

SUPERIOR COURT OF JUSTICE - ONTARIO

RE: Damon Atwood, Applicant

-and-

National Police Federation, Respondent

BEFORE: Justice A. Doyle

COUNSEL: Self-Represented Applicant

Todd J. Burke and Thomas Yates for the Respondent

HEARD: In Writing

COSTS DECISION

[1] On May 26, 2026, the court dismissed the Damon Atwood’s application. He was putting forward a proposal to the Annual General Meeting seeking to amend the articles of incorporation of the National Police Federation (NPF) so as to entrench the independence of its Nominations and Elections Committee (“NEC”). The Court found that the NPF had lawful grounds to refuse a proposal advanced as a special resolution.

[2] The court also found that the proposal was properly rejected because it is illegal, in that it seeks to restrict the powers of the Board of Directors (Board) absent a unanimous member agreement (“UMA”), as required by [s. 170](#) of the *Canada Not-for-Profit Corporations Act*, S.C. 2009 c. 23 (*Act*).

[3] The court found that the Applicant’s proposal seeks to remove core fiduciary responsibilities of the Board as required under the [Act](#).

[4] The NPF is requesting costs on a substantial basis in the amount of \$32,779.56 based on the complexity of the matter and its importance to the NPF in maintaining its corporate governance.

Counsel for NPF has incurred approximately the same number of hours as the Applicant, namely 65.5 hours.

[5] The Applicant submits that the NPF was not completely successful as the court did not accept its submission that the Applicant was motivated by personal grievance. In addition, the Applicant is seeking his own costs on a partial indemnity basis or alternatively, that the court order that each party bear their own costs. If the court is inclined to order costs, the court should consider that this matter raised issues of access to justice and novel point of law.

Discussion

[6] For the reasons that follow, the court orders costs on a partial indemnity basis in the amount of \$20,000.

[7] The NPF was successful and presumptively entitled to costs. However, this is not a case to award costs on a substantial indemnity basis.

[8] The Applicant did not bring this application in bad faith as he genuinely believed that, on his reading of the *Act*, the articles can be amended by way of a special resolution. He and others had numerous issues in the manner that the Board was conducting the affairs of the NPF.

[9] Also, there is a dearth of jurisprudence on the interpretation of the *Act*, although legal scholars have written on the Board's core responsibilities and management of the not-for-profit corporation.

[10] The NPF bill of costs indicates that the NPF incurred over \$42,469.73 which involved work mostly completed by the junior counsel. I note that these legal costs are being borne by its members through its member dues.

[11] I find that costs should be awarded on a partial indemnity scale, based on what a losing party might reasonably anticipate having to pay. I fix the costs at \$20,000 on a partial indemnity scale.

Justice A. Doyle

Date: June 8, 2026

CITATION: *Atwood v. National Police Federation*, 2026 ONSC 3388
COURT FILE NO.: CV-26-103356
DATE: 2026/06/08

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DOYLE J.

Released: June 8, 2026