

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- AND -

**IN THE MATTER OF
ISSAM EL-BOUJI**

NOTICE OF MOTION

TAKE NOTICE THAT Issam El-Bouji (“Mr. Bouji”) will make a motion before the Ontario Securities Commission (the “Commission”) at the commencement of the motion on jurisdiction scheduled to be heard on May 6, 2019 at 10am, at the offices of the Commission, 17th Floor, 20 Queen Street West, Toronto, Ontario for:

- (i) an order striking paragraphs 83-98 of the Responding Factum of Staff dated April 29, 2019 and paragraphs 9, 12-41, 45-58, and 60-62 of the Affidavit of Michael Denyszyn sworn April 18, 2019 (the “Struck Paragraphs”);
- (ii) in the alternative to subparagraph (i) above, an order stating that the Struck Paragraphs are irrelevant to the Fairness Motion and Staff is not to call evidence with respect to the issues raised in the Struck Paragraphs;
- (iii) directions concerning Staff’s failure to disclose materials reviewed by Vice Chairs Monica Kowal and D. Grant Vingoe in determining how monies received under the Settlement Agreement are to be dealt with; and
- (iv) such further and other relief as is appropriate.

PROPOSED METHOD OF HEARING: The motion is to be heard orally and on written material.

THE GROUNDS FOR THE MOTION ARE:

1. On April 14, 2014, Mr. Bouji, Global RESP Corporation, Global Growth Assets Inc., Global Education Trust Fund and Margaret Singh entered into a Settlement Agreement with Staff (the “Settlement Agreement”);
2. On April 16, 2014, the Commission purported to make an order, *inter alia*, approving the Settlement Agreement and the payments thereunder and banning Mr. Bouji from being a director or officer for a nine-year period (the “2014 Order”);
3. On or about March 29, 2016, Vice Chairs Monica Kowal and D. Grant Vingoe reviewed and approved a secret Staff Memorandum dated March 2, 2016 and other material which has not been disclosed, which considers how the \$2.1 million payments under the Settlement Agreement are to be dealt with (the “Undisclosed Material”);
4. Staff has not disclosed the Undisclosed Material to Mr. Bouji;
5. On April 12, 2019, Mr. Bouji filed a notice of motion seeking an order confirming that the Commission has no jurisdiction to hear some or all of the allegations in the Notice of Hearing and Statement of Allegations on the grounds of institutional bias, a breach of natural justice, a breach of its duty of fairness and a misuse of its public interest jurisdiction and an order that the Commission dismiss, stay, or adjourn these proceedings, in whole or in part (the “Fairness Motion”);
6. The preliminary issue to be determined on the Fairness Motion is whether the Commission has jurisdiction to hear some or all of the allegations in the Notice of Hearing and Statement of Allegations;
7. The Struck Paragraphs raise the issue of the validity and enforceability of the 2014 Order. The merits of the parties’ positions on the scope and meaning of the 2014 Order or whether the 2014 Order has been, or is capable of being breached is not before the Commission on the Fairness Motion;
8. The issues raised in the Struck Paragraphs are irrelevant and disconnected from the issue raised in the Fairness Motion;

9. The issues raised in the Struck Paragraphs will add significantly to the time and expense of the Fairness Motion;

10. An order striking the Struck Paragraphs or restricting Staff's ability to call evidence with respect to the Struck Paragraphs will expedite the hearing without affecting Staff's ability to respond to the Fairness Motion;

11. Rules 1 and 3 of the *Ontario Securities Commission Rules of Procedure*; and

12. Such further and other grounds as Counsel may advise and the Commission may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE MOTION:

13. The Motion Record of the Respondent dated April 12, 2019;

14. The Factum of the Respondent dated April 24, 2019;

15. The Motion Record of Staff dated April 18, 2019;

16. The Responding Factum of Staff dated April 29, 2019; and

17. Such further and other material as counsel may advise and the Commission may permit.

May 1, 2019

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