



## John Rogers

Associate Counsel

General Business Law

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### Profile

In Canada, approximately 45% of all retail businesses are franchised. Above and beyond retail, an increasing number and variety of service providers are also in franchising. Overall, franchising is a huge industry that accounts for 12% of the GDP and more than 20% of all consumer sales in Canada. Franchising provides a wide range of goods and services that help sustain and build the Canadian economy.

John appreciates the great contribution that franchising provides to the Canadian economy, and he enjoys working with franchisors, franchisees and their advisors to help them deal with the many legal issues that arise in the franchise field.

#### Work Highlights

##### **Goodbye Graffiti Inc.**

- > Incorporated the franchisor and prepared a franchise agreement and several supporting documents for a very unique, new franchise system, which has since expanded from Vancouver across Canada

##### **UBIF Franchising, Co. ("U Break I Fix")**

- > Canadian counsel to this Florida-based franchise system, 'Canadianizing' UBIF's US

franchise agreement and US franchise disclosure document and providing advice on applicable laws of Canada to help UBIF become established legally in Canada

## **US and other foreign franchisors**

- > Expanded established franchise systems to Canada, including advising on Canadian laws related to trademarks, franchises, employment laws and taxation

*Additional work highlights below*

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John works with the intricacies of franchise regulation, trademarks and corporate and commercial laws to construct a finished franchise package that can sustain the weight of day-to-day and long-term issues facing franchisors and franchisees.

## **Franchise Services**

- > Franchise agreements
- > Franchise disclosure documents
- > Master franchise agreements
- > Area development agreements
- > Trademarks
- > Leases and Subleases
- > Employment Laws
- > Mediation and arbitration
- > Franchise regulation

## **Corporate & Commercial Services**

- > Incorporation and organization of simple and complex Canadian and international corporations
- > Shareholders agreements
- > Joint venture agreements
- > Planning, structuring and implementing contractual relationships on a local or cross-border basis
- > Providing opinions on Canadian commercial legal issues
- > Ongoing representation of Canadian and international clients

For many years, John has been repeatedly recommended by Lexpert, has been named to the International Who's Who of Franchise Lawyers and named as a "Legal Eagle." For eight years, John practiced in Toronto, where he became experienced in advising on franchise legislation and drafting of franchise disclosure documents in many provinces. For four of those years, John served as general counsel, a director and secretary of the Canadian Franchise Association. In those roles, he helped develop policies and programs for the betterment of the franchise industry in Canada and promotion of ethical conduct and camaraderie among industry members.

There are many different types of franchise systems, and each is operated with a different marketing and profit outlook. Our clients rely on John for his dynamic abilities in marketing, negotiation, contract drafting and general legal representation.

## **Credentials**

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### **Awards & Distinctions**

- > Lexpert-ranked for Franchise Law (Canada)
- > Who's Who of Franchise Lawyers (International)
- > "Legal Eagle" (US)

### **Industry Involvement**

- > Member, Legal & Legislative Committee, Canadian Franchise Association
- > Former General Counsel, Director, Secretary, Canadian Franchise Association
- > Former Member, Supplier Forum Board, International Franchise Association

### **Community Commitments**

- > Palliative Care Volunteer, St. John Hospice, Vancouver
- > Sovereign Order of St. John, Knights Hospitaller, Knight of Justice
- > Canadian Franchise Association, Legal & Legislative Committee

### **Education & Calls to Bar**

- > Calls to Bar: British Columbia, 1977; Ontario, 2005
- > Bachelor of Laws, University of British Columbia, 1976
- > Bachelor of Arts (English Literature), University of British Columbia, 1973
- > Vancouver College (with Honours), 1968

### **External Publications & Presentations**

- > Co-Author, Structuring an Expansion to Canada, American Bar Association, 2017
- > Editor and Co-author, Chapter on Canada, "The Franchise Law Review" (Annual Book, 2017), London, UK
- > Co-author of Chapter 1 "Structuring an Expansion to Canada", ABA's book on Franchising in Canada, January, 2017
- > "Essential Differences exist between Trademarks in Canada and the US", 2012 "New Franchises Act (BC)", 2016
- > "Franchising in Canada", 2015

## **Additional Work Highlights**

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### **US and other foreign franchisors**

- > Expanded established franchise systems to Canada, including advising on Canadian laws related to trademarks, franchises, employment laws and taxation

### **Western Professional Hockey League Ltd.**

- > Structured and documented a professional ice hockey league franchise system in Texas and adjoining states

### **Speedpro Systems Inc.**

- > Upgraded existing franchise agreement and franchise disclosure document; providing ongoing project advice

**Ashley Homestores, Ltd.**

- > Expanded franchise system to Canada

**REACH Orton-Gillingham Learning Centre Ltd.**

- > Franchise documentation and trademark registration for this unique "start-up" franchise system for children with learning disabilities and their teachers