



## **BROCK H. SMITH**

Direct Tel. 604.643.3186  
Email [bhs@cwilson.com](mailto:bhs@cwilson.com)

800-885 West Georgia Street  
Vancouver, BC V6C 3H1 Canada  
Main Tel. 604.687.5700  
Fax 604.687.6314  
Website [www.cwilson.com](http://www.cwilson.com)

### **Area of Practice**

Technology & Intellectual Property, Private Company Transactions, General Commercial Transactions, Corporate Governance, Public Safety.

### **Profile**

Brock Smith is a partner in Clark Wilson LLP's Technology & Intellectual Property Practice Group.

#### **Technology & Intellectual Property:**

Brock provides strategic legal advice to information technology and emerging growth companies of all sizes, concentrating on asset acquisition and management strategies, technology licensing (from both the licensor and licensee perspective), outsourcing arrangements, intellectual property audits and other due diligence investigations, and corporate finance transactions (primarily venture capital financings).

#### **Public Safety:**

Brock has also developed a unique practice in the area of public safety law, where he provides ongoing advice to PSAPs, emergency communications corporations and other public safety bodies in British Columbia on matters such as liability and statutory immunity, the legal impact of new and emerging technologies, including wireless and voice over internet protocol (VoIP) technologies, and regulatory matters affecting 9-1-1 services.

### **Representative Work**

#### **Technology & Intellectual Property:**

- Negotiating terms of licensing, implementation and support of mission critical software products with major software vendors and software licensors for enterprise-wide use by a wide variety of businesses, including one of the world's largest accounting and consulting firms, British Columbia's public health authorities and a large regional transportation company.
- Negotiating terms of numerous software customization, licensing, implementation and maintenance agreements with several Canadian and U.S. airlines.
- Negotiating terms for the sale and resale of software and related implementation and support services pursuant to Canadian federal government procurement policies.
- Negotiating the terms of license for numerous patented technologies.

**BROCK H. SMITH**

---

- Conducting intellectual property reviews and preparing intellectual asset management strategies for several prominent local organizations.

**Private Company Transactions:**

- Structuring, negotiating and completing numerous transactions involving the acquisition and sale of technology-based companies and assets, including cross-border transactions.

**General Commercial Transactions:**

- Structuring and completing corporate reorganizations for companies of all sizes, including developing employment packages, non-disclosure agreements and shareholder agreements.
- Numerous transactions involving the investment by Canadian and U.S. venture capital funds and financial institutions in emerging and mezzanine stage technology companies.

**Corporate Governance:**

- Developing and assisting in the implementation of corporate governance policies and guidelines, including Codes of Ethics and Conflict of Interest Guidelines.
- Numerous presentations to boards of directors on corporate governance matters.

**Public Safety:**

- Drafting and negotiating a 9-1-1 Services Agreement between a Public Safety Access Point (PSAP) and a Regional District.
- Structuring and negotiating the terms of license, implementation and support agreements for a variety of application software and technology products, including computer-aided dispatch (CAD) systems and records management systems (RMS), for use by PSAPs, Emergency Communications Corporations and other public safety bodies in British Columbia.
- Creating a provincial corporation (including the governance model) to manage and maintain a province-wide police RMS.
- Structuring and negotiating complex services agreements for the supply of technology support services to emergency services agencies, including police agencies and fire agencies.
- General corporate and corporate governance advice to PSAPs, emergency communications corporations and other public safety bodies in British Columbia.

**Education**

Brock obtained his Bachelor of Arts degree from the University of Victoria in 1987, and a Bachelor of Laws degree from the University of British Columbia in 1990.

**BROCK H. SMITH**

---

**Seminars & Presentations**

Brock has given a number of seminars and presentations relating to legal issues in the technology area, including:

*Non-Disclosure Agreements in Commercial Transactions*  
*Legal Issues in Technology Licensing*  
*Intellectual Property Audits - The Key to Identifying and Managing Intellectual Property Assets*  
*How to Obtain and Preserve Intellectual Property Rights*  
*Legal Issues in Financing Start-up Companies*  
*The Enforceability of Click-wrap License Agreements*  
*Legal Agreements in an E-Commerce World*

He has also given several presentations on matters of significance to public safety bodies, including:

*Regulation of 9-1-1 Emergency Services for VoIP Service Providers*  
*Freedom of Information and Best Practices for PSAPs*  
*VoIP Regulatory Matters in the U.S. and Canada*

Brock is a frequent guest lecturer for the Professional Legal Training Course (Bar Admission Course) on the topics of “Company Law” and “Buying and Selling a Business”. In 2004, he authored significant revisions to the “Company Law” course materials to reflect the new BC *Business Corporations Act* and has subsequently reviewed and provided annual updates to those materials.

Brock is an adjunct professor at the University of British Columbia Faculty of Law, where he teaches a course entitled “Solicitors Practice Workshop”. He has also been invited to present guest lectures on information technology and venture financing topics for various other law school classes.

**Memberships & Associations**

Member, BCTIA (British Columbia Technology Industries Association)  
Member, IT.CAN  
Member, NENA (National Emergency Number Association)  
Member, Law Society of British Columbia (1991)  
Member, Canadian Bar Association