

# Startup and Emerging Business Services

[startup@parlee.com](mailto:startup@parlee.com)



Whether your business is up and running and experiencing rapid growth, or is still in the ‘idea’ stage, choosing the right legal team is one of the most important decisions an entrepreneur can make.

As a full-service firm, Parlee McLaws LLP offers startups and emerging businesses tailored packages of services and documents at reduced, fixed rates to meet their legal needs in the areas most relevant to entrepreneurs, including business services, employment services, and intellectual property.



## Business Services

Although each business is unique, properly structuring the corporation and implementing specific safeguards will always be important. As such, we offer certain services and documents as part of our Startup and Emerging Business Package that ensures your business is protected and set up for success from the get-go.

### **Incorporation / Minute Book Review**

If you are planning on incorporating your business, it is crucial this is done properly to best protect yourself and your business. Although the incorporation process itself is relatively straight forward, there are several aspects to consider relating to the organization of the corporation which are easily missed or may not be taken care of in a timely manner by those unfamiliar with the process. These considerations include the composition of the corporation's board of directors, the corporation's share structure and share issuances, the adoption of corporate bylaws, and the proper filing and retention of corporate documents. Retaining a lawyer to incorporate your business (or to review the corporation's minute book if the business is already incorporated) is an invaluable step in ensuring the corporation is properly set up and is prepared for growth.

### **Shareholder Agreement**

A Shareholder Agreement is an agreement amongst the shareholders of a corporation that is intended to set out particular rights and restrictions of share ownership, govern the relationship between the shareholders, and restrict the powers of the corporation's board of directors. Well drafted Shareholder Agreements are also useful in a preventative sense in that they set out mechanisms for dealing with common topics and disputes among partners that arise in the course of share ownership, as well as provide a framework that can be relied upon when unforeseen issues arise.

Business Services cont...

### **Non-Disclosure Agreement**

A Non-Disclosure Agreement (NDA) should be implemented in any situation where a business will be disclosing confidential information to a particular recipient but wishes to prevent the recipient from disclosing the information to a third party. NDAs serve to protect and allow the disclosing party to retain control of their sensitive information by providing a mechanism for the disclosure of information for a particular limited purpose while imposing on the recipient strict prohibitions against disclosure outside of the permitted uses.

### **Subscription Agreement**

A Subscription Agreement is used to set out the terms that govern an agreement between a corporation and an investor whereby the investor “subscribes” for shares (or other securities of the corporation) in exchange for providing the corporation with capital. Such terms include the securities being issued, the price for the securities, payment terms, and the securities law exemption that will be relied upon. A properly drafted Subscription Agreement is an excellent resource for businesses to use to secure funding while remaining compliant with applicable securities laws.

### **Lease Agreement**

For brick and mortar businesses, renting is often more cost effective than buying, however a commercial lease is a complex legal document and reviewing it without an expert can mean important elements are overlooked or not addressed. Outside of the usual commercial provisions, such as the term of the lease and monthly rentals, there are numerous other commercial and legal provisions and terms that may significantly increase costs or may otherwise adversely affect your business. The commercial lease is often one of the top three expenses a business will have, and accordingly requires careful consideration. Our lawyers have been practicing extensively in the area of commercial leasing and have significant experience drafting and negotiating leases. We have acted for both landlords and tenants of all sizes and know the issues that concern both of them. This allows us to easily suggest alternatives to complete transactions and obtain leasing arrangements that meet your business needs. Remember that having a well drafted lease can save time, money and sleepless nights!



# Employment Services

Rapid growth and evolving business demands may necessitate the hiring of employees. Our labour and employment lawyers work closely with newly established businesses to ensure they have appropriate safeguards, policies, mechanisms and procedures in place to facilitate onboarding and prevent various employment related issues from hampering the growth of your small business. We can assist with formalizing relationships with your employees and independent contractors or review current agreements to ensure they meet the needs specific to your industry.

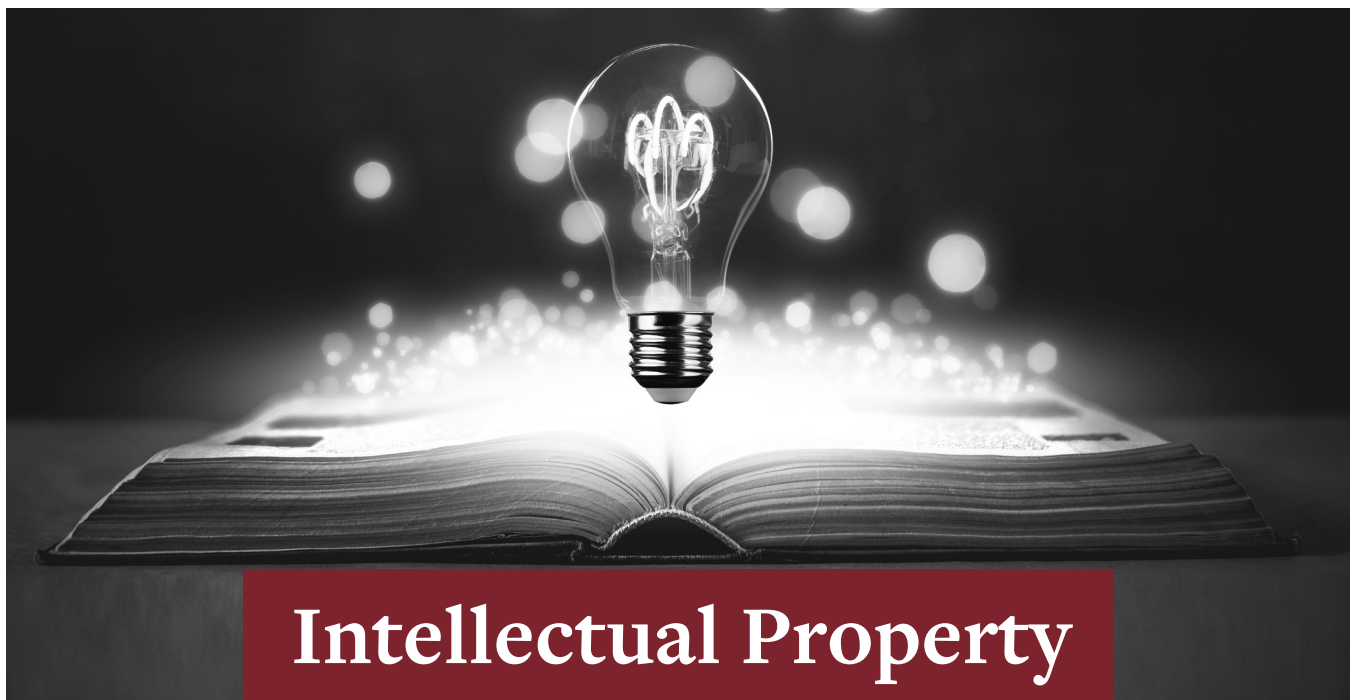
## Employment Agreements

Employment Agreements are crucial if your business anticipates hiring employees once it is up and running. A well-drafted Employment Agreement will significantly reduce a business's exposure to wrongful dismissal litigation. Further, in an increasingly innovation-based economy, the need for employers to protect confidential and proprietary information from misuse by current and former employees is becoming exceedingly important. Therefore, our Employment Agreements are intended to protect your business by clearly establishing expectations, entitlements, duties and obligations both during and after the period of employment.

## Contractor Agreements

In some industries and for some projects, it is common to hire independent contractors to provide specific expertise, knowledge and skill on a temporary, contract or project basis. In such cases, it is crucial for your business to clearly outline the terms, conditions and obligations expected during the term of the arrangement. Our Contractor Agreements clearly define ownership and obligations with respect to intellectual property and outline terms and conditions to avoid the unintended or inadvertent establishment of an employment relationship with individuals you intend to retain on a contractor basis.





**Intellectual Property (IP)** refers to a set of rights that are created or obtained as a result of innovation and creativity and includes inventions, designs, trademarks, and literary and artistic works. As part of our Startup and Emerging Business Package, our group of lawyers, patent agents and trademark agents consult with entrepreneurs on how to best preserve and protect their IP rights, which in turn can add significant value to their businesses.

### **Trademarks**

A trademark helps customers identify the source of products and services. Customers connect the quality of the products and services they purchase with the associated brand name or logo. Therefore it is important to choose the right trademark and to protect it properly to prevent others from exploiting the value you build in your brand. Initial trademark searches and filing comprehensive trademark applications are important elements to getting this aspect of your business right from the start. Trademark registrations also help to protect your brand online and give you a marketing advantage.

### **Patents**

Patents protect inventions and can be awarded for an inventive and useful “art, process, machine, manufacture or composition of matter”. A patent grants the patentee the exclusive right to make, use, or sell the patented invention in the country where the patent is granted. Patents are assets that can increase the value of your business by blocking competitors, providing negotiating leverage, and/or generating income. We work with start-up and small businesses to develop a patent strategy that works with their budget and goals. The first step to obtaining patent protection is preparing and filing a patent application with the help of one of our registered patent attorneys and agents.

## **Industrial Designs**

Industrial designs protect the visual appearance of a product, or put another way, how a product looks. Elements such as shape, configuration, pattern or ornament or any combination of these elements can be protected on either an entire product or part of a finished product. For example, think of how the screen on your smart phone looks or the unique shape of a well-known pop bottle. An industrial design registration grants exclusive use of the design to the owner and may be enforced to block competitors from making articles that are the same or do not differ substantially for the registered design. Including industrial design protection in your IP portfolio can give your business a stronger market position.

## **Plant Breeders' Rights**

Plant Breeders' Rights (PBR) is a form of IP that can be used to protect new plant varieties in Canada, including both genetically modified plant varieties and varieties generated by more traditional breeding techniques. PBR give the PBR holder (i.e. owner) the exclusive control over the propagating material of the plant variety including seeds, cuttings, and any other reproductive or vegetative material for propagation. Obtaining a PBR registration is a multi-step and multi-year process that can be challenging without an experienced practitioner on your team.

## **Copyright / Copyleft**

The owner of a copyrighted material can prevent others from using their original literary, dramatic, musical and artistic works in specific ways. For example, a copyright owner can prevent others from producing, reproducing, publishing or performing an original work, although there are a number of exceptions and defenses that can apply. In some cases your business may run into, or prefer to use, copyleft (granting the right to freely distribute and modify a work with the requirement that the same rights be preserved in derivative works created from that property) as opposed to copyright, or a combination of copyright and copyleft. Sorting out what your business can and cannot do with certain information and materials and how to stay on the correct side of both copyright and copyleft can be challenging without a knowledgeable guide.

# Why Parlee McLaws LLP?

## Full Service Firm

Parlee McLaws LLP is a full service firm, which encompasses 15 different practice areas and is home to more than 81 lawyers. Our in-house expertise and capacity allows us to assist with the full scope of your current legal needs and to be the advisors your business can rely on as it grows and expands.

Our teams work with a broad range of clients from a diverse set of industries including oil and gas, clean technologies, health and life sciences, software development, engineering, broadcast technologies, agriculture, nanotechnology, biotechnology, pharmaceuticals, medical devices, chemistry and the trades.

## Local Representation

Our firm is a proud supporter of the Alberta business community and has been working with clients to support their success and our province's growth for more than 100 years. With offices in Edmonton and Calgary, we understand the needs of local businesses and the challenges they face.

## International Connections

We maintain an active network of relationships with law firms and other professional advisors internationally, including the USLAW network. As your business matures and expands into international markets, we can ensure that your legal needs continue to be met.

## High Service Standard

We take pride in our work and build lasting relationships with our clients. Parlee McLaws LLP understands the diverse set of challenges startups and emerging businesses face and serves to deliver tailored solutions to meet your evolving needs. Our lawyers and agents will work closely with you to help you make strategic, informed decisions and to be your trusted legal advisor throughout all phases of your business's lifecycle.

Our firm provides high quality work with timely turnaround. We have reliable systems in place for managing deadlines, electronic files and communications, and have the capacity to handle unexpected or urgent situations. You can have confidence that your legal matters are staffed and serviced effectively and efficiently.

For more information, and to request an estimate, please contact our team at [startup@parlee.com](mailto:startup@parlee.com)

### Edmonton

1700 Enbridge Centre  
10175-101 Street NW  
Edmonton, AB T5J 0H3

Ph: 780.423.8500  
Email: [startup@parlee.com](mailto:startup@parlee.com)

### Calgary

3300 TD Canada Trust Tower  
421-7 Avenue SW  
Calgary, AB T2P 4K9

Ph: 403.294.7000  
Email: [startup@parlee.com](mailto:startup@parlee.com)



[twitter.com/ParleeMcLawsLLP](https://twitter.com/ParleeMcLawsLLP)



[linkedin.com/company/parlee-mclaws-llp](https://linkedin.com/company/parlee-mclaws-llp)

