

ROBERT M. YALDEN

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EDUCATION & BAR ADMISSION

1992 Barreau du Québec
1991 Law Society of Ontario
1991 LL.B. – Université de Montréal, Faculté de Droit.
1988 LL.B. – University of Toronto, Faculty of Law.
1986 M.A. (Jurisprudence) – Oxford University (Wadham College).
1984 B.A. (Honours) (Philosophy and History) – Queen's University, Kingston.

PROFESSIONAL EXPERIENCE

2018-Present Stephen Sigurdson Professor in Corporate Law and Finance, Faculty of Law,
Queen's University

2018-Present Associate Professor, Faculty of Law, Queen's University

- Chair, Curriculum Committee (2021-Present)
- Member, Strategic Planning Committee (2020-2021)
- Member, Term Adjuncts Committee (2019-2021)
- Chair, Writing Prizes Committee (2020-2021) & Member (2019-2020)
- Member, Library Advisory Committee (2019-2020)

1998 -2018 Partner, Osler, Hoskin & Harcourt LLP (Toronto & Montreal) - Business Law
Department

- Member, National Executive Committee (2009–2013)
- Member, National Compensation Committee (2017)
- Member, National Diversity Committee (2016-2018)
- Co-Chair of Osler's National Mergers and Acquisitions Group (1999-2009; 2015-2018)
- Head of Osler's Montreal Corporate Department (2013-2018)
- Member, National Strategic Planning Committee & Co-Chair of Strategic Positioning Committee (2009)
- Chair, Montreal Office Student Committee (2001–2006)
- A founding partner of Osler's Montreal Office (2001)
- Consistently recognized as one of Canada's leading business lawyers during my 20 years as a partner (including in: *Best Lawyers in Canada*; *Canadian Legal Lexpert Directory*; *Lexpert Guide to the Leading US/Canada Cross Border Corporate Lawyers in Canada*; *Chambers Global: The World's Leading Lawyers for Business*; *Chambers Canada*;

Canada's Leading Lawyers for Business; IFLR 1000: The Guide to the World's Leading Financial Law Firms; Expert Guides: The Legal Media Group Guides to the World's Leading Lawyers; Who's Who Legal: Canada; Acritas Stars)

- 1993-1998 Associate, Osler, Hoskin & Harcourt LLP (Toronto) - Business Law Department (with cross-appointment to Public Law and Regulatory Affairs)
- 1990-1996 Research Assistant to Chief Justice Brian Dickson (Retired), former Chief Justice of Canada.
- 1990-1993 Summer Student, Articling Student and Associate, Ogilvy Renault (Montreal)
- 1989-1990 Law Clerk to Madame Justice Bertha Wilson, Supreme Court of Canada
- 1987-1989 Summer Student and Articling Student, Osler, Hoskin and Harcourt, LLP (Toronto)

TEACHING EXPERIENCE

- Queen's University, Faculty of Law (2018-present) – Sigurdson Professor in Corporate Law and Finance (subjects taught: Business Associations; Structuring Business Transactions; Corporate Finance; Corporate Governance)
- McGill University, Faculty of Law (2004-2018 & 1991-1996) - Adjunct Professor; previously Lecturer (subjects taught: Comparative Corporate Governance; Advanced Issues in Corporate and Securities Law; Restitution)
- University of Toronto, Faculty of Law (1996-1998) - Special Lecturer (Business Organizations)
- Barreau du Québec (2011 & 2013) – Lecturer (Mediation & Arbitration)
- Canada School of Public Service (2007-2009) – Lecturer (Corporate Governance)
- Guest Lecturer at a number of institutions during my years in practice, including: University of British Columbia Allard School of Law; University of Western Ontario Faculty of Law; Université de Sherbrooke, Faculté de Droit; Université de Laval, Collège des Administrateurs de Société; Queen's University Faculty of Law.

RELATED LEGAL & LAW FACULTY EXPERIENCE

- Canadian Business Law Journal, Member of the Board of Trustees (2020 - present)
- Canadian Business Law Journal, Member of the Editorial Advisory Board (2014- 2020)

- Annual Review of Insolvency Law, Member of the Editorial Advisory Board (2018 – present)
- Member of the Legal Advisory Committee to the Autorité des Marchés Financiers (Quebec’s securities regulator) (2006-2009)
- McGill University, Member of the Faculty of Law Advisory Board (2005-2017)
- University of Toronto, Member of the Law Alumni Association Council (2005-2009)
- Le Concours Laskin/The Laskin (Bilingual National Moot Court Competition focused on administrative and constitutional law) - Director (1999 - 2018)
- University of Toronto, Faculty of Law Review – Associate Editor (1987-88); Assistant Editor (1986-87)

DIRECTORSHIPS

- J.P. Morgan Bank Canada - Director (2000-present)
- Ethics Centre - The Canadian Centre for Ethics and Corporate Policy - Director (1999-2015)
- EQUITAS: International Centre for Human Rights Education (Canada’s leading human rights NGO focused on human rights education)
 - Director (2005 - present)
 - Chair of the Board (2007-2013)
 - Treasurer (2005-2007)
 - Member of several Board Committees from 2005 onward: Executive Committee, Finance Committee, Fund Development and Communications Committee, and Equity and Inclusion Committee
- Centaur Theatre Company - Director (2014 - present)
- Cinema Public – Director and Secretary (2020 - present)
- Le français pour l’avenir/French for the Future - Director and Secretary (2009-2015)
- Maisonneuve Magazine - Director (2006-2008)

PUBLICATIONS

Books on Business Law:

Business Organizations: Practice, Theory and Emerging Challenges, 2nd Ed., 2018 (Emond: Toronto, Canada) - R. Yalden, J. Sarra, P. Paton, M. Condon, M. Gillen, C. Liao, M. Deturbide, M. Khimji, B. Bryan and G. Campo.

Business Organizations: Principles, Policies and Practice, 2008 (Emond Montgomery: Toronto, Canada) - R. Yalden, J. Sarra, P. Paton, M. Gillen, R. David and M. Condon.

Corporations: Principles & Policies, 3rd Ed., 1995 (Emond Montgomery: Toronto, Canada) - F. Buckley, M. Gillen and R. Yalden.

Articles, Chapters & Reviews on Business Law:

"Québec's Sole Shareholder Regime and the Rise of Simplified Corporations: Innovation, Implementation and the Challenges Ahead", in *10ième anniversaire de la Loi sur les sociétés par actions du Québec: rétrospective, perspective et prospective*, S. Rousseau (ed.), Wilson & Lafleur (2021), pp. 70-96.

"Path Dependence, Systemic Will, and the Transformation of Anglo-American Corporate Fiduciary Law" - Review of D. Kershaw's *The Foundations of Anglo-American Corporate Fiduciary Law*, (2021) American Journal of Comparative Law (forthcoming).

"Stuck at the Crossroads? The Regulation of Defence Strategies in Canadian M&A", (2020) 63 Canadian Business Law Journal 288.

"Canadian M&A at the Crossroads: The Regulation of Defence Strategies after BCE", (2014) 55 Canadian Business Law Journal 389.

"Canada", The Mergers & Acquisitions Review, 2008 to 2018 Editions, Law Business Research Ltd., Co-authored with Emmanuel Pressman and Jeremy Fraiberg.

"Canada", The Corporate Governance Review, 2012 to 2018 Editions, Law Business Research Ltd., Co-authored with Andrew MacDougall and John Valley.

"Fusion et acquisition d'une société par actions", JuriClasseur Québec – Collection droit des affaires – Droit des sociétés, (2015), fascicule 17, LexisNexis, Co-authored with Hugo-Pierre Gagnon.

"Kerr v. Danier Leather Inc.: Disclosure, Deference and the Duty to Update Forward-Looking Information", (2006) 43 Canadian Business Law Journal 106, Co-authored with Jeremy Fraiberg.

"The OSC's Rise and the Legislature's Decline: Securities Law Reform During the Brown Years", *Taking Stock: Challenge and Change in Securities Regulation*, (2005) Twelfth Queen's Annual Business Law Symposium pp. 53-61.

"Competing Theories of the Corporation and their Role in Canadian Business Law", *The Corporation in the 21st Century*, (2002) Ninth Queen's Annual Business Law Symposium pp. 3-36.

"Expedited Financing for Senior Issuers: Recent Developments in Short Form, Shelf and Post Receipt Pricing Procedures", *Développement récent sur les valeurs mobilières*, 2002 (Les Éditions Yvon Blais: Cowansville, Quebec).

"Company Law: Theory, Structure and Operation by Brian R. Cheffins", (1999) 31 *Canadian Business Law Journal* 479.

"Concentrated Control, Institutional Investors and Shareholder Responsibilities", (1995-96) 26 *Canadian Business Law Journal* 86.

"Controlling the Use and Abuse of Poison Pills in Canada: 347883 Alberta Ltd. v. Producers Pipelines Inc.", (1992) 37(3) *McGill Law Journal* 887.

"Keeping the Playing Field Level: Poison Pills and Directors' Fiduciary Duties in Canadian Take-Over Law", (1990) 17(2) *Canadian Business Law Journal* 252. Co-authored with Peter Dey.

Articles, Chapters & Reviews on Other Legal Matters

"Working with Bertha Wilson: Perspectives on Liberty, Judicial Decision-Making and a Judge's Role", (2008), 41 *S.C.L.R. (2d)* pp. 297-330.

"Before the Bench: Brian Dickson as Corporate Lawyer", in DeLloyd J. Guth (ed.) *Brian Dickson at the Supreme Court of Canada 1973-1990* (Winnipeg, 1998) pp. 15-34.

"The Law of Restitution: Peter D. Maddaugh & John D. McCamus", (1991) 36(2) *McGill Law Journal* 725.

"Liberalism and Language in Quebec: Bill 101, The Courts, and Bill 178", (1989) 47(3) *University of Toronto Faculty of Law Review* 973.

"Liberalism and Canadian Constitutional Law: Tensions in an Evolving Vision of Liberty", (1988) 47(1) *University of Toronto Faculty of Law Review* 132.

"Administrative Law after the Charter: A Review of D.J. Baum, *Cases and Materials on Administrative Law*", (1988) 47(1) *University of Toronto Faculty of Law Review* 220.

“Unité et Différence: The Structure of Legal Thought in Late-Nineteenth Century Quebec”, (1988) 46(2) University of Toronto Faculty of Law Review 365.

“Deference and Coherence in Administrative Law: Rethinking Statutory Interpretation”, (1988) 46(1) University of Toronto Faculty of Law Review 136.