

**ONTARIO
SUPERIOR COURT OF JUSTICE**

IN THE MATTER OF AN APPLICATION UNDER Rules 14.05(3) (h) of the Rules of Civil Procedure and Section 288(4) of the Canada Not-for-profit Corporations Act, SC 2009, c 23)

BETWEEN:

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

Applicant

**MEMORANDUM OF FACT AND LAW OF THE RESPONDENT
RESIDENT DOCTORS OF CANADA**

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PART I - OVERVIEW

1. The Resident Doctors of Canada (“RDoC”) is responding to the Application of the College of Family Physicians of Canada (“CFPC”), which seeks to have the Court validate certain amendments to its corporate by-laws and articles that were not made in compliance with the *Canada Not-for-profit Corporations Act*, (“CNCA”),¹ in order to ensure that the Court is aware of the unique and distinct concerns and interests of Family Medicine Resident Doctors.
2. While RDoC is sympathetic to the need for the CFPC to have validated certain of its current by-laws and articles, as adopted at the CFPC’s 2022 Annual Meeting of Members (“AMM”), it is concerned about the Court validating changes that will approve the loss of voting rights for Family Medicine Resident Doctor members at the CFPC, contrary to the requirements of the CNCA.
3. Accordingly, RDoC requests that, should the Court be open to granting the relief sought by the Applicant, any such order be varied to maintain Resident Members as a separate class of members with voting rights at the CFPC. RDoC submits that, pursuant to subsection (b) and (c) of s. 288(4) of the CNCA, which allows the Court to “determine the rights of members...of the corporation” and “make any other order that the court thinks fit,”² the Court has the jurisdiction to grant this type of relief.

PART II - THE FACTS

A. Resident Doctors and RDoC

4. Resident Doctors are qualified physicians who are practicing under the direct or indirect supervision of a senior medical clinician while completing their post-graduate training.³

¹ *Canada Not-for-profit Corporations Act*, [SC 2009, c 23](#) [SC 2009, c 23](#) (“CNCA”).

² *Ibid.* at s. 288(4).

³ Affidavit of Dr. Santanna Hernandez sworn November 15, 2024 (“Hernandez Affidavit”) at para. 16, Tab 1 of the Record of the Respondent (“RR”), p. 3.

5. RDoC is the unified, national voice for Resident Doctors in the country. Established in 1972, RDoC is Canada's only fully independent, non-profit organization that represents the interests of all Resident Doctors in training outside of Quebec. It collaborates with other national health organizations to foster excellence in training, wellness, and patient care.⁴
6. RDoC's members are the provincial housestaff organizations or regional resident associations.⁵ Each member organization of RDoC in turn contractually represents the individual Resident Doctors in their respective provinces. Through this membership structure, RDoC represents over 14,000 Resident Doctors nationally. Of these, at present, approximately 2800 are Family Medicine Residents. Thus, through their advocacy work on its members' behalf, RDoC is the only independent voice for Family Medicine Residents in Canada. This includes advocacy on national issues related to their medical education.⁶

B. The Role of the CFPC vis-à-vis Family Medicine Resident Doctors

7. The CFPC plays the key role in setting the requirements for family medicine residency training in Canada and their decisions have a direct impact on Family Medicine Resident Doctors.⁷
8. One of the roles of the CFPC is to establish the standards for and accredit postgraduate family medicine training in Canada's 17 medical schools. As the licensing body, the CFPC oversees the examinations that Family Medicine Residents complete at the end of residency to practice as a physician. As a result, the CFPC has the power to determine which residents become practicing family physicians.⁸

⁴ Hernandez Affidavit at para. 5, Tab 1 RR, p. 1.

⁵ RDoC member associations do not include Professional Association of Resident Physicians of Alberta (PARA). While PARA is not a member of RDoC, RDoC still represent their family medicine residents in our advocacy.

⁶ Hernandez Affidavit at para. 6, RR Tab 1, p. 1.

⁷ Hernandez Affidavit at paras. 8-9, RR Tab 1, p. 2.

⁸ *Ibid.*

9. The CFPC also regularly makes other decisions that directly impact the lives and training of Resident Doctors. For example, in 2023, the Board of the CFPC recommended extending the length of Family Medicine Residency Training from what has historically been two years to three years. This change, if implemented, would have extended the time before Residents can enter practice, directly impacting their financial and professional trajectories.⁹
10. At the Annual General Meeting of the CFPC in November 2023 this proposed change was put to a non-binding vote of members. Because of the 2022 changes to the CFPC membership structure, no Resident Doctors were able to vote on the proposed change, even though it was roundly opposed by RDoC and most Resident Doctors.¹⁰
11. Other examples of areas where the CFPC can make decisions affecting Resident Doctors include exam fees. At present the exam fee for practice-eligible candidates is \$5,826.¹¹

C. The History of the Resident Member Class at the CFPC

12. There is a very long history of Resident Doctors having voting rights as members at the CFPC. When the CFPC was under the *Canada Corporations Act*,¹² it had a “Resident Members” class of members which had voting rights.¹³
13. Subsequently, in 2013, when the CFPC was continued under the CNCA, Resident Members were continued as a separate class of members with voting rights.¹⁴
14. Indeed, Resident members of the CFPC continued to have voting rights up until 2022 when the CFPC voted to overhaul its membership structure. At that time, the

⁹ Hernandez Affidavit at paras. 18-21, RR Tab 1, p. 4.

¹⁰ *Ibid.*

¹¹ Hernandez Affidavit at para. 22, RR Tab 1, p. 4.

¹² *Canada Business Corporations Act*, [RSC 1985, c C-44](#).

¹³ Affidavit of Eric Mang, affirmed October 15, 2024 (“Mang Affidavit”) at paras. 20-23, Application Record (“AA”) Tab 2, pp. 36-37.

¹⁴ Mang Affidavit at paras. 20-28, AA Tab 2, pp. 36-40.

proposed changes included eliminating the Resident Class of members with voting rights and creating a new “Learner Class” of members, composed of Students, Resident Doctors, and International Medical Graduates. This new Learner Class of members did not have voting rights and did not have to pay CFPC fees. Previously Resident Class members of the CFPC paid fees.¹⁵

15. At the 2022 AMM, this proposed change to the membership structure was voted on by members. The specific motion provided as follows:¹⁶

Motion #2 - Member classes

As a special resolution, that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;

Further that the classes of members be:

- 1) the Practising class members
- 2) the Non-Practising class members
- 3) the Learner class members
- 4) the Associate class members

And further that Practising class members be Voting Members and classes 2, 3, and 4 collectively be the “Non-Voting Members”.

16. This special resolution was passed at the 2022 AMM by a vote of 67.7% in favour and 32.3% opposed.¹⁷ As a result of this change, Resident Class members lost their voting rights at the CFPC. As acknowledged by the CFPC this change was made in violation of the CNCA, since no separate no class vote of Resident Class members was held to confirm this change.

D. The Distinct Interests of Family Medicine Resident Doctors at the CFPC

17. Resident Doctors have interests that are distinct and different from those of fully licensed practicing Family Medicine Doctors. Although Family Medicine Resident

¹⁵ Mang Affidavit at paras. 56-72, AA Tab 2, pp. 44-48.

¹⁶ Mang Affidavit at, AA Tab 2, Exhibit 7, p. 202.

¹⁷ Mang Affidavit at para. 72, AA Tab 2, p. 48.

Doctors are qualified physicians, they are in the process of completing a two-year post-graduate residency training program and work under the supervision of a senior medical clinician. As a result, there is a significant power imbalance between Family Medicine Resident Doctors and Practicing Licensed Physicians, who may have the power to make decisions about where Resident Doctors may practice, placement opportunities and job offers.¹⁸

18. As well, the interest of Resident Doctors interests are also very distinct and different from those of medical students, with whom they are now lumped in with in the CFPC's "Learners Class". Unlike Resident Doctors, who have elected to practice family medicine, have been formally matched to a family medicine residency placement and are qualified to practice medicine, medical students may be interested in a broad array of practice areas and are not yet qualified to practice medicine.¹⁹
19. As well, as set out above, the CFPC, as the governing body that establishes the standards for and accredits postgraduate family medicine training for Resident, regularly makes decisions that have a direct and significant impact on Residents and their interests. As a result, it is important for Resident doctors to have a direct say in those decisions.²⁰

E. The Concerns of Family Member Resident Doctors About the Loss of Voting Rights.

20. Given the important role that the CFPC plays in determining the standards for post-graduate training in Canada that directly impact and affect Canadian Family Medicine Residents, and their unique and distinct interest, RDoC is gravely concerned about the loss of voting rights at CFPC for Resident Doctors.²¹

¹⁸ Hernandez Affidavit at para. 16, RR Tab 1, pp. 3-4

¹⁹ Hernandez Affidavit at para. 17, RR Tab 1, p. 4.

²⁰ Hernandez Affidavit at paras. 8 and 14, RR Tab 1, pp. 3-4.

²¹ Hernandez Affidavit, at para. 15, RR Tab 1, p. 3.

21. RDoC has also consulted with Family Medicine Residents who are elected leaders on the boards of the provincial associations that comprise RDoC's membership, and who contractually represent all Family Medicine Resident Doctors in Canada outside of Quebec, and they are also very concerned about the loss of voting rights for Residents at the CFPC. This view is also shared by individual Family Medicine Resident Doctors.²²
22. The loss of their vote at the CFPC has left Family Medicine Resident Doctors feeling like they have been disempowered and lack representation as they no longer have a direct voice when decisions are made affecting my interests at the CFPC.
23. As a result, RDoC on behalf of Family Medicine Resident Doctors in Canada seek to ensure that the voting rights of Resident Doctors are returned to them at the CFPC. RDoC does not oppose membership fees for Resident Class Members should their voting rights be returned.²³

PART III - ISSUES, LAW AND ARGUMENT

24. The issues on this application are:
 - a) Has the CFPC violated s. 199 and 212(4) of the CNCA;
 - b) What is the Court's jurisdiction under s. 288(4) of the CNCA; and
 - c) What relief should be provided in the circumstances?

A. The Requirement for a Class Vote in Section 199 and 212(4) CNCA

25. It is undisputed that the special resolution passed at the 2022 AMM, and which resulted in the Resident Member class being eliminated and Resident Doctors losing their voting rights at the CFPC, was not in compliance with s. 199 and s. 212(4) of the CNCA.²⁴

²² Hernandez Affidavit at paras. 14-16, RR Tab 1, pp. 3-4.

²³ Hernandez Affidavit at para. 25, RR Tab 1, p. 5.

²⁴ Mang Affidavit at paras 74-75, AR Tab 2, p. 49.

26. Pursuant to these provisions a separate vote of Resident Class members should have been held to approve the change.

27. Section 199 of the CNCA²⁵ provides:

(1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), *entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to*

(a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

(b) *add, change or remove the rights or conditions attached to the memberships of the class or group*, including

(i) to reduce or remove a liquidation preference, or

(ii) to add, *remove or change prejudicially voting* or *transfer rights of the class or group*;

...

(e) *create a new class or group of members having rights equal or superior to those of the class or group*;

...

28. Subsection 212(4) of the CNCA further provides:²⁶

(4) Despite subsections (2) and (3), the members of a body corporate may not, by a special resolution under either of those subsections, make any amendment of the nature referred to in subsection 199(1) that affects a class or group of members, unless

(a) the charter of the body corporate otherwise provides in respect of an amendment of the nature referred to in paragraph 199(1)(a) or (e); or

(b) the members of the class or group approve the amendment in accordance with section 199.

29. Notably, the Header to these sections of the CNCA, refer to these types of changes to class rights as “fundamental changes”.

²⁵ CNCA, *supra* at [s. 199](#) (emphasis added).

²⁶ CNCA, *supra* at [s. 212\(4\)](#).

30. As the CFPC acknowledges in their Application Record, the CFPC's charter did not allow for these types of changes to the membership class structure and at no time were separate class votes held to approve the changes to the membership structure in 2022, which result in Resident Doctors losing their voting rights.²⁷
31. As a result, there is no question that the 2022 changes affecting Resident Doctors were contrary to the requirements of the CNCA.

B. The Jurisdiction of the Court under s. 288(4) of the CNCA

32. As a result, RDoC, on behalf of Family Medicine Resident Doctors in Canada, seeks to ensure that the voting rights of Resident Doctors are returned to them at the CFPC. RDoC does not oppose membership fees for Resident Class Members should their voting rights be returned.

C. The Jurisdiction of the Court under s. 288(4) of the CNCA

33. As a result of the errors that were made when passing its current by-laws and articles, as adopted at the 2022 AMM, the CFPC now seeks to have those changes validated by the Court pursuant to the court's powers in s. 288(4) of the CNCA.
34. In general, s. 288 of the CNCA applies to situations where "there is an error in the articles, a certificate or other document" of the corporation.²⁸ As detailed at length in the Applicant's Factum and Record, there is no question that as a result of numerous errors over the years, there are errors that were made when passing the CFPC's by-laws and articles.
35. Section 288(4) further provides that a Director of Corporation can apply to the Court for relief in these circumstances. It states:²⁹

(4) On the application of the Director, the corporation or any other interested person, a court may

²⁷ Mang Affidavit at paras 74-75, AR Tab 2, p. 49.

²⁸ CNCA, *supra*, [s. 288\(1\)](#).

²⁹ CNCA, *supra*, [s. 288\(1\)](#).

(a) order the correction of any of the documents referred to in subsection (1);

(b) determine the rights of members or creditors of the corporation; and

(c) make any other order that the court thinks fit.

36. The starting point for the interpretation of this provision is of course the modern principle of statutory interpretation, which provides that the words of an Act are to be read in their entire context and in their grammatical and ordinary sense harmoniously with the scheme of the Act, the object of the Act, and the intention of Parliament.³⁰
37. RDoC submits that that on its face and based on the ordinary meaning of the provision read in context, the Court has very broad remedial power.
38. Notably, beyond simple error correction, which is provided for in (a), the Court also has the power to (b) “determine the rights of members...of the corporation” and to (c) “make any other order that the court thinks fit.” These provisions arguably provide the Court with broad discretion to craft appropriate remedies in light of the circumstances, particularly where the rights of members of the corporation are at issue.
39. Section 288(4) of the CNCA has to date not been the subject of judicial consideration. While it shares some important similarities with error correcting remedial provisions in other corporate statutes, it also has key differences which, RDoC submits are indicative of a legislative intent to provide the Court with broader remedial powers than in comparable statutes.
40. The following table sets of the corrective remedial provisions of relevant comparator federal and BC statutes:

³⁰ *Bell ExpressVu Limited Partnership v. Rex*, [2002 SCC 42 \(CanLII\)](#), [2002] 2 SCR 559, at para. 26, quoting both E. A. Driedger, *Construction of Statutes* (2nd ed. 1983), at p. 87, and *Rizzo & Rizzo Shoes Ltd. (Re)*, [1998 CanLII 837 \(SCC\)](#), [1998] 1 S.C.R. 27, at para. 21.

<u>Canada Not-for-profit Corporations Act (S.C. 2009, c. 23)</u> ³¹ (CNCA)	<u>Canada Business Corporations Act, RSC 1985, c C-44</u> ³² (CBCA)	<u>Business Corporations Act, SBC 2002, c 57</u> ³³	<u>Societies Act, SBC 2015, c 18</u> ³⁴
<p>288 (1) If there is an error in the articles, a certificate or other document except one required by section 20 or 128, subsection 134(1) or section 278, the directors or members of the corporation shall, on the request of the Director, pass the resolutions and send to the Director the documents required to comply with this Act and take any other steps that the Director reasonably requires so that the Director can correct the document.</p> <p>....</p> <p><i>Application to court</i></p>	<p>265 (1) If there is an error in articles, a notice, a certificate or other document, the directors or shareholders of the corporation shall, on the request of the Director, pass the resolutions and send to the Director the documents required to comply with this Act, and take such other steps as the Director may reasonably require so that the Director may correct the document.</p> <p>...</p> <p><i>Application to court</i></p> <p>(4) If, in the view of the Director, of the corporation or of</p>	<p>229 (1) In this section, "corporate mistake" means an omission, defect, error or irregularity that has occurred in the conduct of the business or affairs of a company as a result of which</p> <p>(a) a breach of a provision of this Act, a former <i>Companies Act</i> or the regulations under any of them has occurred,</p> <p>(b) there has been default in compliance with the memorandum, notice of articles or articles of the company,</p> <p>(c) proceedings at or in connection with any of the following have been rendered ineffective:</p> <p>(i) a meeting of shareholders;</p> <p>(ii) a meeting of the directors or of a committee of directors;</p>	<p>105 (1) This section applies if an omission, defect, error or irregularity in the conduct of the activities or internal affairs of a society results in</p> <p>(a) a contravention of this Act or the regulations,</p> <p>[...]</p> <p>(2) Despite any other provision of this Act, if an omission, defect, error or irregularity described in subsection (1) occurs,</p> <p>(a) the court may, either on its own motion or on the application of a person whom the court considers to be an appropriate person to make an application under this section, make an order</p>

³¹ [Canada Not-for-profit Corporations Act, SC 2009, c 23.](#)

³² [Canada Business Corporations Act, RSC 1985, c C-44.](#)

³³ [Business Corporations Act, SBC 2002, c 57.](#)

³⁴ [Societies Act, SBC 2015, c 18.](#)

<p>(4) On the application of the Director, the corporation or any other interested person, a court may</p> <p>(a) order the correction of any of the documents referred to in subsection (1);</p> <p>(b) determine the rights of members or creditors of the corporation; and</p> <p>(c) make any other order that the court thinks fit.</p>	<p>any interested person who wishes a correction, a correction to any of the documents referred to in subsection (1) would prejudice any of the shareholders or creditors of a corporation, the Director, the corporation or the person, as the case may be, may apply to the court for an order that the document be corrected and for an order determining the rights of the shareholders or creditors.</p>	<p>(iii) any assembly purporting to be a meeting referred to in subparagraph (i) or (ii), or</p> <p>(d) a consent resolution or records purporting to be a consent resolution have been rendered ineffective.</p> <p>(2) Despite any other provision of this Act, the court, either on its own motion or on the application of any interested person, may make an order to correct or cause to be corrected, to negative or to modify or cause to be modified the consequences in law of a corporate mistake or to validate any act, matter or thing rendered or alleged to have been rendered invalid by or as a result of the corporate mistake, and may give ancillary or consequential directions it considers necessary.</p> <p>(3) The court must, before making an order under this section, consider the effect that the order might have on the company and on its directors, officers, creditors and shareholders and on the beneficial owners of its shares.</p> <p>(4) Unless the court orders otherwise, an order made under subsection (2) does not prejudice the rights of any third party who acquired those rights</p>	<p>(i) to correct or cause to be corrected, or to negative or modify or cause to be modified, the consequences in law of the omission, defect, error or irregularity, or</p> <p>(ii) to validate an act, matter or thing rendered or alleged to have been rendered invalid by or as a result of the omission, defect, error or irregularity, and</p> <p>(b) the court may make any ancillary or consequential orders it considers appropriate.</p> <p>(3) Unless the court orders otherwise, an order under subsection (2) does not prejudice the rights of a third party who has acquired those rights for valuable consideration and without notice of the omission, defect, error or irregularity that is the subject of the order.</p>
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		(a) for valuable consideration, and (b) without notice of the corporate mistake that is the subject of the order.	
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41. While all four statutes provide the Court with the power to take corrective measures in various forms, only the CNCA provides the Court with the broad right to “make any other order that the court thinks fit.” No such discretionary power is found in the federal CBCA. Likewise, for the BC *Business Corporations Act* and the BC *Societies Act*, while the Court has the power to make “ancillary or consequential orders,” this power is arguably much narrower than the ability to make “any other order.”
42. RDoC submits that these differences in statutory drafting are indicative of a legislative intent in the CNCA to provide Courts with a broader jurisdiction than in those other statutory contexts to craft novel remedies when Associations such as the CFPC find themselves in complex situations requiring the Court’s intervention.
43. All four statutes do, however, in various forms require the Court to consider the rights of members or shareholders. For the federal statutes, the Court has the explicit power to determine the rights of members [or shareholders] or creditors of the corporation. For the BC statutes, the Court must consider the rights of third parties. As the BC Court of Appeal explained in *Kwantlen University College Student Association v. Canadian Federation of Students – British Columbia Component*:³⁵

Section 85 of the *Society Act* [see now s. 105 of the *Societies Act*] specifically contemplates the courts making orders to ensure that the rights of society members under the society’s bylaws are not transgressed. Where the matter brought before the court is an issue of the construction of provisions of the bylaws that define the fundamental rights of members in respect of the society’s operations, it is clear that the court has jurisdiction to intervene, and need not defer to the bylaw interpretations espoused by the society.

³⁵ *Kwantlen University College Student Association v. Canadian Federation of Students – British Columbia Component*, 2011 BCCA 133 (CanLII) at para. 32.

44. Similarly, in the present circumstance, RDoC submits that the Court has jurisdiction to intervene in the present context and in so doing must take into careful consideration the rights of affected members, particularly those who have unique and distinct interests and who would be prejudiced if a requested order is granted.

D. The Appropriate Relief in the Circumstances

45. As set out above, given the important role that the CFPC plays in determining the standards for post-graduate training in Canada that directly impact and affect Canadian Family Medicine Residents, and their unique and distinct interest, RDoC submits that Resident Doctors will be particularly prejudiced by the loss of voting rights.³⁶
46. RDoC further notes that no other party has responded to this Application to express concerns about the order that is being sought by the CFPC. This further confirms that the interests of Resident Doctors and unique and potentially uniquely prejudiced.
47. While RDoC is very sympathetic to the CFPC's need for the Court's intervention to rectify errors in its current by-laws and articles, any resulting order should take into consideration the rights of Resident Doctors and their unique interests and the unique prejudice they will suffer if the order is not amended.
48. In the circumstances of this case, RDoC submits that the Court has the jurisdiction to craft novel remedies. Accordingly, RDoC requests that the order for relief sought by the Applicant be varied to maintain Resident Members as a separate class of members with voting rights at the CFPC.
49. However, in the alternative and given the need for the Court's assistance in this matter, should the Court find that it does not have the jurisdiction to make RDoC's requested order or chooses not to exercise its discretion in this respect, RDoC requests that the Court grant the CFPC's requested order. In RDoC view, a

³⁶ Hernandez Affidavit at para. 14, RR Tab 1, p. 3.

wholesale return to the 2012 status for the CFPC is not in the interest of any of the CFPC's members and could paralyze the organization.

PART IV - ORDER REQUESTED

50. The Respondent therefore requests:

- a. that the order for relief sought by the Applicant be varied to maintain Resident Members as a separate class of members with voting rights at the CFPC;
- b. that no costs be ordered against it; and
- c. such further and other relief as this Honourable Court may permit and as is just.

ALL OF WHICH IS RESPECTFULLY SUBMITTED

November 15, 2024

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Court File No.: CV-24-00096601-0000

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SUPERIOR COURT OF JUSTICE**

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BETWEEN:

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

Applicant

RESPONDENT'S CERTIFICATE

I, Colleen Bauman, lawyer for the Respondent, Resident Doctors of Canada, certify that:

- (i) An order under subrule 61.09(2) (original record and exhibits) is not required.
- (ii) The estimated time of my oral argument is 15-30 minutes.

November 15, 2024

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Resident Doctors of Canada

SCHEDULE “A”
LIST OF AUTHORITIES

Bell ExpressVu Limited Partnership v. Rex, [2002 SCC 42 \(CanLII\)](#), [2002] 2 SCR 559

Kwantlen University College Student Association v. Canadian Federation of Students – British Columbia Component, [2011 BCCA 133 \(CanLII\)](#)

Rizzo & Rizzo Shoes Ltd. (Re), [1998 CanLII 837 \(SCC\)](#), [1998] 1 S.C.R. 27

SCHEDULE “B”
RELEVANT STATUTES

Business Corporations Act, [SBC 2002, c 57](#) ([229 \(1\)](#))

Canada Business Corporations Act, [RSC 1985, c C-44](#) ([265 \(1\)](#))

Canada Not-for-profit Corporations Act, [SC 2009, c 23](#) ([s. 199](#), [s. 212\(4\)](#), [s. 288\(1\)](#))

Societies Act, [SBC 2015, c 18](#) ([105 \(1\)](#))

In the matter of COLLEGE OF FAMILY PHYSICIANS OF CANADA
Applicant

Court File No. CV-24-00096601-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT OTTAWA

IN THE MATTER OF AN APPLICATION UNDER
Rules 14.05(3) (h) of the *Rules of Civil Procedure*
and Section 288(4) of the *Canada Not-for-profit*
Corporations Act, SC 2009, c 23)

FACTUM OF THE RESPONDENT
RESIDENT DOCTORS OF CANADA

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