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Blaneys on Business

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This newsletter is designed to bring news of changes to the law, new law, interesting deals and other matters of interest to our commercial clients and friends. We hope you will find it interesting, and welcome your comments.

Feel free to contact any of the lawyers who wrote or are quoted in these articles for more information, the editor, or the head of our Corporate/Commercial Group:

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"Over the years, in order to encourage people to participate as members of boards, protections against directors' and officers' liability have been developed."

COURTS CLARIFY IMPORTANT LIMITATIONS ON CANADIAN CORPORATIONS' CAPACITY TO PROTECT DIRECTORS WHO ARE SUED

Lauren Dalton with Jasmine Samra

People who agree to become directors on the boards of Canadian corporations take on significant risks – for instance, the risk of being sued.

These liability risks can have a "chilling effect" on a person's willingness to become a corporate director and, by virtue of his or her knowledge and experience, can affect the potential success of a corporation.

Over the years, in order to encourage people to participate as members of boards, protections against directors' and officers' liability have been developed. One form of protection is through the purchase of liability insurance. As well, financial protection can be made available through corporate indemnity, in which the corporation itself undertakes to pay for any defence costs associated with legal proceedings brought against the director.

There are, however, limits on such corporate indemnification. A recent decision heard at the Ontario Court of Appeal has helped provide greater clarity on what the law allows.

These newly-clarified limits relate to the questions of when the corporation may provide financial assistance to a director who is being sued and whether the director's behavior qualifies him or her for such protection in the first place.

All board members of Canadian corporations will want to be aware of this recent case and what it means to them as directors.

Indemnities for Corporate Directors

Corporate legislation in Canada generally allows corporations to indemnify present as well as former directors for legal proceedings that arise out of actions taken by a corporation.

For instance, under section 124 of the *Canada Business Corporations Act* (CBCA), corporations are allowed (but are not required) to indemnify directors and officers for expenses related to any legal costs resulting from their association with the corporation.

A corporation is also permitted, but not required, to provide funds to directors or officers for the costs of proceedings under section 124(2). However, this is only permitted if conditions under section 124(3) are met; namely, that the director or officer acted honestly and in good faith or, in a criminal proceeding, that the director or officer reasonably believed his or her conduct was lawful. Under section 124(4), court approval is required *before* the corporation may advance funds to a director or officer involved in a lawsuit.

The statutory provisions under section 124 are often included as part of a corporation's by-laws.

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"... in order to afford greater protection for corporate decision-making, the permissive provisions are often made mandatory in those by-laws."

Lauren Dalton, a graduate of the University of Western Ontario Faculty of Law, has just completed her articles at Blaney McMurtry and was to be called to the Ontario Bar on June 19. She is joining the firm's corporate/commercial practice group.

However, in order to afford greater protection for corporate decision-making, the permissive provisions are often made mandatory in those by-laws. As well, corporations may try to expand the scope of indemnification in the by-laws -- by allowing funds for indemnification to be advanced, even if there are allegations of bad faith against the directors, for example.

At issue for the Ontario Court of Appeal in the recent case *Cytrynbaum et al v Look Communications, Inc.* was whether corporate by-laws that mandate the advancement of indemnification funds can be constrained by corporate law statutes.

Cytrynbaum et al v Look Communications, Inc.

The appeal in *Look* concerned claims by former corporate directors and officers for advance funding of their legal costs to defend an action brought against them.

Look Communications, Inc. was a company engaged in wireless, internet and cable services that had been incorporated under the CBCA. The appellants were the former directors and officers of Look. The business had been in serious decline from 2005 to 2008. The board had not been able to sell the company or obtain the capital required to compete successfully in the market. Under a CBCA plan of arrangement, the board sold Look's assets (with shareholder approval) in 2009 for $80 million. The board then authorized the payment of 32 per cent of the net proceeds of the sale (approximately $20 million) to officers, directors, employees and consultants through bonus payments and equity cancellation payments. The $20 million figure was based on share appreciation rights pursuant to a share value that was twice the price on the open market at the time (40 cents per share vs. 20 cents).

The payments were not disclosed to shareholders until 2010 and attracted strong shareholder criticism. In anticipation of being sued, the appellants authorized Look to pay $1.5 million to retain three law firms acting for them personally. Look's by-laws provided for indemnity and advance funding under broad terms, allowing for advance funding without any limitation requiring judicial screening on the issue of good faith. Immediately after the retainer payments were made, the appellants resigned.

Look's new management and board commenced an action against the appellants in 2011 alleging breach of fiduciary duty, breach of statutory duty, negligence and unjust enrichment. Look refused indemnity and advance funding for the appellants' legal costs. The appellants commenced applications seeking declaratory relief to require Look to indemnify them for their legal costs and directing Look to advance all expenses incurred in defending the claim.

The application judge, Mr. Justice Laurence A. Patillo of the Ontario Superior Court of Justice, refused to restrict the application of section 124(4) of the CBCA strictly to derivative actions (actions taken on behalf of corporations vs. actions taken by the corporations themselves). The holding in the Ontario Superior Court case *Jolian Investments Ltd. v Unique Broadband Systems Inc.* stated that judicial approval of advanced funds is required only in the context of derivative actions. However, Mr. Justice Patillo found that despite the action being brought by the corporation itself, approval of the advancement of funds was nonetheless required by the court. Additionally, he found a strong *prima facie* ("at first sight") case of bad faith by the directors, based on the evidence.

The Ontario Court of Appeal upheld Mr. Justice Patillo's decision, stating that the requirement of court approval for advance funding under section 124(4) is applicable for both derivative actions and actions brought by the corporation itself. Mr. Justice

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"If a director is the subject of a civil, criminal or regulatory proceeding, he or she will not be entitled to advanced funds to support litigation proceedings and will be responsible for the cost of funding hearings before receiving any indemnities from the corporation."

Jasmine Samra is a member of Blaney McMurtry's corporate/commercial law and privacy law practice groups. She advises and acts for a broad range of clients including entrepreneurs and privately-held, public, multinational and not-for-profit corporations. Her wide experience includes business organizations, business transactions, M&A and corporate aspects of restructurings. She has drafted and implemented an array of corporate reorganizations and complex commercial contracts, including indemnity, shareholder, and partnership agreements.

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Robert A. Sharpe of the Court of Appeal noted at paragraph 42:

> "The purpose of achieving an appropriate balance between encouraging responsible behaviour and attracting strong entrepreneurial candidates applies whether the directors and officers are faced with a derivative action or an action by the corporation itself. Both kinds of action flow from dissatisfaction with the conduct of the officers or directors; both expose the directors or officers to scrutiny for their conduct; and both reflect situations in which the officers and directors have lost control over litigation affecting or relating to the affairs of the corporation."

The court also held that the application judge's refusal of advance funding on the basis of the strong *prima facie* case of bad faith standard had to be examined in light of section 124(4). Under that provision, court approval for advancement of funds can only be given if the claimant can satisfy that he or she "acted honestly and in good faith with a view to the best interests of the corporation." In the words of Mr. Justice Sharpe:

> "In my view, the strong *prima facie* case test strikes an appropriate balance between those competing considerations. It is a stringent test that gives significant weight to the protection of officers and directors. It ensures that they will ordinarily receive advance funding but leaves open the possibility that advancement will be denied when there is strong evidence of bad faith."

The manner in which the Board valued the shares led the Court to the conclusion that the appellants had acted in bad faith. While the appellants claimed reliance on legal opinion, the Court noted that the appellants' solicitor had not expressed any view as to the value of shares. Instead, the solicitor had explained the "business judgment rule" (denoting the court's general deference to the decisions of corporate directors and officers) and had indicated that the directors should act honestly and in good faith when making a business judgment decision. Thus, the appellants could not claim reliance on legal opinion to negate the finding of bad faith.

The Supreme Court of Canada has recently refused the appellants' application for leave to appeal.

Implications for Directors' Indemnities

The *Look* case is important for clarifying issues surrounding the advancement of indemnification funds as well as the standard of review for *prima facie* bad faith actions by a corporate director. Whether a director is sued directly by the corporation or in a derivative action, court approval is required for the advancement of funds to indemnify the director. Before such approval is granted, there must be a preliminary inquiry into the merits of the case, and if there is *prima facie* evidence of bad faith on the part of the directors that are the subject of any action, then advancement of funds will not be granted.

This limitation on advancement of funds to directors cannot be circumvented through generously-drafted corporate by-laws. If a director is the subject of a civil, criminal or regulatory proceeding, he or she will not be entitled to advanced funds to support litigation proceedings and will be responsible for the cost of funding hearings before receiving any indemnities from the corporation. This holds true even if a corporate by-law or indemnity agreement provides for advancement of funds despite bad faith conduct.

It follows from the holdings in *Look* that directors may lose some of the assurances provided under both the indemnity provisions in the by-laws or

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"Although social media advertising has the possibility of being [Canada's Anti-Spam Legislation (CASL)]- exempt, CASL compliance may be required for various steps along the way."

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indemnity agreements, as well as directors' and officers' (D&O) policies. Corporate by-laws may be scrutinized more thoroughly by D&O policy underwriters which could affect policy coverage. As well, directors may not be able to rely on generalized legal opinions encouraging good faith dealings in order to be indemnified. ■

CANADA'S ANTI-SPAM LAW AND SOCIAL MEDIA: MARKETERS ADVISED TO PROCEED WITH CAUTION

H. Todd Greenbloom and Henry Chang

"*In every life we have some trouble; when you worry, you make it double; Don't worry, be happy.*"

– Bobby McFerrin

Marketers using social media may be happy and not worried about Canada's Anti-Spam Legislation (CASL) because they think it may not apply to them. But, they should be cautious. Although social media advertising has the possibility of being CASL- exempt, CASL compliance may be required for various steps along the way.

CASL, the majority of which comes into force July 1, prohibits the sending of commercial electronic messages (CEM) to an electronic address unless the message complies with CASL (e.g. identify the sender, obtain consent and provide an unsubscribe mechanism). Users of social media marketing may not worry and may be happy because they are not *sending* messages and because they are not sending anything to an email account, an instant messaging account, a telephone account or a similar account.

Although the message in the Bobby McFerrin song is to be happy and not worry, despite having some trouble, and even if he "might have to litigate", people using social media for commercial purposes may have some trouble with CASL. So, they should be aware of CASL and how it might apply to social media.

On the Government of Canada's website for CASL, the following observation was made (emphasis added):

> "These violations can include spam, malware, spyware, address harvesting and false or misleading representations involving the use of any means of telecommunications, Short Message Services (SMS or text messaging), ***social networking*** websites, uniform resource locators (URL) and other locators, applications, blogs, and Voice over Internet Protocol (VoIP). Canada's anti-spam law takes a technology-neutral approach, so that all forms of commercial electronic messages sent by any means of telecommunications are captured under the new law."

As a starting point, any marketing endeavour, even on social media, will be a CEM, given that it is a message that is sent by a "means of telecommunication" that "encourage[s] participation in a commercial activity" and, in all likelihood, is offering a sale of a good or service or is advertising the sale of a good or service.

In a general situation, the next question is whether or not the CEM is sent to an electronic address. According to the frequently asked questions (FAQs) provided by the Canadian Radio-Television and Telecommunications Commission (CRTC), a social network account may fall into the class category of an electronic address (i.e. a similar account to email accounts, phone accounts and instant messaging accounts). In particular the answer provided by CRTC is:

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"Anyone using social media should be aware of how the particular site functions and, especially, what features are being used."

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> "For example, a typical advertisement placed on a website or blog post would not be captured. In addition, whether communication using social media fits the definition of "electronic address" must be determined on a case-by-case basis, depending upon, for example, how the specific social media platform in question functions and is used. For example, a Facebook wall post would not be captured. However, messages sent to other users using a social media messaging system (e.g., Facebook messaging and LinkedIn messaging), would qualify as sending messages to "electronic addresses." Websites, blogs and micro-blogging would typically not be considered to be electronic addresses."

Even if messaging services on a social media site are not used to broadcast messages and, instead, reliance is placed primarily on the audience seeking out the message so that the originator of the message is not *sending* a message, caution should be exercised to ensure that social media are not used to send a CEM or, if CEMs are sent through social media, that they are sent in compliance with CASL (i.e. identify the sender, obtain consent and provide an unsubscribe mechanism).

Anyone using social media should be aware of how the particular site functions and, especially, what features are being used. Any time that the audience is receiving content passively (i.e. it does not go to the place where the information is stored), the originator may be sending an electronic message, especially if that message encourages participation in a commercial activity. An example of a possible sending of a CEM can be seen in an investigation of Facebook by the Privacy Commissioner, as reported in the *Report of Findings #2011-006* under the *Personal Information Protection and Electronic Documents Act* (PIPEDA).

The complainant alleged that Facebook was using social plug-ins ("buttons and boxes designed to display certain Facebook functionality on third-party websites," for example the "Like" or "Recommend" icons) to share his personal information without his knowledge and consent. When a Facebook user accesses a social plug-in while logged onto Facebook, the user sees personalized content in the social plug-in that highlights any activity that his or her friends may have initiated on that site, such as recommending a news article on a news website. Facebook described the mechanism as follows:

- a social plug-in is contained within an "iframe" on websites that host the social plug-in, which causes the user's web browser to retrieve the contents of the iframe directly from Facebook; the iframe is essentially Facebook renting space on a third party's website;
- the social plug-in acts as a portal to Facebook for the user, but it does not provide the third party site hosting the plug-in with any access to Facebook user data;
- the respective web server will receive a request for a file and send the requested content back to the computer requesting the file; if a user is logged-in to Facebook when visiting the applicable website, Facebook's iframe will load with personalized content gathered from the Facebook user's profile. This information does not travel to the applicable website but, rather, directly from Facebook to the user.

In that particular investigation, Facebook was absolved of any wrong doing since Facebook did not share or sell the information collected by the company when a Facebook user visited a website

"... inviting someone to join your network electronically could be seen as the sending of an electronic message asking for consent, which is problematic."

with a social plug-in, and also since Facebook adequately disclosed the collection and use of plug-in.

That investigation predates CASL and CASL was not a consideration. The same facts under CASL, however, should have the same result. Some may try and argue that since a website's content is being transmitted to a Facebook user (albeit directly from Facebook), the argument would be that information from a website promoting a commercial activity is being **sent** to a user indirectly through Facebook as an intermediary. In these circumstances the CEM may not be CASL-compliant since the opt out mechanism (i.e. using the plug-in while not logged onto a Facebook account) maybe akin to default consent, which is not sufficient, and prescribed information that identifies the person who sent the message (the social media site) and the person on whose behalf it is sent (the host website) might not be properly set out.

Persons using social media to market must be very careful about how they build their social media networks to ensure compliance with CASL. An electronic message, by definition, includes an electronic message that contains a request for consent to send a CEM. As a result, inviting someone to join your network electronically could be seen as the sending of an electronic message asking for consent, which is problematic.

One of the elements in guides to launching successful social media campaigns is the promotion of the campaign. The manner in which the campaign is promoted could be subject to CASL. Some promotional suggestions are CASL-neutral (e.g. publicize in non electronic newsletters, conventional advertising, word of mouth) while others may require CASL compliance (e.g. email announcements).

"The general purpose of Canada's Anti-spam Legislation is to encourage the growth of electronic commerce by ensuring confidence and trust in the online marketplace," according to Industry Canada. "To do so, the Act prohibits damaging and deceptive spam, spyware, malicious code, botnets, and other related network threats." [The European Network and Information Security Agency (EINSA) has published a number of studies that involve social networking services (SNSs) and has identified a number of potential risks that would be in line with the objectives of CASL, including the following:

> "Threat SN.2 Secondary data collection: as well as data knowingly disclosed in a profile, SN members disclose personal information using the network itself: e.g. length of connections, other users' profiles visited and messages sent. SNSs provide a central repository accessible to a single provider. The high value of SNSs suggests that such data is being used to considerable financial gain.
>
> "Threat SN.7 SNS spam: unsolicited messages propagated using SNSs. This is a growing phenomenon with several SNS-specific features.

and

> "Another study shows that not only are these third parties increasing their tracking of users, but that they can now link these traces with identifiers and personal information via online social networks."

In response to these problems, the European Union proposed legislation that would require the "erasure of personal data relating to [a person] and the abstention from further dissemination of such data."

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"... in Canada, even if a company's claims about its product in its advertising turn out to be completely accurate, this can still land a business with a hefty Competition Act fine."

Jessica Freiman, a graduate of Queen's University Faculty of Law, is just concluding her articles at Blaney McMurtry LLP. She is to be called to the bar later this month.

Although this legislation has not been passed, its principles are being adopted by at least one court. In *Google Spain SL Google Inc. v Agencia Española de Protección de Datos* (AEPD), the Grand Chamber determined for data that is "inadequate, irrelevant or no longer relevant, or excessive in relation to the purposes of the processing at issue carried out by the operator of the search engine, the information and links concerned in the list of results must be erased" and Google was required to "remove from the list of results displayed, following a search made on the basis of a person's name, links to web pages published by third parties and containing information relating to that person." In other words, Google was required to erase the links to the data in question so that while the information itself was not erased, the ability to access it was.

Essentially the court in the Google case balanced the individual's rights to the protection of their data and to privacy against interests of the operator of the search engine and the general interest in freedom of information. The European court chose privacy over freedom of information.

That same conclusion may not be reached in Canada. The Supreme Court of Canada recently determined in *Alberta (Information and Privacy Commissioner) v. United Food and Commercial Workers, Local 401*, that Alberta's privacy legislation's "broad limitations on freedom of expression are not demonstrably justified because its limitations on expression are disproportionate to the benefits the legislation seeks to promote." That being said, over time Canada might adopt the right to be forgotten.

In summary, as we indicated earlier, social media advertising has the possibility of being CASL-exempt. Caution should be exercised, however, as CASL compliance may be required for various steps along the way.

Also, if reliance is being placed on social media marketing, the legal landscape should be monitored regularly so that that one is prepared for things like the European right to be forgotten. ■

YOUR WIDGET IS BETTER THAN THE OTHER GUY'S? PROVE IT. *BEFORE* YOU SAY SO IN AN AD. OR ELSE...

Jessica Freiman with H. Todd Greenbloom

It's one thing to see a company falsely advertise its product with gross exaggerations – lose 10 pounds in two days with our supplement! Undo 40 years of wrinkles with one moisturizer!!

It would seem to be another matter entirely when a company asserts its product's superior performance in a commercial and only verifies the assertion after the commercial airs.

But in Canada, even if a company's claims about its product in its advertising turn out to be completely accurate, this can still land a business with a hefty *Competition Act* fine.

The problem?	Violating the *Competition Act*'s stringent testing requirements for products before advertising how they perform.
Specifically	Advertising how a product performs before you're finished testing – even if your claims are eventually substantiated.

In the case of (*Commissioner of Competition) v. Chatr Wireless Inc.*, 2014 ONSC 1146, the Ontario Superior Court of Justice made it clear that there will be financial consequences for any business that does not conduct "adequate and proper testing," as

"... it was obviously important for the Court to reinforce the idea that just because a company's claims about the performance, efficacy or length of life of a product or service may be true, the company is still obliged to comply with the adequate and proper testing requirements ... of the Competition Act."

required under the *Competition Act*, *before* making claims about their products.

Chatr Wireless, a service owned by Rogers, claimed in its ads that it had "Fewer dropped calls than new wireless carriers." This claim turned out to be accurate – but the trouble was that Rogers and Chatr had to prove its claim in each market that the ad aired in, and against each relevant new wireless carrier. But the claims were made in commercials *before* Rogers had completed the "adequate and proper" testing against all new carriers in every city, as required by the *Competition Act*. (For further details on the background of this case, see Todd Greenbloom's article for the December 2013 issue of *Blaneys on Business* at www.blaney.com/articles/competition-act-rules-comparative-advertising-clarified-recent-court-decision).

The Commissioner of Competition asked the Ontario Superior Court of Justice to charge Rogers a $5-7 million penalty for violating the Deceptive Marketing Practices provisions of the *Competition Act*. While the Court ultimately agreed that Rogers and Chatr had indeed run afoul of section 74.01 of the Act, the fact "that the false or misleading advertising portion of the application was not established and that subsequent testing substantiated the fewer dropped calls claim" helped Rogers' cause. The court noted that: "The fewer dropped calls claim may have been harmful to the new wireless carriers but, if that was the case, the harm was not inflicted in a manner which caused harm to consumers because the claim was substantiated. Equally, because the claim was substantiated, any harm inflicted on Wind Mobile and Public Mobile was appropriate." Roger's cause was also aided by the conduct of the other wireless carriers who tried to capitalize on the Competition Commissioner's actions.

On the other hand the fine may have been higher than Rogers would have liked because of its past conduct. TELUS obtained an injunction preventing Rogers' claim that it had "Canada's Most Reliable Network" before testing its network against Telus' HSPA/HSPA + network. The Court concluded that the injunction "is some evidence that Rogers has been willing to make aggressive representations prior to testing when it believes those untested representations are true."

The Court also did not issue a prohibition order against Rogers. A prohibition order would have had a significant impact on any future breaches by Rogers. The Court rejected the prohibition order in part because of the competitors' actions and because the publicity from the case itself resulted in reputational harm to Rogers.

The Court levied a $500,000 penalty against Rogers – chump change compared to the $5-7 million asked but certainly something that would shine a spotlight and encourage compliance with the *Competition Act*.

In addition, it was obviously important for the Court to reinforce the idea that just because a company's claims about the performance, efficacy or length of life of a product or service may be true, the company is still obliged to comply with the adequate and proper testing requirements of section 74.01 of the *Competition Act*.

So, even if a business is acting in good faith and is not attempting to be false or misleading in its advertiing, running ads prior to completing product testing will land that business in hot and expensive water, especially if they have a history. ■

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ANDREA RUSH JOINS BLANEYS

Blaney McMurtry LLP

Blaney McMurtry LLP is pleased to announce that Andrea Rush has joined the firm as a partner.

Andrea is an information and communications technologies (ICT) law counsel and barrister. A patent and trade-mark agent licensed in both Ontario and Quebec, she advises on commercialization of intellectual property and technology and has appeared as lead counsel before the Supreme Court of Canada, the Federal Court, the Copyright Board and the Trade-marks Opposition Board.

She is recognized as a leading Canadian lawyer by Who's Who Legal, (business lawyers and trade-mark lawyers), WTR 1000 and Chambers Global 2012, 2013, 2014: Intellectual Property – Litigation, and Lexpert®. She has been named by the Guide to the World's Leading Women in Business as an outstanding business law practitioner.

Andrea has served as chair of the Law Society of Upper Canada's Intellectual Property Certification Committee and chairs the law society's annual IP Year in Review. She has served as a member of the Government of Canada's Information Highway Advisory Council (copyright subcommittee) and also of its business services sectoral advisory group on international trade (SAGIT). She has also been an advisory board member of the Stanford University Program on Law, Science and Technology and trustee and member of the Editorial Board of the Copyright Society of the U.S.A.

Andrea speaks widely. This spring alone she has presented at the International Technology Law Association's World Technology Law Conference on brand management; the American Bar Association's 29th annual Intellectual Property Law Conference on copyright issues, and a joint meeting in Washington of the U.S. Federal Circuit Bar Association and the U.S. Chamber of Commerce on best practices in international intellectual property law. This month, Andrea is chairing a panel and speaking at the annual program on Law, Science and Technology at Stanford Law School.

Andrea is a member of Blaney McMurtry's intellectual property, information technology, e-commerce, media + entertainment law, and commercial litigation practice groups. She holds degrees in music and law from McGill University and an LL.M. from the University of Ottawa, for which she wrote a dissertation on computer software.

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BLANEYS INTRODUCES ROB MacLELLAN

Blaney McMurtry LLP

Blaney McMurtry LLP is pleased to introduce Robert B. MacLellan, who joined the firm as a partner.

Rob's practice is focused on secured financing and insolvency and realization. He acts for a broad range of domestic and foreign institutional and non-institutional lenders/lessors and borrowers/lessees on multi-jurisdictional,

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multi-tiered term and operating credit financing; leasing, asset-based lending, syndications and inter-creditor matters.

Rob also acts for the complete array of stakeholders in complex insolvency/bankruptcy and restructuring matters, realization and enforcement, priority disputes and matters under Ontario's Repair and Storage Liens Act (RSLA).

He practices aviation law as well, including the acquisition, leasing and financing of aircraft; licensing, foreign investment, import/export issues, cross-border operations, and other regulatory matters.

Beyond his financing, insolvency and aviation work, Rob advises and acts for clients across a variety of industries on general corporate and commercial matters, including business acquisitions, divestitures, ownership structures, governance and shareholder issues.

A director and past president of the John Howard Society of Toronto, he advises not-for-profit organizations on general corporate matters, including governance and stakeholder issues as well.

Rob holds a BComm from the University of Toronto and an LLB from Osgoode Hall Law School. He is a member of Blaney McMurtry's corporate/commercial, business reorganization/insolvency, aviation; architectural, engineering and construction services (ACES), and international trade/business practice groups.

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