



## Adam Ship

### Partner

Toronto

[aship@mccarthy.ca](mailto:aship@mccarthy.ca)

t. +1 416-601-7731

### Bar Admission

Ontario 2008

### Law School

University of Toronto

### Practices

Corporate Commercial Litigation

### Industries

Retail  
Franchise & Distribution  
Automotive  
Banking & Financial Services

Adam Ship is a partner specializing in corporate/commercial litigation and also leads the firm's national franchise practice.

### Commercial Litigation

Adam has significant experience representing banks, manufacturers, franchisors and other private and public companies in complex commercial disputes, including class actions, competition litigation, contract disputes, fraud allegations and consumer protection claims. Adam has worked on many precedent-setting cases, including the recent dismissal of a proposed \$1.4 billion competition class action, which received the "National Impact Case Award" from Benchmark Litigation Canada.

Adam is listed as one of the 2015 *Lexpert Rising Stars: Leading Lawyers Under 40* in Canada. He has appeared as counsel before all levels of court Ontario, the Supreme Court of Canada, the BC Supreme Court and numerous arbitral panels and administrative tribunals and regularly acts for clients in trials, appeals, injunctions, applications and other contested hearings.

Adam's legal writing on private law has been cited by courts across Canada, including the Supreme Court of Canada, the Ontario Court of Appeal and the BC Court of Appeal.

### Franchise-Distribution Law

Adam is routinely recognized as a leading franchise lawyer in *The Chambers Canada Guide to Leading Canadian Lawyers*, *The Canadian Legal Lexpert Directory*, *Best Lawyers in Canada*, and *Who's Who: Canada*. He has extensive experience acting for domestic and international franchisors, manufacturers and master distributors across diverse industries, including telecommunications, education, health care, professional services, quick service restaurant, and casual dining. Adam regularly litigates franchise/dealer disputes, drafts franchise agreements and disclosure documents and advises clients on risk management, system change and franchisee-relations.

Between 2013-2017, Adam served as Adjunct Professor of franchise-distribution law at the University of Toronto Faculty of Law. He also received the Ontario Bar Association's Award for Excellence in Franchise Law in 2012 and 2013 for his legal writing.

Prior to joining McCarthy Tétrault, Adam clerked for several Justices at the Ontario Court of Appeal. He received an Honours BA (with high distinction) and a JD (with honours standing), both from the University of Toronto, in 2004 and 2007.

### RECENT CLASS ACTIONS

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- Representing MolsonCoors in a \$1.4 billion competition class action relating to the distribution of beer in Ontario (*Hughes v. Liquor Control Board of Ontario*, 2018 ONSC 1723 and 2019 ONCA 30)
- Representing TD Bank in national competition class actions related to licensing arrangements with Visa and MasterCard (*Coburn and Watson's Metropolitan Home v BMO Financial Group*, 2019 BCSC 1456)
- Representing PayPal in a \$150 million national class actions relating to foreign exchange transactions and consumer protection issues
- Representing TD Bank in a national class action concerning consumer protection issues related to coin-counting machines

## FRANCHISE & DISTRIBUTION DISPUTES

- Representing a national casual dining franchisor in a statutory rescission case, successfully defeating summary judgement (*2462192 Ontario Ltd. v. Paramount Franchise Group Inc.*, 2019 ONSC 2962)
- Representing a national early childhood education franchisor in litigation against two former franchisees that purported to rescind for fraud (*New Beginnings Early Learning v. CEFA Systems Inc.*, 2018 BCSC 2417)
- Representing a national quick service food franchisor in an expedited arbitration brought by a terminated franchisee seeking permanent injunctive relief
- Representing to Bell Mobility in multi-dealer litigation concerning system changes
- Advising Suzuki Canada in the discontinuation of its automotive dealer network in Canada and representation in related litigation and an arbitration commenced by the majority of its dealers
- Representing MolsonCoors in litigation to enforce certain master distribution and licensing rights in Canada (*Molson Canada v. Miller Brewing Company*, 2013 ONSC 2758)

## OTHER NOTABLE LITIGATION MATTERS

- Successfully defending RBC in a claim by a business customer related to alleged credit card fraud and chargeback issues (*Aeon Sodding Corp. v. The Royal Bank of Canada*, 2020 ONSC 4520)
- Representation of TD Bank before the Competition Tribunal related to licensing arrangements with Visa and MasterCard (*Commissioner of Competition v. Visa Canada et al*, 2013 CACT 1)
- *Labatt Brewing Co. v. NHL Enterprises Canada*(2011), 86 B.L.R. (4th) 190, ONCA 511, 282 O.A.C. 151, 106 O.R. (3d) 677, ONSC 5652 (successful appeal and rehearing in multiparty dispute under long-term

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performance contract)

## RECENT FRANCHISE TRANSACTIONAL WORK

- Ongoing representation to numerous national franchise systems in the quick service food, casual dining, health care, telecommunications and education industries, including for disclosure documents, unit-level transactions and ongoing franchisee relations
- Franchise counsel to Brookfield Asset Management in its \$4.3 billion acquisition of Enercare Inc., which included franchised operations in Ontario
- Assisting a national quick service restaurant master franchisor with negotiations concerning its Master Franchise Agreement and Unit Franchise Agreement in Canada

## RECENT PUBLICATIONS

- ["Franchising Country Questions: Canada-Specific Information Concerning the Legal and Commercial Issues to be Considered when setting up a Franchise"](#) 2019 *Practical Law*(co-authored with Christian Meighen, Jonathan Bitran, Dan Glover, Julie-Martine Loranger and Patrick Ostiguy, reproduced with permission of Thomson Reuters)
- ["Franchise Renewals and Transfers in Canada's Common Law Provinces"](#) 2015 35(2) *Franchise Law Journal*237 (coauthored with M. Sohail, reproduced with permission of the American Bar Association)
- ["The Legal Relevance of Bargaining Power in US and Canadian Franchise Litigation: A Comparative Perspective North and South of the Border"](#) 2015 34(4) FLJ 571 (coauthored with D. McMullen, reproduced by permission of the American Bar Association)
- ["Governing Principles and Recent Trends in the Enforcement of Restrictive Covenants in Franchise Agreements"](#) 2015 43 *Advocates'* Q 448 (coauthored with J. Dolman, R. Hall-McGuire, & T. Wentzell, reproduced by permission of Canada Law Book, a division of Thomson Reuters Canada Limited), presented at the OBA's Annual Franchise Law Conference in Nov, 2014
- ["Legal Risk Management in Franchise System Change"](#), Focus on Franchising (OBA, 2014)
- ["Common Law Treatment of Renewal Rights in Commercial Agreements: A Special Look at Franchises, Distributorships and the Duty of Good Faith"](#) 2013 54 *Can Bus LJ* 178 (reproduced by permission of Canadian Business Law Journal Inc, and Canada Law Book, a division of Thomson Reuters Canada Limited), presented at the CFA's Franchise Law Day, Jan, 2013
- ["Specific Performance of Franchise and Distribution Agreements in Canada"](#)

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" 2012 39 Advocates' Q 407 (reproduced by permission of Canada Law Book, a division of Thomson Reuters Canada Limited)

- "[Strict Liability and Statutory Rescission of Franchise Agreements in the Ontario Court of Appeal](#)", 2012 52 Can Bus LJ 289 (reproduced by permission of Canadian Business Law Journal Inc, and Canada Law Book, a division of Thomson Reuters Canada Limited)
- "[Unilateral Assignment of Franchise Agreements in Bankruptcy](#)" 2012 27 BFLR 723 (coauthored with J. Langford & B. MacKenzie, reproduced by permission of Carswell, a division of Thomson Reuters Canada Limited)

## Awards & Rankings

### Chambers Canada

Leading Lawyer: Franchising - Nationwide Canada

### The Canadian Legal Lexpert Directory

Leading Lawyer: Franchise Law - Franchisor

### Lexpert Rising Stars: Leading Lawyers Under 40 - 2015

Rising Star

### Lexpert Special Edition: Litigation

Leading Lawyer

### The Best Lawyers in Canada

Leading lawyer in the area of Franchise Law

### Acritas Stars

"Stand-out Lawyer"

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## Recent Experience

- **Molson Coors wins judgement dismissing a C\$1.4B class action**  
April 17, 2019
- **City Capital Ventures acquires Burger King and Pizza Hut franchisee business from Redberry Group**  
January 22, 2019
- **Brookfield Infrastructure acquires Enercare Inc. for C\$4.3B**  
October 16, 2018

## Recent Insights

- **Set Your Own Terms: Implied Reasonable Notice in Open Distribution Arrangements**  
July 16, 2020
- **Latest Edition of Doing Business in Canada: Available Now**  
April 20, 2020
- **Ontario Court of Appeal Removes Barrier to Valid Franchise Rescission Notice**  
April 15, 2020
- **Reaffirming the Right to Release: New Vision Renaissance MX Ltd. v. The Symposium Café**  
March 12, 2020