

CITATION: Tarza Construction Services Corp. o/a TCS Co. v.
Mamdeen et al, 2025 ONSC 536
DIVISIONAL COURT FILE NO.: 020/25
DATE: 20250210

**SUPERIOR COURT OF JUSTICE - ONTARIO
DIVISIONAL COURT**

RE: TARZA CONSTRUCTION SERVICES CORP. O/A TCS CO.,
Plaintiff/Appellant

AND

LORENZO MAMDEEN AND ANTHONY MAMDEEN,
Defendants/Respondents

BEFORE: M. FAIETA J.

COUNSEL: Camilo J. Zarate for the Plaintiff/Appellant

No one appearing for the Defendants/Respondents

HEARD: In-writing

FAIETA J.

ENDORSEMENT

[1] This is an appeal by Tarza Construction Services Corp. o/a TCS Co. from a decision made December 3, 2024 by a Deputy Judge of the Toronto Small Claims Court.

[2] The appellant purportedly brings this motion for an order “to allow Camilo J Zarate to perform on behalf of Tarza Construction Services Corp. o/a TCS Co..” In other words, Mr Zarate seeks to represent the appellant on this appeal.

[3] Rule 15.01(2) of the *Rules of Civil Procedure* provides that party to a proceeding that is a corporation shall be represented by a lawyer, except with leave of the court.

[4] In *GlycoBioSciences Inc. (Glyco) v. Industria Farmaceutica Andromaco, S.A., de C.V. (Andromaco)*, 2024 ONCA 481, aff’d 2024 ONCA 760, Huscroft, J.A. stated:

6 In other words, the default position is that corporations must be represented in legal proceedings by a lawyer. The court may permit otherwise, but the granting of leave is exceptional. Leave is discretionary but cannot be granted in a manner that normalizes what the rule otherwise prohibits.

7 The rationale for the rule requiring representation by a lawyer is plain. A non-lawyer who is closely tied to the corporation granted leave under r. 15.01(2) is akin to a self-represented party, but the separate legal personhood of the corporation means, in effect, that the non-lawyer is providing legal services to another person, contrary to s. 26.1(1) of the *Law Society Act*, R.S.O. 1990, c. L.8. Moreover, non-lawyers are not bound by the *Rules of Professional Conduct*, nor are they subject to the personal financial consequences associated with cost orders that self-represented litigants face: *Leisure Farm Construction Limited v. Dalew Farms Inc. et.al.*, 2021 ONSC 105 at paras. 12-15

8 There is little authority concerning r. 15.01(2) from this court. It appears that individuals have sometimes been permitted to act because their participation was not contested, or in some cases the rule was overlooked. I do not intend to canvas the caselaw. It suffices to say that the decision to permit a non-lawyer to represent a corporation is a discretionary decision that must be made having regard to all of the circumstances in a particular case.

9 I begin with two threshold matters. First, Mr. Drizen's history of acting for the corporation, even in this court, is not determinative of whether he should be permitted to act on this or any other matter in future....

10 Second, a corporation's authorization of an individual to represent it is a necessary condition for an order under r. 15.01(2) but it is not sufficient. Thus, the resolution of the directors of GlycoBioSciences Inc. authorizing Mr. Drizen to act for the corporation is not determinative, nor is the nature of his position within the corporation.

11 Mr. Drizen submits that his representation is necessary to ensure that the corporation has access to justice. He says that the corporation used to retain lawyers but can no longer afford to do so, and that he has acted for the corporation since 2017. At the same time, however, Mr. Drizen stated that the company had obtained several million dollars in settlement payments and millions of dollars in revenue. He says that he is the directing mind of the corporation — effectively its alter ego — but adds that the corporation has four directors and several shareholders. When pressed, he said there were many more shareholders, perhaps 30.

12 I am left in some doubt as to the nature of this corporation and its financial affairs. The respondents say that GlycoBioSciences Inc. has commenced numerous proceedings in the Ontario Superior Court against foreign entities with no Canadian operations, proceedings designed to pressure them into settling for an amount they would otherwise be required to pay to defend the claims. Similar claims have been made about GlycoBioSciences Inc. in other cases. I need not resolve the matter here. The burden is on Mr. Drizen to establish that he should be permitted to represent the corporation on this appeal and he has failed to meet that burden. This is not a case in which access to justice supports the granting of his motion.

13 There are additional concerns. Despite Mr. Drizen's confidence in his abilities, he is not a lawyer and is not entitled to practice law. His performance in recent litigation, as well as on this motion, demonstrate some of the problems. ...

[5] On this motion, Mr. Zarate relies on an affidavit which states that he has been the “creator, sole operating officer, and active general manager of TCS Co” for many years. He also attached to his affidavit a “Notice of Profession” dated January 16, 2024, that he has signed which states:

This letter is notifying any members of the public, any type of party’s and or companies of the country of Canada in the province of Ontario. That I Camilo J. Zarate work in the residential construction industry for my self and a corporation that I operate. I also represent myself and the corporation’s interest in any and all levels of court(s). I go further to write that I’m a law technician when myself, or company that I operate needs representation. I have no educational background in the law but beginning from today being 16- January-2024, I will begin to bill for every document or letter necessary to submit at the court(s), if forced to participate. An invoice shall be submitted. ...

[6] Access to justice is a significant consideration however there is little evidence to show that the appellant corporation cannot afford a lawyer: *Leblanc v. The Personal Insurance Co. et al.*, 2022 ONSC 5130, at paras. 8-9. Mr. Zarate’s affidavit states that he is “unable to show proof of income because haven’t had sufficient funds to pay Accountant to file taxes.” This statement is insufficient. No corporate banking or other financial records were produced.

[7] The fact that Mr. Zarate states that he has been the appellant’s “sole performer” in the Toronto Small Claims Court and other Small Claims Courts, and that he was the “sole performer” at trial representing the appellant against the defendants is of little consequence. Given his submissions on this motion, his ability to advance a legal argument appears to be quite weak. Neither the corporation nor the administration of justice is well-served by having a non-lawyer represent the corporation in these circumstances.

[8] The appellant’s motion for leave to have Mr. Zarate represent the appellant is dismissed.

M. FAIETA J.

RELEASED: February 10, 2025