

## SERVICE

# Franchise

With more than 50 years of experience involving more than 500 franchise systems, Osler's Franchise Group advises North American and international brands of all sizes in almost every product and service category.



## Related Expertise

- [Advertising and Marketing](#)
- [Distribution and Supply Chain Services](#)
- [Franchise Disputes](#)
- [Intellectual Property](#)

Osler's Franchise team comprises internationally recognized legal professionals — our Group is ranked Band 1 in *Chambers Canada* and recognized in *Chambers Global*, one of the leading legal directories — who have dedicated their careers to helping businesses grow through franchising.

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We are known for our ability to provide thorough but practical business advice and are highly regarded for our pro-active and responsive approach. Our lawyers help emerging and established Canadian franchisors launch or expand their businesses across the country and internationally, and United States and other international franchisors expand their businesses into Canada. We help franchisors comply with the unique requirements for franchising in the Province of Québec.

Our national, full service specialization in the franchise sector allows us to access legal professionals throughout our firm who have a thorough understanding of the franchise business model and who can quickly apply their areas of legal knowledge to our clients' requirements, clarify the challenges, and provide the most efficient path to success. Centralized resources mean that we are positioned to advise on all of your most important franchise matters without delay.

### Ask our Franchise Group about our experience in:

- **Franchise Arrangements** – Drafting and structuring direct franchise, master franchise, development and joint venture agreements; preparing national disclosure documents and voluntary disclosure documents.
- **International Arrangements** –The establishment of foreign franchise systems in Canada; “Canadianizing” foreign franchise documents; assisting Canadian-based franchisors

interested in international expansion.

- **Litigation/Class Actions** – Representing franchisors in class and representative actions commenced by franchisees; defending franchisors on claims of breach of the statutory duty of fair dealing; enforcing restrictive covenants and defending injunctions to restrain terminations; provide alternative dispute resolution counsel including mediation and arbitration services.
- **Intellectual Property** – Protection of trade-marks, copyrights, patents, domain names, websites and other intellectual property rights.
- **Québec Law** – Through our Montréal office advice in the development and expansion of franchise systems in Québec, and legal French translation of documents, manuals and other materials.
- **Information Technology and Privacy** – Software licence agreements, information technology acquisitions, licensing and outsourcing, Internet and e-commerce matters, privacy and record retention.
- **Marketing and Distribution** – Packaging and labelling, food, drug and regulatory matters, advertising, contests, consumer protection.
- **Business Law Expertise** – The expertise of our tax, mergers and acquisitions, corporate finance, banking and financial services, competition/antitrust, labour and employment law, real estate, customs and trade and other legal professionals in all areas of importance to franchisors.

**Some of the business critical franchise matters on which we have been engaged:**

- Created and regularly update national disclosure documents for use across Canada in both regulated and unregulated (voluntary) provinces.
- Developed customized franchise agreements and ancillary documents for use by start-up franchisors.
- Developed a form of national disclosure document appropriate for new, renewing and resale franchisees.

- Assisted Canadian franchisors on the rollout of franchise programs into the U.S. and internationally.
- Advised franchisors on the termination of defaulting franchisees.
- Restructured a delivery route franchise program.
- Developed a low entry franchise program in discount grocery business.
- Created customized disclosure documents for the sale of franchisors' corporate locations.
- Advised on regulatory issues in day care, real estate, travel, optical, dental, pharmacy, employment agency and educational franchises.
- Prepared area developer, area representative and master franchise programs for U.S. franchisors who are expanding to Canada.
- Adapted franchise documents for consumer protection issues, including internet sales, telemarketing, credit disclosure, leasing, rent-to-own, prepaid services, direct sales, weight loss and fitness centres.
- Structured franchisee customer account, finance and van lease programs.
- Translated and adapted national franchise documents and programs for use in Québec.
- Advised a franchisor on a test pilot and an add-on franchise program with a national franchisee.
- Assisted a major franchisor on the buyback of its master franchise.
- Structured the formation of a joint venture U.S./Canadian master franchise.
- Developed a unique franchise finance program for a major national franchisor.
- Advised on food, drug and product recall regulatory compliance for major franchisors.
- Assisted franchisors and purchasers on the sale of entire franchise systems.

- Structured the acquisition and conversion of independent competitive units.
- Advised on income tax, GST/HST and sales tax issues relating to importation of products and cross-border flow of royalties.
- Conducted public offering of securities, income trust and royalty trust offerings for franchisors.
- Developed privacy policies for national franchise and distribution systems.
- Counselling franchisors on their obligations in the event of a privacy breach.
- Represented a major franchisor in insolvency proceedings involving its Canadian master franchisee.
- Acquired a bankrupt Canadian franchise chain for an international franchisor.
- Advised a major franchisor on a buy-back of all of its franchisee units.
- Settled a franchisee group action by creating a new franchise program, including franchisee advisory board participation.
- Defended and settled franchisee class actions brought against major franchisors in Ontario and Québec.
- Represented franchisors before provincial human rights commissions.
- Enforced non-competition covenants against franchisees and non-parties.
- Obtained a court order requiring assignment of telephone numbers from terminated franchisee.
- Defended franchisors on claims of non-compliance with franchise disclosure requirements.
- Assisted a franchisor in a dispute involving the winding down of its franchise system.
- Examined whether a particular business relationship gave rise to a “franchise”.

- Settled franchise disputes by commencing applications for the determination of contracted rights.

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## Key Contacts



### [Andraya Frith](#)

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Toronto



### [Jennifer Dolman](#)

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### [Dominic Mochrie](#)

Partner, Franchise and Distribution,  
Toronto



### [Christine Jackson](#)

Partner, Commercial, Toronto

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## Awards and Recognition

- **Chambers Canada: Canada's Leading Lawyers for Business:** Recognized in Franchising (Band 1)
  - "They have a good knowledge of our business and of all the franchising industry – we recommend them all the time."
- **The Canadian Legal Lexpert Directory:** Recognized in Franchise Law (Alberta; Québec, Ontario)