

# CARTERS

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## THE OTTAWA REGION *Charity & Not-for-Profit Law Seminar*

*Thursday, February 15<sup>th</sup>, 2018*

### “RECENT DEVELOPMENTS IN THE LAW”

#### WELCOME

Welcome to the Ottawa Region *Charity & Not-for-Profit Law Seminar*, which is designed to assist charities and not-for-profit organizations in understanding developing trends in the law in order to keep up to date and to reduce unnecessary exposure to legal liability. This seminar is eligible for **5 hours substantive CPD credits** with the **Law Society of Ontario** and **CPA Professional Development** requirements.

The *Charity & Not-for-Profit Law Seminar*, with its related *Church & Charity Law™ Seminar* held annually in Toronto since 1994, is hosted by **Carters Professional Corporation (Carters)**, a law firm experienced in advising charities and not-for-profits, with offices in Ottawa and the Toronto area. The Seminar is presented by a number of expert speakers, including our guest speakers the Honourable Justice David Brown of the Court of Appeal of Ontario, and Tony Manconi, Director General of the Charities Directorate of CRA.

#### CHECK-IN

If you have REGISTERED AND PAID the registration fee, please obtain your name tag and pre-paid handout package in the Foyer of the Centurion Conference Center, and help yourself to the complimentary Continental Breakfast.

If you NEED TO PAY the registration fee or have NOT YET REGISTERED, please proceed to the “Unpaid and New Registrations” table in the Foyer. The registration fee can be paid by cash or cheque payable to *Carters Professional Corporation*. Please obtain a pre-paid handout package from one of our greeters for more information.

#### CONTINENTAL BREAKFAST & LUNCH BUFFET

A complimentary Continental Breakfast is provided in the morning. A lunch buffet is also included with your registration fee. Both of these meals will be served in the Adriatic Ballroom.

#### REMINDERS

**Please silence all cell phones and electronic devices. We ask that no photos or videos be taken during the seminar as per our Privacy Policy.** For re-cycling purposes, please return your name tag (after removing your receipt), along with your Evaluation Form, before you leave.

#### RESOURCE MATERIALS

Included in this handout package are copies of today’s presentation materials. These materials, along with numerous other articles, seminar materials, and newsletters of interest to charities and not-for-profits, including back issues of *Charity Law Bulletins*, *Church Law Bulletins*, and *Charity Law Updates* are available free of charge at our websites of [www.charitylaw.ca](http://www.charitylaw.ca), [www.churchlaw.ca](http://www.churchlaw.ca), [www.antiterrorismlaw.ca](http://www.antiterrorismlaw.ca) and [www.carters.ca](http://www.carters.ca). Copies of *Charity & NFP Law Bulletins* and *Church Law Bulletins* are on display at the Carters booth in the Foyer outside of the Auditorium.

Copies of the booklet entitled “**2017 Legal Risk Management Checklist for Ontario-Based Charities**”, as well as the “**2017 Ontario-Based Not-for-Profits**” are available for \$2.00 during breaks, and at no charge on our website at [http://carters.ca/index.php?page\\_id=41](http://carters.ca/index.php?page_id=41).

#### CHARITY & NFP LAW UPDATE

A limited number of copies of the [January 2018 edition](#) of the Charity & NFP Law Update are available at the Carters booth today. To receive the monthly Charity & NFP Law Update, e-mail us at [info@carters.ca](mailto:info@carters.ca) with “mailing list” in the subject line. Alternatively, please add your name and email address to our Sign-Up List at the Carters booth indicating your consent to receive firm newsletters and information about future seminars.

#### QUESTION PERIOD

Questions are welcomed and will be answered before the lunch break, and again at the end of the day. A question sheet is provided at the back of this handout and should be left at the front podium in the Auditorium or at the Carters booth at any time during the seminar.

#### ACKNOWLEDGEMENTS

We would like to acknowledge and thank The Honourable Justice David M. Brown and Tony Manconi for their contribution as guest speakers at this year’s seminar. All speakers have freely volunteered their time for this event.

We would also like to recognize the sponsors and resource materials provided for the 2018 Ottawa Region *Charity & Not-for-Profit Law Seminar*: BDO Canada LLP, Thomson Reuters Corporation, Lexis Nexis Group, Imagine Canada, Robertson Hall Insurance, and STEP Canada

Carters Professional Corporation

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THE OTTAWA REGION  
*Charity & Not-for-Profit Law Seminar*

*Thursday, February 15<sup>th</sup>, 2018*

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## AGENDA

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7:45 a.m.	Check-In (Continental breakfast buffet provided in Adriatic Ballroom)	
8:30 a.m.	Opening Remarks and National Anthem	
8:40 a.m.	Essential Charity and NFP Law Update	Jennifer M. Leddy
9:10 a.m.	Remuneration of Directors of Charities: What's New?	Ryan M. Prendergast
9:35 a.m.	Critical Privacy Issues Involving Children's Programs	Esther Shainblum
10:05 a.m.	Morning Break (Coffee and tea provided) (30 minutes)	
10:35 a.m.	Recent Changes in Corporate Law Affecting Federal and Ontario Corporations	Theresa L.M. Man
11:05 a.m.	The Impact of Bill 148 on Charities and Not-for-Profits	Barry W. Kwasniewski
11:35 a.m.	Governance Disputes Involving Charities and Not-for-Profits: A View from the Bench	The Honourable Justice David M. Brown
12:20 p.m.	Questions for the Honourable Justice David M. Brown and morning speakers	
12:30 p.m.	Lunch Break (55 minutes)	
1:25 p.m.	Acknowledgements (And a Few After Lunch Jokes)	
1:30 p.m.	Corporate Documents and Procedures to Help Avoid Governance Disputes	Esther S.J. Oh
2:00 p.m.	The Expanding Investment Spectrum for Charities, including Social Investments	Terrance S. Carter
2:30 p.m.	Challenges in Regulating the Charitable Sector: Looking Back and Going Forward	Tony Manconi Director General
3:10 p.m.	Question Period	
3:30 p.m.	Program Ends	

Please see **Speaker Biographies** on the following pages.

Please take a moment to complete the **Evaluation Form** included at the back of this handout to help us make the next Ottawa Region *Charity & Not-for-Profit Law*<sup>TM</sup> Seminar even better.

### REMINDERS

**PLEASE MUTE ALL CELL PHONES AND ELECTRONIC DEVICES.**

For recycling purposes, return your name tag, along with your Evaluation Form, before you leave.

## SEMINAR HOSTS

**Carters Professional Corporation** is a law firm experienced in serving charities and not-for-profits, and is able to provide specialized legal services in the following areas of charity and not-for-profit law:

- Anti-bribery Compliance
- Anti-terrorism Policy Statements
- CRA Charity Audits
- Charitable Organizations & Foundations
- Charitable Incorporation & Registration
- Charitable Trusts
- Charity Related Litigation
- Church Discipline Procedures
- Church Incorporation
- Corporate Reorganization
- Corporate Record Maintenance
- Director and Officer Liability
- Dissolution and Wind-Up
- Employment Issues
- Endowment and Gift Agreements
- Foreign Charities Commencing Operations in Canada
- Fundraising and Gift Planning
- Gift Acceptance Policies
- Governance Advice
- Human Rights Compliance and Litigation
- Incorporation and Organization
- Insurance Issues
- Interim Sanctions
- International Trade-Mark Licensing
- Investment Policies
- Legal Risk Management Assessments
- Litigation and Mediation Counsel
- National and International Structures
- Privacy Policies and Audits
- Religious Denominational Structures
- Sexual Abuse Policies
- Special Incorporating Legislation
- Tax Compliance
- Tax Opinions and Appeals
- Trade-mark and Copyright Protection
- Transition Under the ONCA

## PROTECTION FROM REGULATORY OFFENCES FOR NOT-FOR-PROFITS AND CHARITIES

Charities and not-for-profits are facing significant liability and financial challenges due to increasing enforcement of federal and provincial regulatory legislation dealing with such matters as water, working conditions and environmental issues. Carters is able to provide advice and assistance at all stages from an initial investigation through to a full defence at a trial. For more information, contact Sean S. Carter at (1-877-942-0001 x241).

## SEMINAR RESOURCE EXHIBITORS

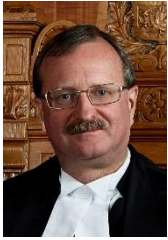
We are pleased to make resource materials from the following organizations available in the foyer.

- **BDO Canada LLP**, <https://www.bdo.ca/en-ca/home/>
- **Thomson Reuters Corporation**, <http://store.thomsonreuters.ca/home/>
- **Lexis Nexis Group**, <https://store.lexisnexis.ca/en>
- **Imagine Canada**, <http://www.imaginecanada.ca/>
- **Robertson Hall Insurance**, [www.robertsonhall.com](http://www.robertsonhall.com)
- **STEP Canada**, <http://www.step.ca/>

## GENERAL DISCLAIMER

Please note the following Disclaimer that applies to all presentations: This handout is provided as an information service by Carters Professional Corporation. It is current only as of the date of the handout and does not reflect subsequent changes in the law. This handout is distributed with the understanding that it does not constitute legal advice or establish a solicitor/client relationship by way of any information contained herein. The contents are intended for general information purposes only and under no circumstances can be relied upon for legal decision-making. Readers are advised to consult with a qualified lawyer and obtain a written opinion concerning the specifics of their particular situation. © 2018 Carters Professional Corporation

## SPEAKER BIOGRAPHIES



**The Honourable Justice David M. Brown** was appointed to the Court of Appeal of Ontario in December, 2014, after sitting as a judge of the Superior Court of Justice of Ontario in the Toronto Region since September, 2006, including several years on the Toronto Region Commercial List. Immediately prior to his appointment to the Court of Appeal, Justice Brown was serving as the President of the Ontario Superior Court Judges' Association. Before his appointment to the Bench, he was a partner with Stikeman Elliott LLP (Toronto) in its Litigation and Energy Groups. He served as an Adjunct Professor of Law at Osgoode Hall Law School teaching Energy Law from 2004 until 2006, and a Sessional Lecturer at Queen's University Law School from 1990 to 2002 teaching Trial Advocacy. Justice Brown writes on a number of legal topics, including civil procedure reform and Newfoundland legal history.



**Terrance S. Carter**, B.A., LL.B, TEP, Trade-mark Agent – Managing Partner of Carters, Mr. Carter practices in the area of charity and not-for-profit law, and is counsel to Fasken Martineau on charitable matters. Mr. Carter is a co-author of *Corporate and Practice Manual for Charitable and Not-for-Profit Corporations* (Thomson Reuters), a co-editor of *Charities Legislation and Commentary* (LexisNexis Butterworths), and co-author of *Branding and Copyright for Charities and Non-Profit Organizations* (LexisNexis Butterworths). He is recognized as a leading expert by *Lexpert* and *The Best Lawyers in Canada*, and is a Past Chair of the Canadian Bar Association and Ontario Bar Association Charities and Not-for-Profit Law Sections. He is editor of [www.charitylaw.ca](http://www.charitylaw.ca), [www.churchlaw.ca](http://www.churchlaw.ca) and [www.antiterrorism.ca](http://www.antiterrorism.ca).



**Barry W. Kwasniewski**, B.B.A., LL.B. – Mr. Kwasniewski joined Carters' Ottawa office in 2008, becoming a partner in 2014, to practice in the areas of employment law, charity related litigation, and risk management. After practicing for many years as a litigation lawyer in Ottawa, Barry's focus is now on providing advice to charities and not-for-profits with respect to their employment and legal risk management issues. Barry has developed an expertise in insurance law, and provides legal advice pertaining to insurance coverage matters to charities and not-for-profits.



**Jennifer Leddy**, B.A., LL.B. – Ms. Leddy joined Carters' Ottawa office in 2009, becoming a partner in 2014, to practice charity and not-for-profit law following a career in both private practice and public policy. Ms. Leddy practiced with the Toronto office of Lang Michener prior to joining the staff of the Canadian Conference of Catholic Bishops (CCCCB). In 2005, she returned to private practice until she went to the Charities Directorate of the Canada Revenue Agency in 2008 as part of a one year Interchange program, to work on the proposed "Guidelines on the Meaning of Advancement of Religion as a Charitable Purpose."



**Theresa L.M. Man**, B.Sc., M.Mus., LL.B., LL.M. – A partner with Carters, Ms. Man practices in the area of charity and not-for-profit law and is recognized as a leading expert by *Lexpert* and *Best Lawyers in Canada*. In addition to being a frequent speaker, Ms. Man is co-author of *Corporate and Practice Manual for Charitable and Not-for-Profit Corporations* published by Thomson Reuters. She is an executive member of the Charity and Not-for-Profit Section of the OBA and the CBA Charities and Not-for-Profit Law Section. Ms. Man has also written articles for numerous publications, including *The Lawyers Weekly*, *The Philanthropist*, *Hilborn:ECS* and *Charity & NFP Law Bulletin*.



**Tony Manconi**, B.A. – Tony Manconi was appointed as Director General of the Charities Directorate with the Canada Revenue Agency (CRA) on July 25, 2016. He is responsible for the overall management of the federal regulation of registered charities under the *Income Tax Act*. Mr. Manconi began his career in the Public Service in 1988 at the Secretary of State. Prior to joining the Charities Directorate, Mr. Manconi served as the Director General of the Collections Directorate of the CRA. Mr. Manconi holds a Bachelor's degree from Carleton University with a combined major in Law and Economics.



**Esther S.J. Oh, B.A., LL.B.** – A partner with Carters, Ms. Oh practices in charity and not-for-profit law, and is recognized as a leading expert in charity and not-for-profit law by *Lexpert*. Ms. Oh has written numerous articles on charity and not-for-profit legal issues, including incorporation and risk management for [www.charitylaw.ca](http://www.charitylaw.ca) and the *Charity & NFP Law Bulletin*. Ms. Oh is a regular speaker at the annual *Church & Charity Law™* Seminar, and has been an invited speaker to the Canadian Bar Association, Imagine Canada and various other organizations.



**Ryan M. Prendergast, B.A., LL.B.** - Mr. Prendergast joined Carters in 2010, becoming a partner in 2018, with a practice focus of providing corporate and tax advice to charities and non-profit organizations. Ryan is a regular speaker and author on the topic of directors' and officers' liability and on the topic of anti-spam compliance for registered charities and not-for-profit corporations, and has co-authored papers for the Law Society of Ontario. In addition, Ryan has contributed to *The Lawyers Weekly*, *Hilborn:ECS*, Ontario Bar Association *Charity & Not-for-Profit Law Section Newsletter*, *Charity & NFP Law Bulletins* and publications on [www.charitylaw.ca](http://www.charitylaw.ca).



**Esther Shainblum, B.A., LL.B., LL.M., CRM** - From 2005 to 2017 Ms. Shainblum was General Counsel and Chief Privacy Officer for Victorian Order of Nurses for Canada, a national, not-for-profit, charitable home and community care organization. Before joining VON Canada, Ms. Shainblum was the Senior Policy Advisor to the Ontario Minister of Health. Earlier in her career, Ms Shainblum practiced health law and corporate/commercial law at McMillan Binch and spent a number of years working in policy development at Queen's Park. Ms. Shainblum practices in the areas of charity and not for profit law, health law, privacy law and lobbyist registration.

## UPCOMING CARTERS' SEMINARS OF INTEREST

**Carters Webinars: 2018 Spring Series** – Stay tuned, details to follow at [www.carters.ca](http://www.carters.ca).

## SAVE THE DATE 2018 AND 2019

The 25<sup>th</sup> Annual *Church & Charity Law™* Seminar will be held on **Thursday November 8, 2018**. More details will be available soon at [www.carters.ca](http://www.carters.ca).

The **Ottawa Region Charity & Not-for-Profit Law Seminar** will be held on **Thursday February 13, 2019**, tentatively. More details will be available soon at [www.carters.ca](http://www.carters.ca).

## LAWYERS

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## OFFICE AND MEETING LOCATIONS

### Toronto Meeting Location

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161 Bay Street, 27th Floor  
Toronto, Ontario, Canada M5J 2S1  
Tel: 416-675-3766  
Fax: 416-675-3765

### Orangeville Office

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Orangeville, Ontario, Canada L9W 1K4  
Tel: (519) 942-0001  
Fax: (519) 942-0300

### Ottawa Office

117 CentrepoinTE Dr., Suite 350  
Nepean, Ontario, Canada K2G 5X3  
Tel: (613) 235-4774  
Fax: (613) 235-9838

### Mississauga Meeting Location

2 Robert Speck Parkway, Suite 750  
Mississauga, Ontario, Canada, L4Z 1H8  
Tel: (416) 675-3766  
Fax: (416) 675-3765



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THE OTTAWA REGION  
**Charity & Not-for-Profit Law Seminar**

Thursday, February 15<sup>th</sup>, 2018

**FEEDBACK FORM**

Thank you for participating in today's Seminar. Please help us plan the 2019 Ottawa Region *Charity & Not-for-Profit Law Seminar* by completing this Feedback Form.

1 = disagree 2 = neutral 3 = agree 4 = strongly agree

**How Did You Hear About This Seminar?**

- Mailing     Email     Advertising     Word of Mouth     E-Newsletter "Charity Law Update"

**Presentations**

	Disagree	Neutral	Agree	Strongly Agree
The presentations were relevant and informative.	1	2	3	4
The number of presentations was appropriate.	1	2	3	4
The speakers explained the legal issues in a manner that was understandable	1	2	3	4
The use of PowerPoint was helpful and instructive.	1	2	3	4
The question and answer periods were helpful and informative.	1	2	3	4

What topic would you like to see discussed next year?

**Lunch & Coffee Breaks**

	1	2	3	4
The lunch reflected good value	1	2	3	4
The time allotted for coffee break was adequate.	1	2	3	4
The time allotted for lunch break was adequate.	1	2	3	4

What is one way we could improve the lunch or coffee breaks?

**General**

	1	2	3	4
The facilities were comfortable.	1	2	3	4
The seminar location was convenient.	1	2	3	4
I will recommend this seminar to others.	1	2	3	4
I would like to attend next year.	1	2	3	4

**Comments and Suggestions:**

We appreciate any other comments or suggestions.

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THE OTTAWA REGION

***Charity & Not-for-Profit Law Seminar***

*Thursday, February 15<sup>th</sup>, 2018*

**QUESTION SHEET**

Please complete the question sheet, tear along the dotted lines and leave it at the front lectern in the auditorium any time before 2:30 p.m. Questions will be answered during two Question Periods at 12:15 p.m and 3:10 p.m.

-----TEAR HERE-----

SPEAKER:

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