



Adam Stephens

Partner | Toronto, Waterloo Region

416.595.8572

astephens@millerthomson.com

Biography

Adam Stephens is currently Chair, Disputes and sits on the firm's Executive Committee. He was previously the Chair of the firm's Litigation Practice Group and head of the Commercial Litigation Group. Adam is an experienced commercial litigator who provides practical and strategic advice to his clients. He has extensive experience arguing cases before all levels of Ontario and federal courts and at private arbitrations.

Adam's practice encompasses a wide range of complex commercial litigation, including shareholders' rights, commercial contracts, and real property law. He regularly acts for directors and officers of private corporations and advises boards and their committees on litigation matters.

Shareholders' rights: acting for shareholders in disputes concerning the relationship between shareholders, the dissolution or winding up of the corporation and related valuation issues, and the conduct of the corporation including the conduct of meetings of shareholders.

Contract disputes: acting in relation to breach of contract claims in a wide range of areas including contracts for the sale of goods, sale of shares, sale of assets, and personal service contracts.

Real property disputes: acting in relation to breaches of lease, breaches of agreements of purchase and sale of real property, and disputes relating to claims to interests in real property (adverse possession, easements etc.)

Procurement Disputes: acting in relation to breaches of tenders or RFPs on behalf of owners and bidders.

Adam frequently writes and speaks on legal developments in the areas of shareholders' rights, contracts, class actions, and real property law. Adam also lectures on civil litigation, including discovery and trial techniques.

Adam is the Past-Chair of Board of Directors of the Canadian Baseball Hall of Fame and Museum.

RELATED SERVICES

Administrative & Public Law
Arbitration & Mediation
Commercial Litigation
Financial Services
Marketing, Advertising & Product Compliance
Securities Litigation
Shareholder Disputes

RELATED INDUSTRIES

Automotive
Retail
Social Impact

Professional achievements & leadership

- *Fellow, Litigation Counsel of America*
- *The Best Lawyers in Canada* –Corporate and Commercial Litigation, 2021-2024
- *The Canadian Legal Lexpert Directory* – Litigation - Corporate Commercial, 2023
- *Benchmark Canada*, Litigation Star: General Commercial, 2019 - 2024

Notable matters

- *Bertrand et al. v Academic Medical Organization*, 2023 ONSC 3209: successfully represented the Respondent in a breach of contract and procedural fairness application. The Application was dismissed with costs payable to the respondent.
- *RH2O North America et al v. Bergmann et al*, 2023 ONSC 2378: represented the Moving Parties in striking various causes of action and in striking all claims of one of the plaintiffs.
- *Inzola Group Limited v Brampton (City)*, 2021 ONCA 143: successfully represented the respondent City on Inzola's appeal of the Trial decision, dismissing its Action. Appeal dismissed with costs awarded in favour of the City.
- *Stewardship Ontario v. The Resource Productivity and Recovery Authority*, Arbitration decision released May 28, 2020. Adam represented the Respondent in this arbitration involving a claim by the Applicant for reimbursement of approximately \$30 million. The arbitration involved issues of statutory and contractual interpretation pertaining to Ontario's blue box program. In the result, the Respondent was successful.
- *Inzola Group Limited v. City of Brampton*, 2019 ONSC 7632: Adam was lead Trial counsel for the City of Brampton in its successful Defence of a 28.5 million dollar Action brought against it by a developer for breach of a procurement process. The claim was based on allegations of bad faith and bias on the part of the former Mayor and senior staff. The action was dismissed after an eight week trial.
- *Redstone Enterprises Ltd. v. Simple Technology Inc.*, 2017 ONCA 282: successfully represented the Appellant in an appeal that found that the purchaser was not entitled to relief from forfeiture such that the total amount of the \$750,000.00 deposit was forfeited to the Appellant.
- *Horvath v. Securefact*, 2016 ONSC 2332 (CanLII): successfully represented the Respondent company in defending a claim that the company's shareholders' meeting had been conducted improperly and that there had been oppression of the Applicant's interests.
- *Schenk v. Valeant Pharmaceutical International*, 2015 ONSC 3215 (CanLII), further Reasons released July 2, 2015: successfully represented Plaintiff in precedent-setting motion to have third party litigation funding approved in context of private commercial litigation.
- *Toth Equity v. Ottawa (City)*, 2014 ONSC 941: successfully represented Toth Equity Limited in appealing an order that its application for a refund of taxes was out of time
- *Frank v. Caldwell*, 2014 ONSC 1484: represented directors and officers in securities class action brought against them for alleged misrepresentations in the secondary market
- *Frank v. Farlie, Turner & Co., LLC* (2012), 113 O.R. (3d) 25 (S.C.J.): represented directors and officers in securities class action brought against them for alleged misrepresentations in the secondary market
- *Great Lakes Power Limited v Municipal Property Assessment Corporation*, 2012 ONSC 2390 (CanLII): successfully represented

Great Lakes Power Limited in an Application to have various components of its hydro electric facilities declared non-taxable

- *RioCan Holdings Inc. v. Metro Ontario Real Estate Limited* 2012 ONSC 1819 (CanLII): successfully represented Metro Ontario Real Estate Limited in an Application brought by RioCan Holdings Inc. for a declaration that the cost of certain work carried out by it was Metro's responsibility pursuant to a lease agreement. The Court held that Metro was not responsible for the cost
- *Frank v. Farlie, Turner & Co., LLC*, 2011 ONSC 5519 (CanLII): successfully represented officers and directors of Protective Products of America, Inc. in a pleadings motion to have a \$200 million punitive damages claim struck from the statement of claim on the basis that it was not a remedy available under the Securities Act R.S.O. 1990, Chapter S.5
- *Innovative Gifting Inc. v. House of the Good Shepherd*, [2010] O.J. No. 2210 (represented charities in application brought by fundraiser for commissions allegedly owed and on counter-applications for return of commissions paid; fundraiser's application dismissed; cross-applications allowed)
- *Home Depot Holdings Inc. v. Markham (Town)*, [2010] O.J. No. 1053 (represented Home Depot before the Divisional Court on its appeal of an application concerning Markham's property tax back charges; appeal allowed)
- *1292290 Ontario Ltd. v. Ajax (Town)*, [2010] O.J. No. 215 (represented the Town of Ajax in a property tax appeal brought against it; Ajax was successful before the Divisional Court and the Court of Appeal)
- *Fuller v. Patricia Bridal and Dress Salon Inc.*, [2009] O.J. No. 2285 (represented plaintiff on enforcement of guarantees; plaintiff was successful at trial)
- *Lunney v. Kuntova*, [2009] O.J. No. 742 (represented defendant real estate brokerage and agent in negligence action; defendants were successful at trial; action against them was dismissed)
- *Fedel v. Tan* (2008), 93 O.R. (3d) 274 (represented plaintiff in shareholder dispute; plaintiff was successful at trial)
- *Macdonald v. Robson*, [2008] O.J. No. 1730; upheld by the Divisional Court at [2008] O.J. No. 2064 (represented applicant in vendors and purchasers application to rescind agreement of purchase and sale; applicant was successful)

Thought leadership

- "Director & Officer Insurance Trends in Canada", Global Access, May 18, 2021
- "Event Cancellations, Virtual Meetings and Regulatory Updates for Canadian Charities and Not-for-Profits", OBA, August 8, 2020
- "Good Faith in Leasing", Presented at Duties of Good Faith: Recent Developments in the Law and Practical Implications – June 9, 2016 (LEXPART Professional Development)
- Examinations for Discovery—Advanced Skills Workshop (May 13, 2016), Osgoode Professional Development, Faculty Member
- "Arbitrations: How They Differ from Trials", OBA Fundamental Sunrise Series, April 27, 2015
- Against limited liability, *The Lawyers Weekly*, 2014
- "Changes to Summary Judgment Rules", 2013 Judicial Conference, September 3, 2013
- The limits of entrepreneurial liability, *The Lawyers Weekly*, 2013
- The protective shield in a high stakes game, *The Lawyers Weekly*, 2013

- New tool has historic pedigree – Time for class-action lawyers to brush up on ye olde Statute of Monopolies?, The Lawyers Weekly, 2013
- Waiver of Tort: a Judicial Cri de Couer for Certainty, Lawyers Weekly, 2012
- Uncertain Future for Class Action Fund, Lawyers Weekly, 2012
- Class Proceedings May Require a Re-Thinking of Evidentiary Rules, Lawyers Weekly, 2011
- Rethinking Class Action Settlements, Lawyers Weekly, 2011
- Tax Accountant Privilege, Lawyers Weekly, 2010
- Court Orders that Tax Shelter Promoter Return Commissions to Charities, Charities and Not-for-Profit Newsletter, May 2010

Community involvement

- Past Board Chair and Director, Canadian Baseball Hall of Fame and Museum

Professional memberships

- The Advocates' Society
- Ontario Bar Association
- Canadian Bar Association

Bar admissions & education

- Ontario, 2002
- LL.B., Dalhousie University, 2001
- B.A., McGill University