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CHARITY & NFP LAW UPDATE

SEPTEMBER 2016

EDITOR: TERRANCE S. CARTER; ASSISTANT EDITOR: NANCY E. CLARIDGE

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

SEPTEMBER 2016

SECTIONS

HIGHLIGHTS

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RECENT PUBLICATIONS AND NEWS RELEASES

CRA News

By Terrance S. Carter

Public Consultation on Charities and Political Activities Announced

On September 27, 2016, the Honourable Diane Lebouthillier, Minister of National Revenue (the "Minister"), announced the launching of public consultations to "clarify the rules regarding the involvement of registered charities in political activities." This announcement comes in light of the January 20, 2016 announcement that Canada Revenue Agency ("CRA") would be winding down political activities audits and the earlier release of the Minister's Mandate Letter on November 13, 2015 in which the Prime Minister asked the Minister to clarify the rules concerning political activities by charities.

CRA followed this announcement with its own announcement later the same day detailing the online component of the consultation. The consultation questions are grouped into three categories related to carrying out political activities, CRA's policy guidance, and future policy development. Specific questions asked by CRA include:

- Are charities generally aware of what the rules are on political activities?
- What issues or challenges do charities encounter with the existing policies on charities' political activities?
- Do these policies help or hinder charities in advocating for their causes or for the people they serve?
- Is the CRA's policy guidance on political activities clear, useful, and complete?
- Which formats are the most useful and effective for offering policy guidance on the rules for political activities?; and
- Should changes be made to the rules governing political activities and, if so, what should those changes be?

Comments concerning the online consultation will be received until November 25, 2016. In person consultations will follow at a later date in Halifax, Montréal, Toronto, Winnipeg, Calgary and Vancouver. The Minister also announced the establishment of a consultation panel consisting of five individuals experienced in the regulatory issues facing charities, presumably in the context of political activities.

Appointment of New Director General of Charities Directorate

Tony Manconi assumed the role of Director General of the Charities Directorate with the Canada Revenue Agency ("CRA") on July 25, 2016. 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.

Finance Canada Reviews Commitment by MasterCard and Visa to Reduce Fees for Charities

A Backgrounder released by the Department of Finance on September 22, 2016 reported on its review of MasterCard and Visa's voluntary commitments to reduce interchange fees for charities. In November 2014, Visa and MasterCard voluntarily agreed to reduce interchange fees for charities to an average of 1.50% of the transaction value. An interchange fee refers to a charge paid by merchants when they process payments by credit card. These reductions took effect in April 2015 and are to continue for five years following that date.

MasterCard released a report in November 2014 indicating that their new merchant category for charities allows for an almost 40% reduction in interchange fees. This means interchange fees fall to between 1.0% and 1.5%, as compared to previous rates of 1.59% to 2.65%. Visa, rather than creating a completely new merchant category, included charities in its "emerging segments" category according to their report released in November 2014. This means charities' interchange fees will vary between 0.98% and 1.95%, depending on the Visa card used.

The Department of Finance released its third-party verifications over the 12-month period from May 1, 2015 to April 30, 2016, which verified that both Visa and MasterCard have "met their respective commitments, which include reductions for small and medium-sized enterprises and charities."

These developments in lower interchange fees significantly benefit charities by lowering administrative costs overall for the charitable sector. For more detailed information concerning the commitments made by both MasterCard and Visa see the November/December 2014 *Charity Law Update*.

CRA Updates its Website on Charitable Donation Tax Credit Rates

On September 15, 2016, CRA updated its website and charitable donation tax credit rate table to reflect current charitable donation tax credit rates, as well as the related proposed legislation with respect to charitable donation tax credits under subsection 118.1(3) of the *Income Tax Act* ("*ITA*").

In addition to the table, examples are also provided, including examples which incorporate the new top individual income tax rate of 33% under proposed legislation.

For additional information on tax rates and the amendments to the donation tax credit, see our January 2016 *Charity Law Update*.

Donation Receipts Invalid if Information Missing or Donation Inflated

By Jacqueline M. Demczur

On August 19, 2016, the Tax Court of Canada (the "Court") released reasons for judgement in the case of *Guobadia v R*. The Court's informal procedure in this matter dealt with an appeal of a notice of reassessment issued to a taxpayer by the Minister of National Revenue (the "Minister"). The taxpayer in question was reassessed outside of the normal assessment period pursuant to subsection 152(4) of the *Income Tax Act* ("ITA") and the taxpayer's claims for charitable donations in certain earlier years were disallowed. Subsection 152(4) of the ITA allows the Minister to reassess when the taxpayer "made a misrepresentation attributable to neglect, carelessness, willful default or has committed fraud."

The Minister's basis for the disallowance in this case was that the charitable donations in question had not actually been made by the taxpayer, as well as that the related charitable donation receipts did not contain the information required by the *Income Tax Regulations*, section 3501. At paragraph 32 of the decision, the Court stated that even if a charitable donation receipt contains all of the information required by law, it may not be accepted by CRA if it does not accurately reflect the donation to which it relates. The Court then indicated, at paragraph 33, that the reverse is also true. That is, even if the receipt accurately reflects a true donation, the lack of required information being set out in the receipt may mean that it will also not be found to be acceptable.

In this decision, the Court assessed the credibility of the taxpayer herself in relation to the donations under review and found her testimony to be "vague and contradictory", as well as her evidence "improbable" that she attended two churches where she tithed, donating 10% of her income to each one. On this issue, the Court found that the taxpayer had no evidence to support that the donations were made and that the

related donation receipts were invalid as a result. For these reasons, the Court dismissed the appeal. Although this is an informal procedure, and thus without precedential value, this case is potentially persuasive insofar as it confirms that donation receipts may be disallowed where all of the required information is not set out on the receipts or where they inaccurately reflect the value of the underlying donation.

CRA Provides Clarity on Supplies Exempt from GST/HST

By Linsey E.C. Rains

Canada Revenue Agency ("CRA") recently released two almost identical interpretations on whether certain supplies of alcoholic beverages supplied by charities pursuant to a catering contract were exempt from GST/HST and whether the GST/HST paid on purchases of alcoholic beverages by the charity were eligible to be claimed under the Public Service Bodies' Rebate ("PSB"). Although GST/HST interpretations are fact specific and not binding on CRA, they can help charities that make supplies of alcoholic beverages in the context of providing catering services determine if they need to review how they are currently accounting for GST/HST.

GST/HST interpretation documents numbered 8483r and 6372r were released on September 6, 2016. Both interpretations specify the charity's catering contract should contain terms which indicate the sale of alcoholic beverages is required "at the direction of the client and all or a portion of the consideration payable for the beverages must be billed to the catering client as part of the invoice for the catering supply." Where the catering contract contains such terms and the charity sells the beverages through "a host bar (that is, total amount for the beverages is charged to the catering client) or a 50/50 bar (that is, only 50% of the total amount for the beverages is charged to the catering client and the remaining 50% is charged to the guests)," the supply of alcoholic beverages will generally be exempt. Supplies of alcoholic beverages made by the charity directly to guests, i.e. through a 100% cash bar, would generally be taxable.

Concerning whether charities can claim a PSB rebate for GST/HST paid on purchases of alcoholic beverages, the interpretations clarify that charities would generally "not be entitled to claim a PSB rebate in respect of the GST/HST paid or payable on purchases of alcoholic beverages that the charity supplies independent of a meal where it is not required to collect the GST/HST on those supplies." On the other hand, it may be possible for charities who make taxable supplies of alcoholic beverages to claim a PSB rebate for GST/HST paid on those purchases of alcoholic beverages.

Court Upholds Rock Climbing Waiver

By Barry W. Kwasniewski

A decision, released on July 13, 2016, of the Ontario Superior Court of Justice in *Arif v Li* again highlights the importance of liability waivers as an effective liability shield. Mr. Arif (the "plaintiff") suffered injuries while rock climbing and sued several parties he alleged were legally responsible. On a motion for summary judgment brought by the defendants, they relied on signed liability waivers as a full defence to the lawsuit. The defendants in this case were Zen Climb, its president Mr. Xiaoping Li, and the Halton Region Conservation Authority, which owned the property where the climb took place. The court upheld the executed liability waivers, granting summary judgment dismissing the action against all defendants.

For charities and not-for-profits, an important part of risk management in relation to programs, events and activities is the consistent use of liability waivers. A well-drafted waiver may provide a complete defence to injury or property damage claims.

For the balance of this Bulletin, please see *Charity & NFP Law Bulletin* No. 391.

Social Media Accounts and Safe Work Environments

By Ryan M. Prendergast

On July 5, 2016, arbitrator Robert D. Howe issued an arbitral award (the "Award") dealing with the use of social media, particularly Twitter, following a long arbitration process between the Amalgamated Transit, Union Local 113 ("Local 113") and the Toronto Transit Commission ("TTC"). Local 113 was grieving TTC's use of social media "to publish personal information about Local 113 members, to receive and make complaints about Local 113 members, and to solicit public comment with respect to Local 113 members." Local 113 raised particular concerns about tweets with: derogatory language, violence/threats, pictures of employees, employee badge numbers, false information, requests from TTC for more information, customer complaints, complaints about employees taking breaks, and tweets which make the discipline process public. The Award contains a list of derogatory language directed at TTC employees through social media, as well as a large number of examples from the exhibits presented during arbitration.

The Award concluded that TTC failed to take all reasonable and practical measures to protect Local 113 members from harassment embodied in the social media commentary. The arbitrator says that TTC should, among other recommendations, "not only indicate that the TTC does not condone abusive, profane, derogatory or offensive comments, but should go on to request the tweeters to immediately delete

the offensive tweets and to advise them that if they do not do so they will be blocked." The arbitrator continued that TTC should follow through on this promise. The arbitrator said that TTC should follow similar procedures for tweeters posting photos of employees. The Award also said that TTC tweets should avoid editorialising when answering customer concerns. The Award acknowledged that even if TTC were not on Twitter, there would still be posts about TTC employees and services. Although TTC was not required to shut down its social media accounts, and in particular the @TTCHelps account as requested by Local 113, they were asked to confer with Local 113 about possible steps to be taken in light of the Award.

A social media account is increasingly becoming an important component of the image of a charity or not-for-profit. As such, the comments in the Award with regard to providing a safe work environment for employees should also be considered where employees, including volunteers, are responsible for monitoring a social media account. Moreover, the Award demonstrates that a clear and well implemented social media policy is also important for organizations that present themselves to the public, donors, or their members through a social media account.

Alberta Court of Appeal Affirms Court's Jurisdiction to Review Unfair Church Discipline

By Esther S.J. Oh

In the decision of *Wall v Judicial Committee for the Highwood Congregation of Jehovah's Witnesses*, released on September 8, 2016, a majority on the Alberta Court of Appeal followed a line of case law which affirm that courts have the legal jurisdiction to review decisions made by a religious organization where discipline or expulsion was carried out in a manner that does not reflect principles of natural justice. The Wall case involved expulsion of an individual from the membership of the Highwood Congregation of Jehovah's Witnesses in Alberta ("Congregation"), using procedures that the court found did not reflect principles of natural justice.

For the balance of this Bulletin, please see *Church Law Bulletin* No. 47.

Why Charities Need to Register Official Marks as Trademarks

By Sepal Bonni

The July 11, 2016 decision of *Starbucks (HK) Limited v Trinity Television Inc.* ("*Starbucks*") provides a helpful reminder to charities holding official marks to file regular trademark applications in order to mitigate the potential risk of official marks being challenged and invalidated.

Official marks are a unique and powerful form of intellectual property right. Although similar to trademarks in some respects, official marks (often referred to as "section 9 marks" as they are protected under section 9 of the Trademarks Act) are only granted to "public authorities" and owners of official marks are given extraordinary protection. Most importantly, an official mark can prevent any person from registering a trademark that is likely to be mistaken for the official mark, regardless of the associated goods or services. Prior to 2002, Canadian registered charities were generally able to obtain official marks. However, due to the broad powers that are provided to owners of these marks, there was considerable litigation in 2002 to determine the type of entity that qualifies as a "public authority", thereby being entitled to obtain an official mark. As a result of this litigation, the ability for registered charities to obtain official marks was generally curtailed. The Federal Court held that to qualify as a public authority: (1) a significant degree of control must be exercised by the appropriate government over the activities of the body; and (2) the activities of the body must benefit the public, and as a result, status as a registered charity alone, is insufficient to constitute an organization as a public authority for the purpose of obtaining an official mark. Most recently in Starbucks, the Federal Court relied on the 2002 cases and again confirmed that status as a charity does not, in and of itself, mean that the organization is a public authority.

In this case, Starbucks (HK) Limited ("Starbucks (HK)") filed an application for the trademark NOWTV & DESIGN on October 24, 2013. The Trademarks Office objected to the application and cited NOWTV, an official mark granted to Trinity Television Inc. ("Trinity") in 2001 against the Starbucks (HK) application. In 2001 when the official mark was granted, Trinity was a registered charity, producing and distributing programs conveying Christian teachings. In order to get around this official mark objection, Starbucks (HK) brought an application in the Federal Court for judicial review challenging the 2001 decision to grant Trinity the NOWTV official mark based on the argument that Trinity was not a public authority. In coming to the *Starbucks* decision, the Federal Court relied on the 2002 cases and the public authority test and as a result, the Court invalidated the official mark, thereby allowing Starbucks (HK) to move forward with its application to register NOW TV & Design.

It is important to note that *Starbucks* was an uncontested decision. However, it appears unlikely that Trinity's participation would have changed the decision given that the Federal Court did not hesitate in coming to the conclusion that Trinity is not a public authority and stating that "it would be patently unfair and completely contrary to the interest of justice if an entity that is not a public authority was permitted to enjoy the exceptional rights conferred on the holder of an official mark."

Many charities are surprised to learn that an official mark obtained in the past is not in fact a registered trademark, and may not be enforceable if challenged. Based on the recent reminder by the Federal Court in *Starbucks*, charities would be well advised to take immediate steps to ensure brands are adequately protected by registering regular trademarks for all official marks.

For further information on the difference between trademarks and official marks see *Charity Law Bulletin* No. 18 and *Charity Law Bulletin* No. 43.

Kellogg Canada Inc. in Violation of the Canadian Radio-television and Telecommunications Act

By Ryan M. Prendergast

On September 1, 2016, the Canadian Radio-television and Telecommunications Commission ("CRTC") released a statement indicating that from October 2014 to December 2014, Kellogg's Canada Inc. was alleged to have sent or caused to be sent by its third party service provider(s), commercial electronic message to recipients from whom they had not received the necessary consent in contravention of section 6(1) of Canada's anti-spam legislation ("CASL"). Paragraph 6(1)(a) of CASL states that it "is prohibited to send or cause to be sent to an electronic address a commercial electronic message … unless the person to who the message is sent has consented to receiving it, whether the consent is express or implied."

As a means of resolving the matter, Kellogg's Canada Inc. voluntarily entered into an undertaking with the Chief Compliance and Enforcement Officer of the CRTC whereby they have agreed to pay a sum of $60,000 in addition to agreeing to review and update their compliance program(s). Kellogg's Canada Inc. has also undertook to ensure that their third party services provider(s) are also in compliance with the CRTC.

The statement released by CRTC provides an important reminder to all entities, including registered charities and not-for-profits, concerning the significance of ensuring they have the requisite consent prior to sending commercial electronic messages. Of note in this undertaking is that third-party service

providers were also alleged to have sent commercial electronic messages on behalf of Kellogg's Canada Inc. which were not in compliance with CASL. In this regard, charities and not-for-profits that make use of third-party service providers that send commercial electronic messages on their behalf are encouraged to determine that they are doing so in compliance with CASL, otherwise they risk the possibility of facing hefty penalties, as was the situation for Kellogg's Canada Inc. in this case.

Restrictive Covenant found to be a Non-competition Clause as opposed to Non-solicitation Clause

By Barry W. Kwasniewski

On August 30, 2016, the Ontario Court of Appeal released its decision in *Donaldson Travel Inc. v. Murphy* ("*Donaldson*"). This decision provides an important reminder to charities and not-for-profits of the care that must be taken in preparation of non-solicitation clauses and non-competition clauses in employment agreements, in order to increase the likelihood of enforceability and to ensure that these clauses are not made overly broad in restricting the actions of former employees. At issue in the appeal was whether the motion judge erred in dismissing the action, by way of summary judgment, on the basis that a restrictive covenant contained in a former employee's employment contract was unenforceable. The motion judge held that the restrictive covenant, described in the employment contract as a non-solicitation clause, was in fact a non-competition clause.

A non-solicitation clause restricts a party to a contract (e.g. an employee or organization) from soliciting employees, customers, or other business opportunities from the another party to the contract (e.g. an employer), whereas a non-competition clause restricts an employee from entering into, accepting business from, or starting a similar business that is in direct competition with the former employer. Generally, courts have held that non-competition clauses are more difficult to enforce than non-solicitation clauses, as they can represent an undue restriction on trade and the ability of a former employee to earn a living.

The restrictive covenant at issue in Donaldson provided that,

> "[The personal respondent] agrees that in the event of termination or resignation that she will not solicit "*or accept business*" from any corporate accounts or customers that are serviced by [the appellant], directly, or indirectly" (Emphasis added).

The Court in *Donaldson* found no error in the motion judge's finding that the clause in question was in fact a non-competition clause. Both the motion judge and the ONCA's decisions were based primarily on

the words "*or accept business*," which made the clause a non-competition clause rather than a non-solicitation clause. As such, the Court agreed that as the clause contained no temporal limitation and was overly broad, there was no reason to interfere with the motion judge's conclusion that the restrictive covenant was unreasonable, and therefore unenforceable against the former employee.

Based on *Donaldson,* and cases like it, it is apparent that Courts will closely scrutinize restrictive covenants and will not enforce clauses that unduly hamper a former employee's ability to earn a living, and exceed what is reasonable to protect the employer's legitimate interests.

CRA Provides Comments on Foreign Exempt Trusts

By Ryan M. Prendergast

On August 17, 2016, Canada Revenue Agency ("CRA") released a technical interpretation 2016-064795, concerning CRA's comments on subparagraph 94(1)(d)(ii) of the *Income Tax Act*'s ("ITA") definition of "exempt foreign trusts". Section 94 of the ITA deems certain non-resident trusts to be resident in Canada for income tax purposes. In this regard, subparagraph 94(1)(d)(ii) dealing with foreign exempt trusts which are excepted from section 94, requires a non-resident trust to be "created exclusively for charitable purposes and has been operated throughout the particular period exclusively for charitable purposes".

CRA provided its comments concerning its interpretation of "charitable purposes" and "created exclusively for charitable purposes" in a manner consistent with existing Canadian case law as it applies to domestic charities. As such, CRA relied on the interpretation of charitable purposes as determined by Canadian common law. That is, the purpose must fall within the four categories of charitable purposes established at common law recognized in Canada and "benefit the community or an appreciably important class of the community."

With regard to CRA's interpretation of "created exclusively for charitable purposes", CRA stated that if charitable activities are carried out through an intermediary, the activities and resources of the foreign exempt trust used by the intermediary must be subject to the "direction and control of the trust." Moreover, CRA's interpretation of "exclusively for charitable purposes" in the context of subparagraph 94(1)(d)(ii) means that an exempt foreign trust may conduct incidental commercial or investment activities if they serve as a means to further the exclusive charitable purpose, but not to the extent they become a collateral non-charitable purpose of the trust. As well, CRA stated that funds held by an exempt foreign trust must also be used exclusively for charitable purposes. CRA reiterates that "the determination of whether a trust

is operated throughout a particular period exclusively for charitable purposes constitutes a question of fact that must be determined on an ongoing basis."

These comments will be of assistance to non-resident trusts with charitable purposes operating in Canada in determining how the *Income Tax Act* (Canada) may apply to them.

Anti-Terrorism & Money-Laundering Update

By Terrance S. Carter, Nancy E. Claridge and Sean S. Carter

Public Safety Canada Report on Terrorist Threat in Canada

On August 25, 2016, Public Safety Canada released its 2016 Public Report on the Terrorist Threat to Canada (the "Report"). The Report covers the principle terrorist threat to Canada, recent domestic and international terrorist attacks, the National Terrorism Threat Level, the global terrorism threat, emerging issues and how Canada is responding to the threat. The National Terrorism Threat Level at the time that the Report was published was at "Medium". The Report says that the primary terrorist threat to Canada remains "violent extremists", both those inspired by a terrorist ideology and those directed by a terrorist group. Daesh (a.k.a. the Islamic State of Iraq and the Levant ("ISIL"); a.k.a. the Islamic State of Iraq and Syria ("ISIS")) and al-Qaida are listed as specific terrorist groups that pose a threat to Canada.

The Report also raises the issue of extremist travellers; those who travel to conflict areas in order to join terrorist groups. The Report discusses ISIS as a global terrorism threat, detailing actions in specific areas of the world. Emerging issues include advances in technology, participation of women in terrorism-related activities, and the use of chemical weapons. The Report details that Canada is responding to threats through arrests and convictions, terrorist listings, the Global Coalition to Counter ISIS, military efforts, stemming the flow of foreign terrorist fighters, supporting stabilisation, exposing and countering ISIS ideology, counter-terrorism capacity building programs, gathering research to deepen understanding, and eliminating ISIS's sources of funds. When moving to eliminate any terrorist organization's sources of funds, there is always a focus on improperly diverted charitable funds, and therefore charities working in conflict zones or in communities where "extremism" has been identified need to be aware of the ongoing and increasing government oversight.

Significant Changes to FATF Recommendation 8 and Interpretive Notes

As reported in our June 2016 *Charity & NFP Law Update*, the Financial Action Task Force ("FATF") revised FATF Recommendation 8 and its Interpretive Note ("INR8"), which are now part of the FATF's

main Recommendation Document. The FATF is an inter-governmental body responsible for setting and monitoring international standards to combat money laundering and the financing of terrorism. Recommendation 8 deals specifically with combating the abuse of non-profit organisations, on an international scale. The revised INR8 contains many changes that have resulted from the call for public consultation on the INR8 in November 2015 and the April 2016 consultation and dialogue meetings with non-profit organisations in Vienna.

For the balance of this Alert, please see *Anti-Terrorism and Charity Law Alert* No. 46.

IN THE PRESS

Charity & NFP Law Update – July/August 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

ATRI Conference was be held on September 24 and 25, 2016, in Ottawa, Ontario. The following topics were presented: *Where are we Headed? Freedom of Religion in the Courts* by Jennifer M. Leddy, and *Legal Issues Involving Investment Policies* by Terrance S. Carter.

UPCOMING EVENTS AND PRESENTATIONS

NonProfit Driven 2016 will be held on October 19-20, 2016 at the Allstream Centre in Toronto. Terrance S. Carter will participate 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 will host a small business seminar on October 25, 2016. Nancy Claridge will present *The Pros and Cons of Incorporating Your Business*.

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.

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 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.

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*.

CONTRIBUTORS

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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 articled 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 isues.

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 articled 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., L.L.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.

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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 (CCCB). 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."

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