?**

Shuhang Zhong, Loopstra Nixon LLP

- Role of a shareholder agreement
- Key considerations and goals
- Types of restrictions typically put in place

2:15pm Health Break

2:30pm **Key provisions**

Matthew Kindree, Pallett Valo LLP

- Ownership of shares and share structure
- Roles and responsibilities of shareholders
- Corporate governance and corporate finance
 - Dividend policies
 - Waterfall provisions
 - Restrictive
 - Things requiring special majority

3:10pm **Exit Strategies**

Michael Nowina, Baker & McKenzie LLP

- Mediation and arbitration provisions
- Right of first refusals
- Dos and don'ts, including sample clauses

3:45pm **Interactive Q+A**

4:00pm Program Concludes

PROGRAM REGISTRATION IS ONLINE www.oba.org/pd

Questions? pd@oba.org