



Faralee Chanin, Lawyer

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Overview

Faralee Chanin is a corporate commercial lawyer with an emphasis on securities and taxation, helping Alberta businesses and not-for-profit clients with restructuring and reorganization and corporate governance. She advises boards of directors of both public and private organizations and is focused on weighing the pros and cons for any solutions being considered, to help her clients find the best way to get a deal done.

Faralee has a strong business (commerce) background and has worked for accounting firms in the past, so can understand the client perspective and the tax environment.

Tax and securities are areas of law where the subject matter is continually changing with both new legislation and case law. Most of the time, the clients Faralee helps have very complicated problems to solve and Faralee works collaboratively to assemble and lead a larger team of lawyers from different practice areas to support the client.

Faralee's areas of practice include:

- Corporate governance
- Corporate transactions
- Corporate reorganizations and restructuring
- Due diligence
- Initial Public Offerings (IPOs) and privatization transactions
- Mergers and acquisitions
- Fundraising
- Purchase agreements
- Securities and taxation
- Takeovers and reverse takeovers

Value to Clients

"I see my role as conciliatory and I work towards getting the deal done. Some clients invite me to board meetings because I tend to diffuse the situation and get people focused on finding solutions to problems."

Outside the Office

When Faralee is not working, she enjoys downhill skiing and biking. She is also an adventurous overseas traveller and is inspired to learn new languages in an immersive environment – for example studying Italian while in Italy.

Services

Business
Mergers, Acquisitions + Capital
Markets

Education

York University, 1980, Master of
Business Administration
Osgoode Hall Law School, 1980,
Bachelor of Laws
University of Calgary, 1976,
Bachelor of Arts, With Honours
University of Calgary, 1976,
Bachelor of Science, With Honours

Admissions

Alberta, 1981

Experience

Cobb v. Canada, [2000] T.C.J. No. 372, Tax Court of Canada

Cobb v. Canada, [1999] T.C.J. No. 877, Tax Court of Canada

Cobb v. Canada, [1999] A.C.I no 877, Tax Court of Canada

Professional

Canadian Bar Association Alberta, Taxation Specialists Section (South)

Executive and Chairman

1989 - 1991

Canadian Petroleum Tax Society

Member

1982-Present

Canadian Tax Foundation

Member

1982-Present

Canadian Bar Association Alberta, Taxation Specialists Section (South)

Member

1981-Present

Law Society of Alberta

Member

1981-Present

Canadian Bar Association

Member

1981 - Present

Calgary Bar Association

Member

1980-Present

Canadian Petroleum Tax Journal

Member, Editorial Board

1988-1996

Canadian Petroleum Tax Society

Board Member

1984-1988

Canadian Petroleum Tax Society

President

1987

Community

Nominations Committee, YWCA, 2006-Present

AGM/Special Meetings Secretary, Villas Playasol, 2006-2008

Board of Directors, Famous 5 Foundation, 2006-2010

AGM/Special Meetings Secretary, Advisor, Akiskinook Condominium Board, 2004-2009

Roofing Committee Member, Akiskinook Condominium Board, 2005-2007

AGM/Special Meetings Secretary, Villas Playasol, 2004-2004

Chairman, Akiskinook Condominium Board, 2001-2002

Board Member, Akiskinook Condominium Board, 1999-2002

Board Member, Cedar Springs Condominium Board, 1998-2000

Siding Committee Member, Akiskinook Condominium Board, 1998-1999

Board Member, Akiskinook Condominium Board, 1986-1990

Chairman, Akiskinook Condominium Board, 1988-1989

Committee Member, Zoogala Organizing Committee, 1995-1998

Client Stories

Case study 1

In 2015, Faralee represented a publicly listed Internet Service Provider requiring support with respect to a potential takeover by another company. There were challenging personalities and opposing views, making this a volatile situation, but she diffused the situation and worked with the board to provide advice on securities and tax requirements. She put together a team to handle different segments of the transaction (employment, real estate, intellectual property etc.) as is customary in larger transactions. After working through delays and navigating the complexities, the shareholders were satisfied with the end-result.

Case study 2

In 2014-2016, Faralee represented a substantial and complex estate. There were reams of documentation and five opposing parties (each with their own legal counsel). Faralee focused on finding a solution that everyone could agree on. Her goal was to identify a course of action that everyone could support. Through negotiations with all parties, she was able to find and present a solution and reached a consensus.

Notable Work

Faralee has negotiated various types of mergers and acquisitions for both public and private clients, in both hostile and friendly scenarios. Types of transactions on which Faralee has provided legal advice to public company clients include:

- Plans of arrangement
- Take-over bids
- 'Going private' transactions and related party transactions
- Acted for numerous TSX and TSXV issuers in the acquisitions of shares and assets
- Acted for purchasers/vendors in the purchase and sale of business assets and shares
- Advised issuers and non-issuers on requirements governing their securities trades, including trades by control persons, insider trading reporting and drafting and implementing blackout policies
- Assisted a public corporation in raising funds through the issuance of convertible debentures
- Assisted a start-up business in raising funds through an RRSP eligible partnership and then advised on a subsequent reorganization to acquire five other businesses
- Assisted a TSX issuer in acquisition of shares of a TSXV issuer in triangular amalgamation by way of plan of arrangement
- Assisted companies in going public through prospectus offerings and reverse takeovers
- Assisted in cross-border offerings of securities
- Advised boards and management of listed issuers on executive compensation, corporate governance and disclosure obligations
- Assisted with the acquisition of a large physiotherapy business owned through a partnership, ongoing representation of the same business while they complete 15 to 20 acquisitions of other such businesses each year and later, with the sale of such business
- Assisted in the preparation of stock option plans for both TSX and TSXV issuers, including obtaining regulatory approval, preparing management proxy materials and completing ongoing maintenance of stock option plans
- Provided provincial representation and opinions on large multi-province offerings of securities through offering memorandums and prospectuses
- Drafted takeover documents and directors' circulars for acquisitions and divestitures
- Provided advice on restructuring of public company debentures
- Ongoing representation of public companies and quasi-public companies, including assisting with continuous disclosure obligations such as information circulars and drafting of corporate governance documents such as mandates, policies and position descriptions
- Assisted with preparation of documents and tax advice for many types of private corporation reorganizations
- Assisted numerous public and non-distributing corporations in raising funds through prospectus exemptions, ensuring compliance with all regulatory provisions