

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

OCTOBER 2018

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[25th Annual Church & Charity Law Seminar™](#)

Thursday November 8, 2018

Hosted by Carters Professional Corporation in Greater Toronto, Ontario.

Guest speakers include **Tony Manconi**, Director General, Charities Directorate, Canada Revenue Agency and **Ken Goodman**, Public Guardian and Trustee of Ontario. Click for [Registration](#) and [Brochure](#).

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RECENT PUBLICATIONS AND NEWS RELEASES

CRA Releases Draft Guidance on Charities and Public Policy Advocacy

By [Terrance S. Carter](#) and [Ryan M. Prendergast](#)

On October 2, 2018, the Canada Revenue Agency (CRA) released for public consultation its draft guidance *Charities and public policy advocacy* (the “Draft Guidance”). The Draft Guidance follows the release of the draft legislative proposals announced by the Department of Finance on September 14, 2018 (“Draft Proposal”) for governing the public policy advocacy activities of charities, as discussed in last month’s [Charity & NFP Law Bulletin No. 428](#), with additional comments provided in a submission by the Canadian Bar Association’s Charity and Not-for-Profit Law Section. As well, the Draft Guidance and the Draft Proposal follow last year’s Report of the Consultation Panel on the Political Activities of Charities published on May 4, 2017 (the “Consultation Report”), as discussed in [Charity & NFP Law Bulletin No. 403](#). It is expected that the Draft Guidance will replace CRA’s Policy Statement CPS-022, *Political activities*, which currently interprets the *Income Tax Act* (“ITA”) provisions requiring charities to devote “substantially all” of their resources to charitable activities as an expenditure limit of 10% on political activities by charities.

For the balance of this Bulletin, please see [Charity & NFP Law Bulletin No. 432](#).

Corporate Update

By [Theresa L.M. Man](#)

New Online Service for Not-For-Profit Corporations

On October 4, 2018, Corporations Canada [announced](#) that it is now possible to obtain a certificate of compliance or a certificate of existence for a not-for-profit incorporated under the *Canada Not-for-profit Corporations Act* (“CNCA”) through Corporation Canada’s [Online Filing Centre](#). These certificates are often required by third parties to evidence that a corporation exists and has not been dissolved. A certificate of compliance shows that the corporation exists under the CNCA, it has not been dissolved or amalgamated into another corporation, or continued under another corporate statute, has filed the required annual returns with Corporations Canada and paid all required fees. A certificate of existence shows that the corporation exists (*i.e.*, it is not dissolved, amalgamated or discontinued) as of a specified date or for a specified period, but does not certify whether the corporation has filed its annual returns or paid all

required fees to Corporations Canada. Additional information is available on the Corporations Canada webpage [Obtaining a certificate of compliance or certificate of existence](#).

New Services for Cooperatives

Also on October 4, 2018, Corporations Canada [introduced](#) its new “Annual Return Notification Program for Cooperatives”, whereby cooperatives will be mailed a reminder to file their annual return.

Corporations Canada also announced the recent creation of two new webpages providing information for cooperatives. The webpage, [Your reporting obligations under the *Canada Cooperatives Act*](#), explains reporting obligations to keep a cooperative in good standing, including filing annual returns, changes to the address of the registered office, changes to the board of directors, and articles of amendment. The webpage, [Guide on dissolving a cooperative](#), provides information on how to prepare a request to dissolve a cooperative, as well as information regarding the effect of dissolution on the property and liabilities of the cooperative.

Legislation Update

By [Esther S.J. Oh](#)

Ontario Bill 41, *Highway Traffic Amendment Act (Helmet Exemption for Sikh Motorcyclists)*, 2018

On October 3, 2018, [Ontario Bill 41, *Highway Traffic Amendment Act \(Helmet Exemption for Sikh motorcyclists\)*, 2018](#) (“Bill 41”) was introduced at the Legislative Assembly of Ontario and referred to the Standing Committee on the Legislative Assembly on October 18, 2018. If passed, Bill 41 would provide an exemption with respect to section 104(1) of the Ontario [Highway Traffic Act](#), which requires that any person who rides or operates a motorcycle or motor assisted bicycle wear a helmet that complies with the regulations. Specifically, Bill 41 would exempt any person who is a member of the Sikh religion, has unshorn hair, and habitually wears turbans composed of five or more square meters of cloth. The Ontario Court of Justice decision in [R v Badesha](#) (2008 ONCJ 94), discussed in the [January 2009 Church Law Bulletin No. 24](#), and affirmed on [appeal](#), previously dismissed an application for a helmet exemption for members of the Sikh faith.

Ontario Police Record Checks Reform Act, 2015 and Regulations Coming into Force

On November 1, 2018, the Ontario [Police Record Checks Reform Act, 2015](#) (“PRCRA”) and its Regulations will come into force. As discussed in the [January 2016 Charity & NFP Law Update](#) and the [April 2018 Charity & NFP Law Update](#), the PRCRA implements a new standardized regime governing

police record checks across Ontario, including vulnerable sector checks, which are used to determine an individual's suitability to work or volunteer in a position of trust or authority over vulnerable persons.

BC's Information Collection Regulation Now in Effect

On September 17, 2018, British Columbia's [Information Collection Regulation, BC Reg 166/2018](#) ("ICR"), under British Columbia's [Property Transfer Tax Act](#) ("PTTA") came into force. The ICR requires the submission of prescribed information when filing a property transfer tax return where the transferee of land is a "relevant trust", defined as an express trust or a legal relationship similar to that of an express trust created in another jurisdiction. Notably, charitable trusts are expressly excluded from the definition of "relevant trust", and therefore exempt from these filing rules.

Ontario Superior Court of Justice Dismisses Oppression Claim Against Charity

By [Ryan M. Prendergast](#)

On September 17, 2018, the Ontario Superior Court of Justice released its decision in [The Campaign for the Inclusion of People who are Deaf and Hard of Hearing v Canadian Hearing Society, 2018 ONSC 5445](#). The court dismissed the application claiming oppression for purposes of section 253 of the *Canada Not-for-profit Corporations Act* (the "CNCA") brought by the Campaign for the Inclusion of People who are Deaf and Hard of Hearing (the "Campaign") (which the court stated had been apparently constituted for the sole purpose of bringing this application) against the Canadian Hearing Society (the "CHS"), a charity incorporated under the CNCA. The court also ordered a stay of the applications claiming oppression by the CHS board brought by two former members of the CHS, pending arbitration pursuant to the CHS bylaws.

The claims were sparked by changes that the CHS had made in 2016 with respect to its membership policy and bylaws. These changes effectively excluded from membership any current and former employees or contractors of CHS, including their families, among others, and eliminated all references to lifetime members.

With regard to the claim by the Campaign, the issue was whether a "non-member of a not-for-profit corporation purporting to represent members or former members is a 'proper person' for the purposes of section 250(e) of the [CNCA]." Section 253(1) of the CNCA requires that an oppression claim be brought by application of a complainant, which is defined in section 250(e) as including "any other person who, in the discretion of a court, is a proper person to make an application under this Part."

The court, in holding that the Campaign was not a proper person to bring a claim for oppression, provided three reasons for its decision. First, the Campaign could not establish that it had reasonable expectations in its own right and which had been frustrated or infringed by the actions of the CHS board. Since the Campaign had never been a member of CHS nor applied for membership, it did not have a private right that entitled it to assert a claim of oppression. Second, because the individual applicants had brought their own applications asserting the frustration of their personal rights and reasonable expectations as members of CHS, it was not necessary to grant the Campaign status as a complainant to assert the same claims of oppression. Third, the court found that there was no evidence that the Campaign was representative of the various members that it purported to represent or that the Campaign had authority to represent the former members of CHS. As such, the court dismissed the Campaign's application on grounds that the Campaign had no standing as a complainant under section 250(e) of the CNCA.

Regarding the individual applicants' claims of oppression against the CHS board, the court deferred to the bylaws of CHS, which required that membership disputes be arbitrated, and found that there was "no necessary connection between the existence of a statutory remedy [in this case, oppression] and the proper tribunal for the resolution of any claims asserted in respect of that remedy", meaning that the claim for oppression could properly be brought up in arbitration. In response to the individual applicants' argument that allowing a corporation governed by the CNCA to enact an arbitration provision would deprive the court of its inherent jurisdiction with regard to the administration of charities, the court stated that:

The Individual Applicants overstate the role of the courts in respect of charities. Courts have an equitable or inherent jurisdiction to intervene if charitable funds are misapplied by trustees of a fund or by directors of a corporation. However, I do not think that such jurisdiction extends to matters of corporate governance such as membership in a corporation. Such matters are governed by the [CNCA], including remedies provided thereunder, and the well-established principles of corporate law. There is no need, and no room, for an additional and overriding inherent jurisdiction of the courts to address disputes regarding corporate governance of a not-for-profit corporation.

The court accordingly made an order staying the individual applicants' application against the CHS board, pending arbitration.

This case affirms that standing as a complainant for the purposes of section 253 of the CNCA will not be granted unless the applicant can establish its reasonable expectations with regard to its rights vis-a-vis the corporation. Further, even where an applicant is found to have standing as a complainant for the purposes of section 253 of the CNCA, courts may defer to the dispute resolution mechanisms in the bylaws of the

corporation. As such, carefully drafted bylaws may assist charities and not-for-profit corporations in avoiding expensive court proceedings to deal with internal member disputes.

Managing Cannabis in the Workplace in Ontario

By [Barry W. Kwasniewski](#)

On October 17, 2018, federal Bill C-45, the *Cannabis Act* (the “Federal Act”), came into force as proclaimed by Order in Council, after having received Royal Assent on June 21, 2018. Each province and territory has its own legislation to regulate the recreational use of cannabis in their respective jurisdiction, similar to each province’s authority to regulate the sale of alcohol. This *Charity & NFP Law Bulletin* provides a brief overview of the relevant federal and Ontario legislation with a focus on its impact on the workplace. Charities and not-for-profits, as employers, need to be aware of their legal rights, as well as obligations under the new legislative regime and develop or modify their workplace policies accordingly.

For the balance of this Bulletin, please see [Charity & NFP Law Bulletin No. 431](#).

Initial Order Involving the Humboldt Broncos’ Crowdfunding Campaign

By [Jacqueline M. Demczur](#) and [Terrance S. Carter](#)

On August 15, 2018, the Saskatchewan Court of Queen’s Bench released an “[Initial Order](#)” in the application by the Humboldt Broncos Memorial Fund Inc. (“HBMFI”) in accordance with Saskatchewan’s [The Informal Public Appeals Act](#) (“IPAA”) and the [Canada Not-for-profit Corporations Act](#) (“CNCA”). The Initial Order dealt with the allocation of over fourteen million dollars raised through the GoFundMe online crowdfunding campaign (the “Campaign”), net of fees and other deductions, for the benefit of the victims of the accident of April 6, 2018 involving twenty-nine individuals, including members of the Humboldt Broncos junior hockey team, team coaches, team staff, the bus driver and other individuals associated with the team.

Saskatchewan was the only province in Canada to follow the recommendations of the Uniform Law Conference of Canada to enact legislation comparable to its [Uniform Informal Public Appeals Act](#) (“Uniform IPAA”). Therefore, the proceedings involving the HBMFI and the Campaign, which the Court stated constitutes a “public appeal” within the meaning the IPAA, are an important precedent. The Uniform IPAA defines “informal public appeals” as:

...any message, disseminated by whatever means, requesting donations from the public generally or from a section of the public in order to fulfill a personal purpose or a purpose of private or social utility, whether the donations are made in the form of a sum of money, including sums derived from a sale, the provision of a service, or a lottery, contest, entertainment or other event, or in the form of movable or immovable property.

The Initial Order included various declarations under the IPAA, including a declaration that the funds from the Campaign are subject to a “trust” within the meaning of the IPAA, that the object of the Campaign, as expressed in the GoFundMe platform, are the “object of the trust”, and that HBMFI is the trustee within the meaning of the IPAA. Because there is no trust document in regard to the trust and such document is not required under the IPAA, the Court also made a declaration that the Initial Order is the “governing authority” of the trust, consistent with clause 2(1)(c) of the IPAA.

The Initial Order further authorized and directed the investment of the funds from the Campaign in high interest savings accounts managed by a named financial services firm at no cost to HBMFI, the interim distribution of no more than ten percent of the funds to the twenty-nine affected individuals and their families, the appointment of an advisory committee, three information resource persons and legal counsel to HBMFI, as well as a declaration that a contractual indemnity in favour of certain named individuals is valid and enforceable under section 151 of the CNCA. The advisory committee was ordered to use its reasonable best efforts to submit its report on the proposed distribution of the funds on or before the hearing to be held on November 15, 2018.

Although no other province has comparable legislation, and the IPAA, as well as the Uniform IPAA, do not apply to qualified donees as defined under the *Income Tax Act* (Canada), registered charities relying on supporter-driven crowdfunding campaigns should consider the directions set out in this Initial Order in updating their own fundraising policies and any fundraising agreements they may be negotiating with third parties involving crowdfunding campaigns. Charities and not-for-profits in other parts of Canada will also want to monitor whether other provinces adopt comparable legislation to that currently in place in Saskatchewan in the coming years.

Ontario Bill Introduces Significant Changes to the *Employment Standards Act*

By [Barry W. Kwasniewski](#)

On October 23, 2018, the Ontario government introduced [Bill 47, *Making Ontario Open for Business Act, 2018*](#) (“Bill 47”). Of interest to charities and not-for-profits are the proposed amendments in Bill 47 with

respect to both the Ontario [Employment Standards Act, 2000](#) (“ESA”) and [Fair Workplaces, Better Jobs Act, 2017](#) which was passed through Bill 148 on November 22, 2017, as discussed in the [November 2017 Charity & NFP Law Update Bulletin No. 411](#) and the [May 2018 Charity & NFP Law Update](#). Bill 47 introduces changes to matters, such as minimum wage, days of leave, and differentiation of wages based on employment status. If passed most of the changes to the ESA under Bill 47 will come into force on January 1, 2019.

The minimum wage provisions of the ESA would be amended to maintain the general minimum wage at \$14.00 per hour until at least October 1, 2020, meaning that there would be no increase to \$15.00 on January 1, 2019 as had been provided for in Bill 148. Further, Bill 47 would repeal the personal emergency leave (“PEL”) provisions in the ESA and introduce new separate entitlements to sick leave, family responsibility leave, and bereavement leave. As a result, the current rules, which allow for a total of ten PEL days (two of which are paid) would be replaced by a maximum of three days for sick leave, three days for family responsibility leave and two days for bereavement leave in each calendar year.

Bill 47 would also amend the equal pay for equal work provisions found under Part XII of the ESA, which currently prohibits employers from differentiating rate of pay based on sex and employment status. Bill 148 had changed the law to require part-time and full-time workers to be paid the same rate of pay if they performed substantially the same work. However the equal pay for equal work provisions remain in place with respect to sex.

Bill 47 also repeals the scheduling provisions introduced in Bill 148, which were intended to come into effect on January 1, 2019. Bill 47, by introducing its own scheduling rules under Part VII.1, effectively eliminates all of the amendments made in the scheduling provisions of Bill 148 except for the “three hour rule”. This rule requires the employer to pay an employee three hours of wages in the event that an employee who regularly works for more than three hours a day is required to be available to go to work for the day, yet works for less than three hours.

Bill 47 maintains the increase to a minimum three week vacation entitlement after five years of service introduced by Bill 148.

The proposed changes in Bill 47, if passed, will affect the rights of employers and employees, and represent a significant roll-back of the previous changes made by the former Liberal government in Ontario in Bill 148. Employers who have revised their policies and practices in light of Bill 148 will need to once again review them to remain compliant with Ontario employment standards laws.

Special Senate Committee Update

By [Esther S.J. Oh](#)

October Meetings of the Special Senate Committee on the Charitable Sector

During this past month, the Special Senate Committee on the Charitable Sector (the “Committee”) continued its meetings to hear from witnesses in its study of the impact of laws and policies on the charitable and not-for-profit sector and the impact of the voluntary sector in Canada. In October, three meetings were held on October 1, 15 and 22. Videos of each meeting are available on the [Committee website](#) and minutes of each meeting are normally made available a few days after the meeting, although delays can occur.

The October 1, 2018 meeting focused on the issue of employment and the people who work at charities and other not-for-profit organizations. The witnesses specified employment needs in the sector, including: adequate compensation and stability for those employed in the sector; the need for public recognition of the sector’s value; the need for diversity with respect to boards of directors and recruitment that reflect the community which the organization serves, and overall improvement to working conditions. Other issues discussed included the unstable funding for charitable organizations; rapid disruption of technology and its effects on the sector, and the competition for those skilled in human resources to assist in the operations of charities and other not-for-profits.

On October 15, 2018, the Committee focused on clients and diversity and inclusion within charities and other not-for-profit organizations. Witnesses raised issues such as: the need for government funding to help develop and adopt strategies promoting diversity and inclusion; the importance of engaging the younger demographic in the volunteer sector; establishing greater infrastructure support for not-for-profit organizations operating in rural regions, and greater engagement, support and development of relationships with organizations involved with Indigenous philanthropy.

Lastly, on October 22, 2018, the Committee focused on regulatory issues with respect to charities and other not-for-profit organizations. Issues discussed included: the failure of the development of the definition of “charity” at common law; the recommendation that cases involving appeals from Canada Revenue Agency decisions be heard in the Tax Court of Canada; the modernization of the current government regime with respect to the regulation of charities; the changes to the legislative requirements that apply to charities to provide clarity, certainty and simplification for charities; and the need for caution in applying social enterprise concepts to charities given the potential confusion that can arise.

Online Questionnaire

The Committee has now made available its [online questionnaire](#), previously discussed in the [September 2018 Charity & NFP Law Update](#). The questionnaire is comprised of eighteen questions and will be used to help the Committee better understand the challenges faced by the charitable and not-for-profit sector. Once the study is finished, the Committee will release a final report including the key results from this survey as well as any related publications. The Committee will be accepting responses to the questionnaire until 11:59pm on November 2, 2018. Interested stakeholders who have questions with respect to this survey are invited to contact the Committee's clerk, whose information is provided in the questionnaire.

The Impact of the US-Mexico-Canada Agreement (USMCA) on Privacy and IP Issues

By [Esther Shainblum](#) and [Sepal Bonni](#)

On September 30, 2018, the governments of the United States, Mexico, and Canada ("Parties" or "Party") [announced](#) the completion of negotiations with respect to the [United States-Mexico-Canada Agreement](#) ("USMCA"). Although it has yet to be signed and ratified, the USMCA will govern trade and investment among the three Parties, replacing the North American Free Trade Agreement. All Canadians, including charities and not-for-profits, will be impacted by the USMCA, including its provisions relating to privacy and intellectual property ("IP"), as described in this *Charity & NFP Law Bulletin*.

For the balance of this Bulletin, please see [Charity & NFP Law Bulletin No. 433](#).

Mowat Centre Report on Governance

By [Jennifer M. Leddy](#)

On September 27, 2018, the Mowat Centre released its report, [Peering Into the Future: Reimagining Governance in the Non-Profit Sector \(the "Report"\)](#), discussing the state of governance in the not-for-profit sector. The Mowat Centre is an independent public policy think tank located at the Munk School of Global Affairs and Public Policy at the University of Toronto.

The Report states that "Governance is one of the most challenging and complex issues in the non-profit sector". Noting the limited but varied federal and provincial legislative and regulatory requirements for not-for-profit governance, the Report emphasizes that there is no "one size fits all" model of governance. In addition, not-for-profits are challenged by an increasingly complex operational environment, such as lack of diversity and constituent representation on boards, increasing demands from governments and

fundraising, a greater focus on collaboration, transparency and sharing in the context of network-based models of organizing and cross-sectoral partnerships, changing trends regarding technology, engagement of volunteers, and a new generation of leaders.

One of the problems, as articulated by the Report, is that boards think that they have to do everything related to governance when some functions are either not really governance matters or could be handled by or shared with other bodies in the organization. For example, certain tasks such as fundraising, which may unduly burden board members, should be separated from the board through the creation of fundraising committees or councils. The key matters that the board must focus on are: overseeing and evaluating the performance of the organization, acting in accordance with their fiduciary duty, ensuring financial stability, and ensuring compliance and accountability. However additional responsibilities such as fundraising and advocacy do not need to be the responsibility of the board.

The Report also highlights how emerging technologies are challenging traditional notions of governance to the extent that the manner in which not-for-profits engage with their constituents and address complex social problems may be affected by new digital technologies. This may include the use of technology to engage with beneficiaries and stakeholders in a more meaningful and direct way or decentralizing certain board functions with non-board members in order to increase the organization's response to social issues, which would result in more effective organizations. Some steps outlined in the Report to achieve this "future-oriented" model of governance include encouraging the exploration of governance approaches that are impact-driven rather than organization-specific, promoting governance through mentorship, and testing new governance models.

Anti-Terrorism/Money Laundering Update

By [Terrance S. Carter](#), [Nancy E. Claridge](#) and [Sean S. Carter](#)

FATF Plenary Prioritizes Virtual Assets

The first [Plenary meeting](#) of the 2018-2019 Financial Action Task Force ("FATF") took place in Paris from October 17 to October 19, 2018. The Plenary meeting follows the [stated objectives](#) of the incoming president of the FATF, the US Department of the Treasury's Assistant Secretary, with regard to prioritizing how the FATF standards apply to virtual currency providers and related businesses.

In this regard, while recognizing that virtual assets and related financial services have the potential to improve financial inclusion, which is of concern to charities and not-for-profits operating in certain parts

of the world with inadequate financial services infrastructure, the Plenary released a [Statement](#) indicating how the FATF will provide clarification to its various member states in managing the money laundering and terrorist financing risks of virtual assets.

The Statement explains that the FATF has adopted changes to its FATF Recommendations and Glossary by adding new definitions of “virtual assets” and “virtual asset service providers” (“VASP’s”) that clarify how the FATF Recommendations apply in case of financial activities involving virtual assets, including crypto currencies. “Virtual assets” refer to “digital representations of value that can be digitally traded or transferred and can be used for payment or investment purposes, including digital representations of value that function as a medium of exchange, a unit of account, and/or a store of value”, and VASP’s refer to cryptocurrency exchanges, certain types of wallet providers, and providers of financial services for Initial Coin Offerings.

The Statement further encourages member states to take urgent legal and practical steps to prevent the misuse of virtual assets and clarify that FATF recommendations require monitoring and supervision only for purposes of anti-money laundering and counter-terrorism financing.

New Toronto Office Opening

Carters is pleased to announce the opening of its new Toronto office on November 30, 2018 to support its growing team in providing expanded services for our clients in Toronto. The new office is located at 67 Yonge Street, Suite 1402, Toronto, Ontario.

Carters Mobile Friendly Websites

Carters is pleased to announce that the following websites are now mobile friendly: www.carters.ca, www.charitylaw.ca, www.churchlaw.ca, and www.antiterrorismlaw.ca.

IN THE PRESS

[Charity & NFP Law Update – September 2018 \(Carters Professional Corporation\)](#) was featured on *Taxnet Pro*TM and is available online to those who have OnePass subscription privileges.

[Political Activity Amendments Would Give Charities More Voice](#), an article written by Terrance S. Carter and Ryan M. Prendergast was published in *The Lawyer’s Daily* on October 19, 2018.

RECENT EVENTS AND PRESENTATIONS

[Canon Law Meets Civil Law in the Operation of Religious Institutes](#) was the topic presented jointly by Father Frank Morrissey and Terrance S. Carter at the Association of Treasurers of Religious Institutes (ATRI) Conference 2018 on September 30, 2018.

How to Effectively Use Corporations was presented by Nancy E. Claridge of Carters Professional Corporation and Lisa Johnson of BDO Canada on October 4, 2018. The session was hosted by Orangeville Economic Development / SBEC as part of their Fall Series.

Ethics and Other Challenging Issues for Gift Planners and Charities was the topic of a panel discussion at the CAGP GTA Chapter's Mentoring & Education Breakfast held on October 11, 2018, at which Terrance S. Carter was a panelist.

Legal Check-Up - Duties and Liabilities of Directors and Officers of Charities and Not-For-Profits was presented by Terrance S. Carter at a session for Volunteer Ottawa/Bénévoles Ottawa on October 17, 2018.

UPCOMING EVENTS AND PRESENTATIONS

[CSAE 2018 National Conference](#) will be held in Ottawa on October 26, 2018. Barry W. Kwasniewski will present on the topic "The Top Ten Human Resources Mistakes Employers Make (And How to Avoid Them)".

[25th Annual Church & Charity Law Seminar™](#) - Thursday November 8, 2018. Hosted by Carters Professional Corporation in Greater Toronto, Ontario. Guest speakers include **Tony Manconi**, Director General, Charities Directorate, Canada Revenue Agency and **Ken Goodman**, Public Guardian and Trustee of Ontario. Click for [Registration](#) and [Brochure](#).

Professional Advisors Luncheon is being hosted by the Sinai Health Foundation in Toronto on November 16, 2018. Terrance S. Carter will present on the topic of "Legal Considerations When Structuring a Legacy Gift".

[Orangeville Economic Development / SBEC](#) is hosting the second of two local sessions in their Fall Series. [Legal Issues in Social Media](#) will be presented by Terrance S. Carter on November 22, 2018 from 7:00 to 9:00 pm.

CONTRIBUTORS

Editor: Terrance S. Carter

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Michelle E. Baik, i.B.B.A., J.D. - Called to the Ontario Bar in 2015, Michelle has joined Carters' Litigation Practice Group. Michelle has broad experience in civil litigation having articulated and been an associate with an insurance defence boutique law firm in Toronto. She worked as Legal Counsel for one of the largest banks in Canada. Michelle obtained a degree in International Bachelor of Business Administration from the Schulich School of Business, and her J.D. degree from the University of Windsor. Michelle's practice areas include general civil, commercial and not-for-profit related litigation, administrative law, insurance defence litigation, loss transfer claims, and personal injury litigation.



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 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, 2018), and co-author of *Branding and Copyright for Charities and Non-Profit Organizations* (2014 LexisNexis). He is recognized as a leading expert by *Lexpert*, *The Best Lawyers in Canada* and *Chambers and Partners*, 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 (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 & NFP Law Bulletin* and the *Anti-Terrorism and Charity Law Alert*, as well as presentations to the Law Society of Ontario and Ontario Bar Association CLE learning programs.



Luis R. Chacin, LL.B., M.B.A., LL.M. - Luis was called to the Ontario Bar in June 2018, after completing his articles with the firm. Prior to joining the firm, Luis worked in the financial services industry in Toronto and Montreal for over nine years, including experience in capital markets. He also worked as legal counsel in Venezuela, advising on various areas of law, including government sponsored development programs, as well as litigation dealing with public service employees. His areas of practice include Corporate and Commercial Law, Real Estate, and Wills and Estates.



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 & NFP 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.



Adriel N. Clayton, B.A. (Hons), J.D. - Called to the Ontario Bar in 2014, Adriel Clayton rejoins the firm to manage Carters’ knowledge management and research division, as well as to practice in commercial leasing and real estate. Before joining Carters, Adriel practiced real estate, corporate/commercial and charity law in the GTA, where he focused on commercial leasing and refinancing transactions. Adriel worked for the City of Toronto negotiating, drafting and interpreting commercial leases and enforcing compliance. Adriel has provided in-depth research and writing for the *Corporate and Practice Manual for Charitable and Not-for-Profit Corporations*.



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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.



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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 & 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 has co-authored papers for the Law Society of Ontario, and has written articles for *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. Ryan has been a regular presenter at the annual *Church & Charity Law™* Seminar, Healthcare Philanthropy: Check-Up, Ontario Bar Association and Imagine Canada Sector Source.



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, and privacy law.



Christina Shum, B.M.T., J.D. – Ms. Shum graduated from Osgoode Hall Law School in 2018 and is Student-at-Law at Carters. While attending Osgoode, Christina interned at International Justice Mission where she provided research on bonded labour laws, and summered at CGI where she focused on contractual matters in IT law. She also volunteered as a community mediator and was Vice-President of Osgoode's Women's Network and Co-President of the Osgoode Peer Support Centre. Prior to attending law school, Christina obtained her Bachelors of Music Therapy from the University of Windsor and her Associate diploma in piano performance from the Royal Conservatory of Music.

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