

Updating Charities and Not-For-Profits on recent legal developments
and risk management considerations

OCTOBER 2016

SECTIONS

Recent Publications and News	
Releases	2
In the Press	10
Recent Events and Presentations	11
Upcoming Events and Presentations	11
Contributors	12

HIGHLIGHTS

Charity Manager Awarded Twenty Four Months Notice
CRA News

- ◆ CRA Updates Guidance on GST/HST Information for Charities
- ◆ Reminder of the Political Activities Consultations

Legislation Update

- ◆ Budget Implementation Act, 2016, No. 2 is Released
- ◆ Bill C-2 Amending the ITA on Donation Tax Credits Receives Second Reading in the Senate
- ◆ 2017 Public Budget Consultations

Technical Amendments to the Canada Not-for-profit Corporations Act
Proceeds from Segregated Fund Policy Donated to Charity Do Not Realise Nil Capital Gains
Improvement Districts are Municipal Bodies for the Purposes of the Income Tax Act
Marrakesh Treaty Comes Into Force
Supply of Dietetic Services to a Public Sector Body Exempt from GST/HST
Tax Court Dismisses Appeal from Assessment due to Fraud
FATF Evaluates Canada's Anti-Money Laundering and Counter-Terrorist Financing Regime
Charities Legislation & Commentary, 2017 Edition Now Available!

2016 Annual *Church & Charity Law*TM Seminar

Hosted by Carters Professional Corporation in Greater Toronto, Ontario,
on **Thursday November 10, 2016.**

Guest Speakers include **Tony Manconi, Director General of the Charities Directorate of the CRA and Ken Goodman, Public Guardian and Trustee of Ontario.**

Click here for the [brochure](#) and [online registration](#).

Get on Our Mailing List:

To automatically receive the free monthly *Charity Law Update*,
click [here](#) or send an email to info@carters.ca
with "Subscribe" in the subject line.

RECENT PUBLICATIONS AND NEWS RELEASES

Charity Manager Awarded Twenty Four Months Notice

By Barry W. Kwasniewski, *Charity & NFP Law Bulletin* No. 392

In [*Ozorio v Canadian Hearing Society*](#) (“*Ozorio*”), a managerial employee who was terminated on a without cause basis by her employer at age sixty after thirty years of service was awarded twenty-four months compensation in lieu of notice by the Ontario Superior Court of Justice. The *Ozorio* decision highlights and summarizes the pay in lieu of notice principles applicable for older employees with significant terms of service.

This *Charity & NFP Law Bulletin* will review the *Ozorio* decision and comment on how charities and not-for-profits, as employers, may limit liability exposure to terminated employees by the use of employment contracts.

For the balance of this *Bulletin*, please see [*Charity & NFP Law Bulletin* No. 392](#).

CRA News

By Ryan M. Prendergast

CRA Updates Guidance on GST/HST Information for Charities

On October 4, 2016 Canada Revenue Agency (“CRA”) updated [RC4082 GST/HST Information for Charities](#). The guide contains new information based on amendments to the *Excise Tax Act* and Regulations, some of which amendments are proposed and not law. Information updated includes harmonized sales tax (“HST”) rate changes for New Brunswick, Newfoundland and Labrador, and Prince Edward Island, a change in the public service bodies rebate for municipalities resident in Newfoundland and Labrador, changes to include purely cosmetic supplies in taxable supplies, and increased online services for businesses and representatives. Most significantly, CRA says that “the GST/HST treatment of charitable donations has changed where a charity makes a taxable supply of property or a service in exchange for a donation and when an income tax receipt may be issued for a portion of the donation.” Charities should ensure that they reference the new version for any changes that apply to them.

CRA also updated [RC4058 Quick Method of Accounting for GST/HST](#) the same day to reflect the HST rate changes and the increased online services noted above.

Reminder of the Political Activities Consultations

As reported in the September *Charity Law Update*, on September 27, 2016, Canada Revenue Agency (“CRA”) together with the Minister of National Revenue announced public consultations to “clarify the rules regarding the involvement of registered charities in political activities.”

In this regard, CRA is currently [receiving comments online](#) until November 25, 2016 in relation to the development of new guidance or educational resources for charities on the rules governing political activities. While the consultation is open to everyone, it provides an important opportunity for registered charities the comment on CRA’s existing policy guidance and address issues faced by registered charities in carrying out political activities.

Legislation Update

By Terrance S. Carter

Budget Implementation Act, 2016, No. 2 is Released

On October 19, 2016, the Department of Finance released the [Notice of Ways and Means Motion to implement certain provisions of the budget tabled in Parliament on March 22, 2016 and other measures](#) (the “*Budget Implementation Act, 2016, No. 2*”) and the accompanying [Explanatory Notes Relating to the Income Tax Act, Excise Tax Act, Excise Act, 2001 and Related Texts](#) (the “Explanatory Note”). Of primary interest to charities is clause 42, which implements amendments to the definition of total charitable gifts, total cultural gifts, and total ecological gifts in subparagraph 118.1(1) of the *Income Tax Act* (“ITA”), specifically with regard to gifts made by an individual’s graduated rate estate. Clause 42 also implements the changes to ITA subparagraphs 118.1(5.1) and 118.1(19)(c), which deal with gifts by an individual’s graduated rate estate and excepted gifts in respect of the gift of non-qualifying securities. These changes will apply to the 2016 and subsequent taxation years.

Also potentially of interest to charities and not-for-profits is clause 71 of the *Budget Implementation Act, 2016, No. 2*, which adds Part XIX Common Reporting Standards to the ITA, and will come into force on July 1, 2017. Part XIX “implements the reporting and due diligence standards of the Common Reporting Standard ... developed by the Organisation for Economic Co-operation and Development that underpins the automatic exchange of financial account information.” It will require financial institutions to report certain information to CRA on reportable accounts.

Bill C-2 Amending the ITA on Donation Tax Credits Receives Second Reading in the Senate

On September 20, 2016, [*An Act to amend the Income Tax Act*](#) (“Bill C-2”) was passed by the House of Commons. Bill C-2 was originally introduced on December 9, 2015 to change the federal personal income tax rates for individual taxpayers as of January 1, 2016. On October 6, 2016, Bill C-2 received its second reading in the Senate and was then referred to committee. Bill C-2 will amend the formula used to calculate the donation tax credit in subsection 118.1(3) of the ITA by reducing the second personal income tax rate to 20.5% from 22% and the introduction of a new 33% personal income tax rate on individual taxable income in excess of \$200,000 effective for the 2016 and subsequent taxation years. One of the consequential proposals contained in Budget 2016 was to provide a 33% charitable donation tax credit on donations above \$200 to trusts that are subject to the 33% rate on all of their taxable income. This measure was also intended to extend the 33% charitable donation tax credit contained in Bill C-2 to donations made by a graduated rate estate during a taxation year of the estate that straddles 2015 and 2016.

2017 Public Budget Consultations

On September 26, 2016 the Minister of Finance launched pre-budget consultations for 2017. The general public, including charities and not-for-profits, are invited to submit their opinions online at the [#Budget2017Consultations website](#) and via Twitter with the hashtag #Budget2017. The website has a survey, a discussion forum, and email contact for submissions. Submitted briefs, witnesses and the meeting schedule are available to the public on the [parliamentary website](#).

Technical Amendments to the Canada Not-for-profit Corporations Act

By Theresa L.M. Man and Terrance S. Carter

On September 28, 2016, the Minister of Innovation, Science and Economic Development tabled [Bill C-25, An Act to amend the Canada Business Corporations Act, the Canada Cooperatives Act, the Canada Not-for-profits Corporations Act and the Competition Act](#) (“Bill C-25”). In particular, Bill C-25 proposes to, amongst other amendments:

- reform some aspects of the process for electing directors of public *Canada Business Corporations Act* (“CBCA”) corporations;
- replace paper-based communication between corporations and their shareholders with electronic communication to provide notice of meetings to shareholders and online access to relevant documents;

- require public CBCA corporations to place before the shareholders, at every annual meeting, information respecting diversity among directors and the members of senior management; and
- amend the *Competition Act* to expand the concept of affiliation to a broader range of business organizations.

Notwithstanding the breadth of the changes being introduced for public CBCA corporations, Bill C-25 includes only minor technical amendments for CNCA corporations. These amendments, amongst others, include a definition of a person who has become “incapable” in subsection 2(1) of the CNCA, and the addition of section 277.1 of the CNCA requiring the Director to publish a notice of any decision made by the Director in respect of applications made under various sections of the CNCA. Such decisions include amongst others when a corporation is deemed non-soliciting (ss. 2(6), when a corporation is permitted to delay calling of annual meetings (ss. 160(2), and when the Director relieves the corporation from certain parts of the CNCA (s.173)).

Proceeds from Segregated Fund Policy Donated to Charity Do Not Realise Nil Capital Gains

By Jacqueline M. Demczur

On July 20, 2016, Canada Revenue Agency (“CRA”) released document 2016-063262, which clarifies comments made by CRA with regard to two scenarios presented at the Conference for Advanced Life Underwriting (“CALU”) roundtable on May 3, 2016. Both scenarios dealt with the situation where “[a] contract holder designates a registered charity as beneficiary of a segregated fund policy” and whether the *Income Tax Act’s* (“ITA”) capital gains provisions “apply in respect of the property transferred to the qualified donee upon the death of the annuitant.” More specifically, in looking at these scenarios, it was reviewed whether the capital gains provisions consider a donor’s taxable capital gain for a transfer of certain types of property to a qualified donee to be zero.

In each scenario, CRA was asked whether the proceeds of a disposition by gift to a registered charity of an interest in a segregated fund policy results in a zero taxable capital gain for the contract holder when the annuitant dies in 2016. In the first scenario, the contract holder, who is also the annuitant, passed away and the insurer forwarded the proceeds to the charity as per the beneficiary designation in the policy. In the second scenario, the person insured under the contract, i.e. the annuitant, is a family member of the contract holder. In this scenario, the annuitant dies and the proceeds are also paid out to the charity as beneficiary.

In both scenarios, CRA concluded that the ITA's capital gains provision which deems a capital gain to be zero upon the disposition of certain property did not apply. This was because the cheque to the charity of the proceeds of the policy in question did not constitute the type of property for which the ITA's capital gains provision would apply. While it was recognized that an interest in a segregated fund policy is one of the types of property eligible for this capital gains provision, CRA took the position that, in these scenarios, the interest in the fund was not, in fact, the property being transferred, but rather the charity was being given the proceeds of the policy. In the second scenario, CRA further pointed out that the proceeds of the policy were not disposed of due to the contract holder's death.

Based on CRA's comments in this document, if a charity is aware that one of the goals of the donor in naming the charity as a beneficiary of a segregated fund policy is to realise a nil capital gain, then the charity should caution them that the nil capital gains provisions will not apply for the proceeds of such policy and that they, as always, should obtain independent tax advice.

Improvement Districts are Municipal Bodies for the Purposes of the Income Tax Act

By Ryan M. Prendergast

On October 12, 2016, Canada Revenue Agency ("CRA") released document number 2013-0503671, a response to an email from September 23, 2013 relating to the issue of "[w]hether improvement districts, particularly in British Columbia, would be considered municipal or public bodies performing a function of government for the purpose of paragraph 149(1)(c) [of the *Income Tax Act* ("ITA")] and therefore able to issue donation receipts as a qualified donee." CRA's position on this matter is that they are municipal bodies and are therefore able to issue donation receipts as a qualified donee under the ITA in accordance with subparagraph 149.1(1)(a)(iii).

CRA begins by noting that "[t]here is no definition of a "municipal or public body performing a function of government in Canada" in the [ITA]" and therefore whether an organisation qualifies must be determined on a case by case basis. Further "municipal body" is also not defined in the ITA. CRA adds that "a municipal body is typically considered to be a body established or exercising a power under a municipal act or a similar statute of a province or territory with respect to governing the affairs or purposes of a geographic area and is accountable to those governed by it." CRA says that an improvement district is better described by this label than by the public body label. Improvement districts "are local authorities responsible for providing local services for the benefit of the residents in a community."

In CRA's opinion improvement districts, "whether providing one or several services to the public in their respective districts, exercise the powers similar to those of municipalities and in our view are 'governmental' or performing a 'governance function'." They therefore qualify as municipal bodies performing a government function. Although not described in the CRA View, as a consequence of meeting the definition of "municipal or public body performing a function of government" under paragraph 149(1)(c), an entity under this paragraph would still need to apply to CRA in order to be listed as a qualified donee for the purposes of subparagraph 149.1(1)(a)(iii).

Marrakesh Treaty Comes Into Force

By Sepal Bonni

Non-profit organizations that produce copies of works for persons with print disabilities should take note that on September 30, 2016, the [Marrakesh Treaty to Facilitate Access to Published Works for Persons Who Are Blind, Visually Impaired, or Otherwise Print Disabled](#) (the "Treaty") came into force. The Treaty is an international treaty administered by the World Intellectual Property Organization (WIPO) that sets out minimum standards to which Treaty member-countries must adhere, and aims to facilitate access to copyright works for persons with print disabilities by providing the material in accessible formats. The Treaty establishes international norms that require countries to provide exceptions in their domestic copyright laws to facilitate the availability of works in accessible formats, including Braille, audiobooks, and large-print.

Prior to acceding to the Treaty, the Canadian [Copyright Act](#) ("Act") was amended to include exceptions for people with print disabilities in line with the obligations of the Treaty. The amendments to the Act include a carve out exception to copyright infringement for "non-profit organizations" acting on behalf of persons with print disabilities, allowing them to make a copy of protected printed works accessible for persons with print disabilities, if the work is not commercially available in a similar format. Non-profit organizations are also permitted to share accessible works across borders with foreign non-profit organizations in member-countries that are acting for the benefit of persons with a print disability, provided that the work is not available in a similar format within a reasonable time, for a reasonable price, and with reasonable effort.

The Act defines "print disability" broadly as a disability that prevents or inhibits a person from reading a literary, musical, artistic or dramatic work in its original format and includes such a disability resulting from (a) severe or total impairment of sight or the inability to focus or move one's eyes; (b) the inability

to hold or manipulate a book; or (c) an impairment relating to comprehension.” The definitions are intentionally wide-ranging to allow for a variety of different types of copying, including making sound recordings, sign language, and Braille reproductions, to meet the needs of individuals with print disabilities.

Non-profit organizations in Canada that are looking to utilize these exemptions will still need to be cautious of the other provisions of the Act that continue to apply, such as the possibility of royalties to the original author of the work, and submitting reports on its activities. As such, prior to relying on these copyright infringement exceptions, non-profit organizations should seek advice from their legal counsel.

Supply of Dietetic Services to a Public Sector Body Exempt from GST/HST

By Linsey E.C. Rains

On August 29, 2016, Canada Revenue Agency (“CRA”) released a ruling on the applicability of the Goods and Services Tax (“GST”) and Harmonized Sales Tax (“HST”) to the supply of dietetic services by a registered dietitian to a public sector body pursuant to a Service Agreement. In Ruling Document number 165366, CRA ruled that the dietetic services supplied were exempt from GST/HST in accordance with section 7.1 of Part II of Schedule V of the *Excise Tax Act* (“ETA”).

Part II of Schedule V of the ETA exempts certain supplies of health care services. Section 7.1 specifies that “[a] supply of a dietetic service rendered by a practitioner of the service” will be exempt “if the service is rendered to an individual or the supply is made to a public sector body or to the operator of a health care facility.” In this fact scenario, the individual requesting the ruling met the definition of a practitioner under section 1 of Part II and the recipient organization met the ETA’s definition of a public sector body. Additional factors considered by CRA included the type of services supplied under the Service Agreement, the province where the services were supplied, and whether the supply was a qualifying health care supply under the ETA.

Although a GST/HST ruling such as this one is binding on CRA so long as “none of the issues discussed in the ruling(s) are currently under audit, objection, or appeal; no future changes to the ETA, regulations or the CRA’s interpretive policy affect its validity; and all relevant facts and transactions have fully and accurately disclosed,” it is also fact specific. As such, organizations that are public sector bodies or health care facilities under the ETA and receive supplies of dietetic services may wish to review whether these services are also exempt in accordance with section 7.1 of Part II of Schedule V.

Tax Court Dismisses Appeal from Assessment due to Fraud

By Esther S.J. Oh

On October 5, 2016, the Tax Court of Canada (the “Court”) released an edited transcript of the oral reasons given on August 26, 2016 for dismissing the appeal from tax assessments in [Perry v R.](#) Perry had appealed assessments made on his charitable donations to PanAfrican Canadian Multicultural Center (the “Charity”) from the 2005 and 2006 tax years. The Charity was deregistered in 2007. Perry testified that “he made donations in cash and kind in each year on the recommendation of a tax accountant.” He also presented two charitable receipts as evidence.

The Court stated Perry “appeared to change his version of events as needed, as the evidence progressed. His version appears to be inconsistent with the receipts in a number of respects.” The Court noted that while receipts for the in kind donations were not attached to the paper tax return filed by Perry, the invoice for accounting services related to preparation of the 2006 tax return, was attached to the return. In this regard, this invoice was for \$910, but the amount that Perry claimed for charitable donations that year was \$9,130, which appeared in parentheses beside the \$910 fee on the invoice. The Court concluded that based on the evidence, on a balance of probabilities Perry purchased his receipts from the tax accountant for 10% of the face value.

The appeal also failed because the receipts were found deficient in multiple respects and did not contain information required under the regulations under the *Income Tax Act*. In this regard, the receipts contained several errors in the name of the charity, an incorrect address and neither receipts listed a description of the in-kind property donated, nor the name and address of the appraiser, among other deficiencies.

FATF Evaluates Canada's Anti-Money Laundering and Counter-Terrorist Financing Regime

By Terrance S. Carter, Nancy E. Claridge and Sean S. Carter, *Anti-Terrorism and Charity Law Alert* No. 47

The Financial Action Task Force (“FATF”) released a report on September 15, 2016, entitled “[Anti-Money Laundering and Counter-Terrorist Financing Measures: Canada – Mutual Evaluation Report September 2016](#)” (the “2016 Mutual Evaluation”). This report examines Canada’s anti-money laundering and anti-terrorist financing measures for compliance with the FATF Recommendations, following an on-site visit which took place from November 3-20, 2015. This is the fourth mutual evaluation the FATF has performed with Canada. The FATF is an inter-governmental body responsible for setting and monitoring international standards for combating money laundering and financing of terrorism and proliferation. The FATF Recommendations are forty international standards that countries are asked to comply with in order to counter money laundering and terrorist financing.

For the balance of this Bulletin, please see [Anti-Terrorism and Charity Law Alert No. 47](#).

Charities Legislation & Commentary, 2017 Edition Now Available!

Co-Edited by Terrance S. Carter, Maria Elena Hoffstein, and Adam M. Parachin (LexisNexis Butterworths, October 2017)

The 2017 Charities Legislation & Commentary, co-edited by Terrance S. Carter, M. Elena Hoffstein and Professor Adam Parachin, was released this month. This consolidation provides an updated tool to facilitate charity law research by setting out excerpts from, and in some cases the entire text of, 145 key federal and 75 Ontario statutes and regulations that apply to charities current to August 2016, including changes introduced by the 2016 federal budget. Order the book at: <https://store.lexisnexis.ca/en/categories/products/charities-legislation-commentary-2016-edition-skusku-cad-00950/details>

IN THE PRESS

[Charity & NFP Law Update – September 2016 \(Carters Professional Corporation\)](#) was featured on *TaxNet Pro* and is available online to those who have subscription privileges. Future postings of the *Charity & NFP Law Update* will be featured in upcoming posts.

RECENT EVENTS AND PRESENTATIONS

NonProfit Driven 2016 was held on October 19-20, 2016 at the Allstream Centre in Toronto. Terrance S. Carter participated as a panelist on the topic of *Think you're not a lobbyist? Legislative changes our sector needs to know.*

The Orangeville Economic Development/SBEC and BDO Canada hosted a small business seminar on October 25, 2016. Nancy E. Claridge presented *The Pros and Cons of Incorporating Your Business.*

UPCOMING EVENTS AND PRESENTATIONS

Bayshore's Healthy Tomorrows Conference will be held on November 2, 2016 in Owen Sound. Terrance S. Carter will be presenting *Pitfalls in Drafting Agreements.*

[Annual Estates and Trusts Summit](#) will be hosted by the Law Society of Upper Canada on November 4, 2016. One of the topics is *Charity Law Update* to be presented by Theresa L.M. Man and Terrance S. Carter

[The 2016 Annual Church & Charity Law™ Seminar](#) will be hosted by Carters Professional Corporation in Greater Toronto, Ontario, on **Thursday November 10, 2016**. Click here for the [brochure](#) and [online registration](#). Guest Speakers include Tony Manconi, Director General of the Charities Directorate of the CRA and Ken Goodman, Public Guardian and Trustee of Ontario.

[Philanthropy Forum 2016](#) will be hosted by the Community Foundation of Greater Peterborough on November 15, 2016. Terrance S. Carter will present on the topic: *Legal Issues in Social Media for Charities.*

[STEP Canada 2016-17 Ottawa Branch Seminars](#) is being held on November 16, 2016. Terrance S. Carter will present on the topic of *Pitfalls in Drafting Gift Agreements.*

[AFP Congress](#) will be held on November 21, 2016 at the Metro Toronto Convention Centre in Toronto. Terrance S. Carter will present on the topic of *Pitfalls in Drafting Gift Agreements.*

[Collaborative Governance for Better Outcomes: The Role of the Not-for-Profit Board](#) is an afternoon session that will be hosted by the Institute of Corporate Directors, Ontario chapter – West GTA Region on October 27, 2016 in Mississauga.

CONTRIBUTORS

Editor: Terrance S. Carter

Assistant Editors: Nancy E. Claridge, Linsey E.C. Rains and Ryan M. Prendergast



Sepal Bonni, B.Sc., M.Sc., J.D., Trade-mark Agent - Called to the Ontario Bar in 2013, Ms. Bonni practices in the areas of intellectual property, privacy and information technology law. Prior to joining Carters, Ms. Bonni articulated and practiced with a trade-mark firm in Ottawa. Ms. Bonni represents charities and not-for-profits in all aspects of domestic and foreign trade-mark prosecution before the Canadian Intellectual Property Office, as well as trade-mark portfolio reviews, maintenance and consultations. Ms. Bonni assists clients with privacy matters including the development of policies, counselling clients on cross-border data storage concerns, and providing guidance on compliance issues.



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* (Carswell), a co-editor of *Charities Legislation and Commentary* (LexisNexis Butterworths, 2016), and co-author of *Branding and Copyright for Charities and Non-Profit Organizations* (2014 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, www.churchlaw.ca and www.antiterrorismlaw.ca.



Sean S. Carter, B.A., LL.B. – Sean Carter is a partner with Carters and the head of the litigation practice group at Carters. Sean has broad experience in civil litigation and joined Carters in 2012 after having articulated with and been an associate with Fasken Martineau DuMoulin LLP (Toronto office) for three years. Sean has published extensively, co-authoring several articles and papers on anti-terrorism law, including publications in *The International Journal of Not-for-Profit Law*, *The Lawyers Weekly*, *Charity Law Bulletin* and the *Anti-Terrorism and Charity Law Alert*, as well as presentations to the Law Society of Upper Canada and Ontario Bar Association CLE learning programs.



Nancy E. Claridge, B.A., M.A., LL.B. – Called to the Ontario Bar in 2006, Nancy Claridge is a partner with Carters practicing in the areas of charity, anti-terrorism, real estate, corporate and commercial law, and wills and estates, in addition to being the firm's research lawyer and assistant editor of *Charity Law Update*. After obtaining a Masters degree, she spent several years developing legal databases for LexisNexis Canada, before attending Osgoode Hall Law School where she was a Senior Editor of the *Osgoode Hall Law Journal*, Editor-in-Chief of the *Obiter Dicta* newspaper, and was awarded the Dean's Gold Key Award and Student Honour Award.



Bart Danko, B.Sc. (Hons.), M.E.S., J.D. – Mr. Danko was called to the Ontario Bar in 2015 following the successful completion of his articles at Carters. He now practices in corporate and commercial law, anti-terrorism law, real estate law, charity and not-for-profit law, and wills and estates. Mr. Danko obtained his Juris Doctor from Osgoode Hall Law School and a Master of Environmental Studies from York University. Prior to this, he graduated with a Bachelor of Sciences (Honors) from the University of Toronto, with High Distinction. In his free time, Mr. Danko volunteers with Peel Regional Police as an Auxiliary Constable.



Jacqueline M. Demczur, B.A., LL.B. – A partner with the firm, Ms. Demczur practices in charity and not-for-profit law, including incorporation, corporate restructuring, and legal risk management reviews. Ms. Demczur has been recognized as a leading expert in charity and not-for-profit law by *Lexpert* and *The Best Lawyers in Canada*. She is a contributing author to Industry Canada’s *Primer for Directors of Not-For-Profit Corporations*, and has written numerous articles on charity and not-for-profit issues for the *Lawyers Weekly*, *The Philanthropist* and *Charity Law Bulletin*, among others. Ms. Demczur is also a regular speaker at the annual *Church & Charity Law™* Seminar.



Barry 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 opinions and 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*. She is chair of the Executive of the Charity and Not-for-Profit Section of the OBA and an executive member of the CBA Charities and Not-for-Profit Law Section. 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 Carswell. She has also written articles for numerous publications, including *The Lawyers Weekly*, *The Philanthropist*, *Hilborn:ECS* and *Charity Law Bulletin*.



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 and the *Charity 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 Prendergast, B.A., LL.B. - Called to the Ontario Bar in 2010, Mr. Prendergast joined Carters 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 Upper Canada. In addition, Ryan has contributed to *The Lawyers Weekly*, *Hilborn:ECS*, Ontario Bar Association *Charity & Not-for-Profit Law Section Newsletter*, *Charity Law Bulletins* and publications on www.charitylaw.ca.



Linsey E.C. Rains, B.A., J.D. - Called to the Ontario Bar in 2013, Ms. Rains joined Carters Ottawa office to practice charity and not-for-profit law with a focus on federal tax issues after more than a decade of employment with the Canada Revenue Agency (CRA). Having acquired considerable charity law experience as a Charities Officer, Senior Program Analyst, Technical Policy Advisor, and Policy Analyst with the CRA's Charities Directorate, Ms. Rains completed her articles with the Department of Justice's Tax Litigation Section and CRA Legal Services. Ms. Rains is also a student member of STEP Canada and the Ottawa Branch's student representative on the STEP Canada Student Liaison Committee.



Jessica Foote, J.D., B.B.A (Hons) – Ms. Foote graduated from Osgoode Hall Law School in 2016 with a Juris Doctor, and has earned an Honours Baccalaureate in Business Administration from the University of Guelph. Jessica was awarded the Women's Opportunity Award from Soroptimist International, as well as certificates from the Canadian Institute of Management, and for Business Studies with Honours. While attending law school, Jessica furthered her commitment to social justice by volunteering for the Family Law Project, and at a Criminal and Family Law firm. Prior to commencing her articles, Jessica gained legal experience working for a Personal Injury Law firm.



Tessa Woodland, J.D., B.Soc.Sci. (Hons) – Ms. Woodland graduated from Queen's University, Faculty of Law in 2016. While attending Queen's, Tessa interned with the Department of Justice's Judicial Affairs Section where she learned about policy creation, and researched domestic and international legal issues. Tessa completed the International Public Law program at the Bader International Study Centre during the summer between first and second year of law school. Prior to law school she studied in French Immersion at the University of Ottawa graduating magna cum laude with a Bachelor of Social Science (Honours) in Conflict Studies and Human Rights, with a minor in Global Affairs.

ACKNOWLEDGEMENTS, ERRATA AND OTHER MISCELLANEOUS ITEMS

Links not Working: If the above links do not work from your mail program, simply copy the link text and paste it into the address field of your internet browser.

Get on Our E-Mailing List: If you would like to be added to our electronic mailing list and receive regular updates when new materials are added to our site, click [here](#) or send an email to info@carters.ca with “Subscribe” in the subject line. Feel free to forward this email to anyone (internal or external to your organization) who might be interested.

Privacy: We at Carters know how important your privacy is to you. Our relationship with you is founded on trust and we are committed to maintaining that trust. Personal information is collected solely for the purposes of establishing and maintaining client lists; representing our clients; and to establish and maintain mailing lists for the distribution of publications as an information service. Your personal information will never be sold to or shared with another party or organization. For more information, please refer to our [Privacy Policy](#).

Copyright: All materials from Carters are copyrighted and all rights are reserved. Please contact us for permission to reproduce any of our materials. All rights reserved.

Disclaimer: This is a summary of current legal issues provided as an information service by Carters Professional Corporation. It is current only as of the date of the summary and does not reflect subsequent changes in the law. The summary is distributed with the understanding that it does not constitute legal advice or establish the 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.

CARTERS PROFESSIONAL CORPORATION SOCIÉTÉ PROFESSIONNELLE CARTERS

PARTNERS:

Terrance S. Carter B.A., LL.B. (Counsel to Fasken Martineau DuMoulin LLP)	tcarter@carters.ca
Jane Burke-Robertson B.Soc.Sci., LL.B. (1960-2013)	
Theresa L.M. Man B.Sc., M.Mus., LL.B., LL.M.	tman@carters.ca
Jacqueline M. Demczur B.A., LL.B.	jdemczur@carters.ca
Esther S.J. Oh B.A., LL.B.	estheroh@carters.ca
Nancy E. Claridge B.A., M.A., LL.B.	nclaridge@carters.ca
Jennifer M. Leddy B.A., LL.B.	jleddy@carters.ca
Barry W. Kwasniewski B.B.A., LL.B.	bwk@carters.ca
Sean S. Carter B.A., LL.B.	scarter@carters.ca

ASSOCIATES:

Ryan M. Prendergast B.A., LL.B.	rprendergast@carters.ca
Kristen D. Morris B.A., J.D.	kmorris@carters.ca
Linsey E.C. Rains B.A., J.D.	lrains@carters.ca
Sepal Bonni B.Sc., M.Sc., J.D.	sbonni@carters.ca
Bart Danko B.Sc., M.E.S., J.D.	bdanko@carters.ca

STUDENTS-AT-LAW

Jessica Foote J.D., B.B.A. (Hons)	jfoote@carters.ca
Tessa Woodland J.D., B.Soc.Sci. (Hons)	twoodland@carters.ca

Orangeville Office

211 Broadway, P.O. Box 440
Orangeville, Ontario, Canada L9W 1K4
Tel: (519) 942-0001
Fax: (519) 942-0300

Mississauga Meeting Location

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

Ottawa Office

117 CentrepoinTE Drive, Suite 124
Ottawa, Ontario, Canada K2G 5X3
Tel: (613) 235-4774
Fax: (613) 235-9838

Toronto Meeting Location

Brookfield Place - TD Canada Trust Tower
161 Bay Street, 27th Floor, PO Box 508
Toronto, Ontario, Canada M5J 2S1
Tel: (416) 675-3766
Fax: (416) 675-3765