


Canadian Startups
& Start Small
Expansions



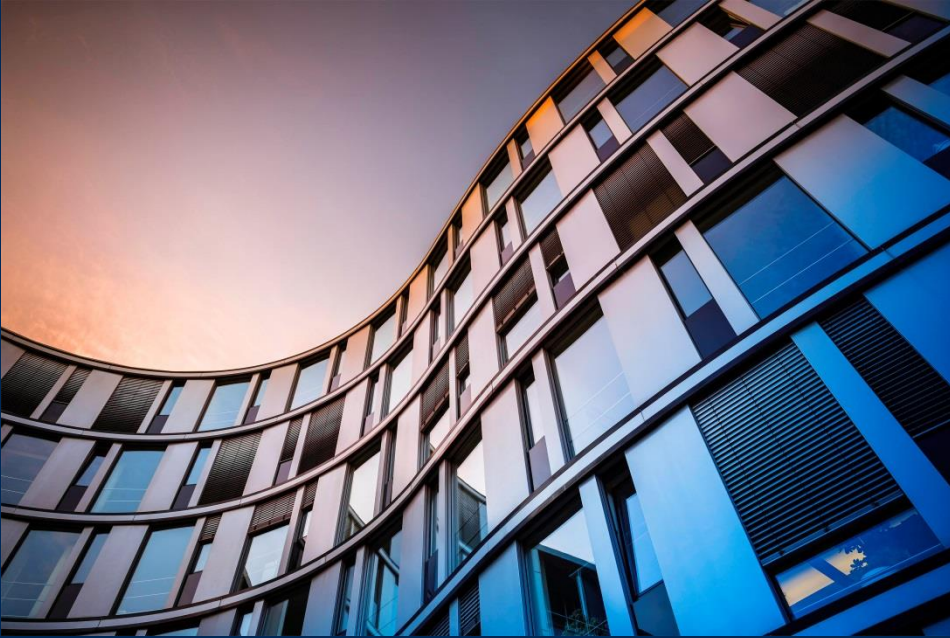


Baker McKenzie will provide your Canadian startup, or "start small expansion", with the services it requires--when they are required.

Our area experts will work with your business to build the legal foundation it requires to succeed in Canada. This is not a matter of establishing a checklist—it's a matter of ensuring you understand your options, and creating a custom plan to achieve scalability without incurring unnecessary liability.

Baker McKenzie delivers a global product at the local level.

Baker McKenzie is a global firm—77 offices across 47 countries—with experts in almost every industry and legal sub-practice. We work hard to ensure each of our clients—large or small—benefit from the full range of our services and expertise. Our services are truly adaptable to any business idea.



Establish a business structure

■ Choose a business structure

Baker McKenzie has a dedicated team of experts that can advise on how best to structure your business having regard to your particular circumstances. The most commonly formed Canadian business structure is a corporation. We can assist with the setup and organization of a corporation quickly and efficiently. Once your corporation is in existence we can efficiently maintain corporate records, handle all routine annual filings, and prepare annual corporate resolutions.

■ Shareholders agreements

Where there is more than one owner of a Canadian corporation, it is often advisable to enter into a shareholders agreement. The shareholders agreement will govern the relationship between business owners and minimize misunderstandings as the

corporation continues to grow and develop. Baker McKenzie has extensive experience in drafting shareholders agreements to ensure owners legally establish their rights and obligations with regard to their business interests.

■ Raise capital

Startup businesses must raise money. Often this money is raised through equity financing, debt financing or a combination of both. At the earliest rounds of financing, corporations often issue shares in the capital of the corporation to friends, family, close business associates and "angel" investors who want to invest in a promising venture. There are a number of legal options available to startup businesses to raise capital in compliance with corporate and securities legislation.

As is often the case with startup businesses, there is no one generic form of financing that will be suitable

for all. Baker McKenzie will work with you and your financial/accounting advisors to determine what is most appropriate for your business, having regard to your corporate needs. Our dedicated capital markets team works with a number of private companies in all sectors, including technology, healthcare, biotech, devices and others.

Baker McKenzie can also work with its extensive network of clients and contacts in the capital markets industry to provide opportunities for start up entrepreneurs to work with them to access the startup capital needed for their businesses.

Service	Fee
Initial Business Structuring Consultation	after initial free ½ hour -\$1,500
Incorporation	\$2,500
Basic Shareholders Agreement	\$3,000- \$7,000
Additional Services	hourly



Protect intellectual property

Intellectual property assets can be among the most valuable assets your company owns. If you plan to do business in Canada, you must understand the obligations and protections afforded by Canadian IP legislation.

With decades of experience across more than 46 countries, we are positioned to help protect, manage and enforce your IP rights, wherever your products and services are sold or marketed.

We look at IP management the way you do—as a strategic issue that serves to help you protect and grow your business. We have developed people, processes and technologies to support legal maintenance of copyright, patents, trade secrets and trademarks, supporting commercial, financial and taxation issues associated with sound stewardship of IP.

We provide the full spectrum of IP-related legal services, including trademark portfolio management, IP acquisition, licensing, application and prosecution, anti-piracy initiatives and IP rights enforcement. Our lawyers are experienced in

handling IP infringement actions before courts in Canada, the U.S., Europe and across Asia and Latin America.

■ Here are ways we help

Local and international brand management. Our experience can help you protect and grow your brand, whatever its current size, wherever you do business and want to do business.

Commercial IP. We will advise you on all aspects of commercial IP, including purchase, sale and licensing of your IP rights.

Tax and IP. We will advise you on IP issues related to starting business in Canada, tax planning, transfer pricing, insolvency and financial restructuring.

Marketing, advertising and promotions. We apply our IP expertise on marketing, advertising and promotions, including compliance with regulatory requirements relevant to your brands and other IP assets.

Trade secrets. We counsel clients on complex trade secrets and

confidential information matters, including first instance and breach of confidence litigation. We are also experienced in cybersecurity preparation and crisis response, and perform risk-analysis for clients in M&A transactions.

Anti-piracy and anti-counterfeiting. If your company sells or markets goods in foreign countries, we can help you avoid the negative domestic and global impact of pirates and parallel importers.

Service	Fee
Preliminary trademark availability search	\$400
Full clearance search	\$2,000
Filing trademark application	\$1,850
Non-disclosure agreement	\$500 - \$1,500
Prep / review / revise IP contracts	\$500 - \$3,000
Additional services	hourly



Implement enforceable employment agreements & policies

■ Establish enforceable employment agreements

In Canada, employers must immediately implement written employment agreements with all employees to effectively limit their liability. This is essential to ensure an employer can adapt its workforce to satisfy evolving organizational needs without prohibitive costs.

Written employment agreements are also necessary to impose reasonable limits upon employees when employment ends—preventing them from immediately setting up a competing business, soliciting your business's employees and clients, and protecting against the use and disclosure of your business's confidential and proprietary information.

Baker McKenzie will work efficiently with your startup to draft enforceable written employment agreements that

are tailored to your business needs, and will help you establish a practice of implementing agreements with future employees.

■ Implement employment policies for compliance

Most Canadian jurisdictions require specific workplace policies and procedures. An "employee handbook" outlining employment policies and procedures is crucial for ensuring legal compliance and employee risk management. For example, to ensure legal compliance and to protect your business, your employee handbook must include an occupational health and safety policy, a human rights and accommodation policy, and a privacy policy addressing confidentiality of employee information.

Baker McKenzie will help you define policies and procedures that will compliment the business culture and

environment you seek to establish, and will work to ensure you understand the unique challenges your organization will face in Canada.

■ Litigation

Baker McKenzie has high level expertise in handling workplace litigation. While our initial focus is to prevent such litigation, we are prepared to defend your business, if and when such litigation arises.

Service	Fee
Custom Employment Agreement Template	\$750
Basic Employee Handbook	\$1,500
Additional services	hourly



Mobility - Immigration and Compliance

Before bringing your foreign entrepreneur to Canada, engaging foreign staff, consultants, or other foreign talent, Baker McKenzie can guide you through the process of ensuring they are eligible to provide services to your Canadian business while ensuring the company remains compliant with the employer compliance regulations.

Baker McKenzie's Canadian immigration team can provide you with individualized assessments and a step-by-step action plan to enable key staff to work in Canada. We can also review your business plan from an immigration and compliance perspective, enabling you to focus

on building up your Canadian operations.

Bringing your key staff to Canada is just the start of your engagement with the Canadian immigration system. You may wish to keep employees in Canada for longer periods, which may require applications for permanent residence and/or for renewals of their work permits.

If you wish to relocate staff permanently, our lawyers can help you navigate Canada's new immigration system, called Express Entry, as well as other permanent resident programs available through the provinces.

As your staff take on new responsibilities and their roles evolve, Baker McKenzie can guide you through the process of making any relevant applications to the immigration authorities for a change in their conditions or status.

Service	Fee
Initial consultation to establish immigration options and outline related processes	\$1000
Initial ICT Startup Work Permit	\$6,500
Additional services	hourly



Advertising and Marketing

Knowledgeable Team

Advertising is crucial to launching any new business. Canada has multi-layered, highly-enforced advertising and marketing regulation and penalties for non-compliance are significant.

Baker McKenzie's Canadian advertising/marketing law practice comprises an experienced team of lawyers with extensive skills and track record providing legal support in advertising and marketing law for both new and more established businesses.

We are advertising/marketing counsel to high-profile Canadian and multinational companies in the consumer products, food and drug, technology and financial services sectors, among others, handling all their Canadian advertising/marketing law matters. We support marketing efforts for launching new products, services and business lines. We also coordinate global

advice for Canadian companies expanding internationally.

Baker McKenzie is ranked in both The Legal 500 and Chambers Canada in the area of advertising and marketing law.

Advertising Claims, Standards and Compliance

We will advise you on:

- marketing campaigns
- promotions
- disclaimers
- testimonials and endorsements
- product claims
- pricing claims
- social media platform requirements
- French language laws
- Canada's Anti-Spam Law (CASL)

E-commerce

Consumer agreements in Canada are subject to extensive provincial

regulation and failing to get the details right can lead to fines, legal actions or simply lost business. We assist with:

- electronic contracts
- subscription/auto-renewals
- online services regulation
- mandatory disclosures
- privacy and security policies
- terms and conditions

A **Website Audit** will provide a high level overview of a company's existing website to identify issues that require changes to copy or legal terms or to flag issues that require more detailed legal review for compliance with Canadian laws.

Service	Fee
Website Audit	\$1,500
Additional Services	hourly



Trade and Customs

Strategic Advice

We advise our clients on strategic global sourcing and supply considerations, and assist in developing compliance programs and responding to enforcement actions across all industries and service sectors. Through our knowledge and understanding of the Canadian laws, regulations, and current practices of the relevant government agencies, we deliver a broad range of quality legal services required to respond to any business need.

As part of the Baker McKenzie International Commercial & Trade Practice Group, we regularly collaborate with our colleagues in all of the major jurisdictions around the world with respect to trade and customs matters and coordinate a multi-jurisdictional approach when assisting our clients. Our lawyers can help you comply with complex rules to ensure that your products are well received in Canada and all over the world. We assist companies succeed in international commerce.

Scope of Services

Trade Remedies. We act in anti-dumping and countervailing duty investigations, as well as in safeguard actions and in NAFTA Binational Panel Reviews. We also

develop dispute avoidance strategies.

Global Supply Chain Strategies.

We advise on all aspects of strategic customs planning and compliance and help our clients secure favourable customs rulings, develop valuation strategies, and establish their global manufacturing and distribution networks to minimize customs duties and compliance costs. We also conduct multijurisdictional studies to determine applicable duties and customs requirements.

Implementation of International Trade Agreements.

We act for businesses and industries in relation to all matters of trade regulations, customs, and compliance arising from the negotiation and implementation of multilateral, regional and bilateral trade agreements including NAFTA and CETA, among others.

Customs. We advise our clients on the full range of issues relating to the commercial movement of goods, such as customs valuation, tariff classification, rules of origin, country of origin determinations, the Administrative Monetary Penalty System, and duty drawbacks and remissions. We help our clients develop customs compliance manuals and conduct customs

compliance reviews, and have significant experience representing clients in customs audits conducted by the Canada Border Services Agency.

Export and Import Controls.

We advise our clients with respect to Canadian import and export control laws, and trade sanctions, including obtaining the required export permits for controlled goods. We help our clients understand the requirements of and obtain registrations under the Canadian Controlled Goods Program. We also have significant expertise with embargoes imposed by other countries and the Canadian implications of such embargoes, including the Canadian blocking measure that is meant to counter the U.S. embargo against Cuba.

Service	Fee
Initial consultation to provide an overview of Canadian customs considerations	\$1000
Additional Services	hourly



Baker McKenzie helps clients overcome the challenges of competing in the global economy.

We solve complex legal problems across borders and practice areas. Our unique culture, developed over 65 years, enables our 13,000 people to understand local markets and navigate multiple jurisdictions, working together as trusted colleagues and friends to instil confidence in our clients.

Contacts

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