

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

MAY 2024

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Carters Fall Charity & Not-for-Profit Law Webinar™ SAVE THE DATE – Thursday, November 14, 2024

Hosted by Carters Professional Corporation
Special Guest Speakers – **The Honourable Ratna Omidvar**, C.M., O.Ont., Senator for Ontario &
Mr. Bruce MacDonald, President and CEO of IMAGINE Canada
Details will be posted soon at www.carters.ca

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PUBLICATIONS & NEWS RELEASES

1. Canada's Proposed Foreign Influence Transparency Registry

By [Terrance S. Carter](#), [Cameron A. Axford](#), [Urshita Grover](#) and [Martin U. Wissmath](#)

As foreign interference with the democratic process of nations becomes an increasing concern around the globe, governments are taking steps to curb subversive and clandestine activities by external actors. In Canada, Ottawa has drafted legislation, [Bill C-70, An Act respecting countering foreign interference](#) (introduced on May 6, 2024, and completed second reading on May 29, 2024), which, if passed, will enact several measures to counter foreign interference aimed at all levels of government, the private sector, academia, diaspora communities, and the general public.

Part 4 of Bill C-70 would enact the *Foreign Influence Transparency and Accountability Act* (the “Act”). The proposed Act pertains to the provision and registration of certain information in relation to “arrangements” (as defined below) with “foreign principals” (as defined below) by “persons” (as defined below) on behalf of foreign principals to carry out activities in relation to a “political or governmental process” (defined below) within Canada. Relevant information from registration would be held in what is being referred to as the “Foreign Influence Transparency Registry”, which would be available to the general public (the “Registry”). This proposed Act would be analogous to the American *Foreign Agents Registration Act*, commonly known as FARA, which was introduced in 1938 to limit the influence of authoritarian governments within the American political process.

It is critical to note that, despite the use of the term “interference” in Bill C-70, the proposed Act applies to entities engaged in legitimate **influencing** (such as lobbying, political advocacy, *etc.*) of Canadian political policy, as well as malicious actors attempting to subvert the Canadian democratic process (*i.e.* interference). Organizations or individuals who need to comply with the proposed Act should not automatically be concerned that they would be operating in a manner which the government considers suspicious or unethical. However, there would be serious consequences for not complying with the Act as explained below.

The proposed Act is broad in scope and, if passed, would have implications for many individuals and entities in Canada, including charities and not-for-profits.

For the balance of this *Bulletin*, please see [Charity & NFP Law Bulletin No. 527](#).

2. Legislation Update

By [Terrance S. Carter](#) and [Adriel N. Clayton](#)

Federal Bill C-69, *Budget Implementation Act, 2024, No. 1*

Following the release of Federal Budget 2024 on April 14, 2024, draft legislation to implement certain provisions of the Budget was introduced and, most recently, received second reading on May 22, 2024. [Bill C-69, *Budget Implementation Act, 2024, No. 1*](#) (“Bill C-69”) includes certain provisions of Budget 2024 that impact the charitable and not-for-profit sector as previously explained in [Charity & NFP Law Bulletin No. 526](#).

Part 1 of Bill C-69 implements amendments to the alternative minimum tax set out in the [Notice of Ways and Means Motion to Amend the *Income Tax Act* and the *Income Tax Regulations*](#), with the exception of an exemption from the alternative minimum tax for certain trusts relating to Indigenous Groups, as described in [Charity & NFP Law Bulletin No. 526](#).

Part 2 of the Bill enacts the *Global Minimum Tax Act* (the “GMT Act”). This regime proposes to “ensure that large multinational corporations are subject to a minimum effective tax rate of 15% on their profits wherever they do business.” The GMT Act sets out rules to establish liability for the tax, together with reporting and filing requirements for those subject to the tax, as well as enforcement provisions. However, of note is the fact that “non-profit organizations” and “qualifying non-profit subsidiaries” are “excluded entities” under subsection 13(1) of the GMT Act. It is also important to note that “non-profit organizations” under the GMT Act are defined differently and more broadly than “non-profit organizations” under paragraph 149(1)(l) of the *Income Tax Act*, and explicitly include entities established and operated “exclusively for religious, charitable, scientific, artistic, cultural, athletic, educational or other similar purposes” that meet certain other criteria as well.

Finally, Part 4 includes provisions that expand Canada’s anti-money laundering and anti-terrorism financing regime by amending the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (“PCMLTFA”), *Income Tax Act*, *Excise Tax Act*, and *Criminal Code*. The PCMLTFA will be amended to, among other things:

- (a) permit information sharing between reporting entities for the purpose of detecting and deterring money laundering, terrorist financing and sanctions evasion;
- (b) authorize, subject to certain conditions, the Financial Transactions and Reports Analysis Centre of Canada (FINTRAC) to disclose certain information to provincial and territorial civil forfeiture offices and to the Department of Citizenship and Immigration;

- (c) authorize FINTRAC to publicize additional information pertaining to violations of that Act; and
- (d) extend the application of that Act to cheque cashing businesses.

The *Income Tax Act* and *Excise Tax Act* will be amended to allow certain judges to authorize, upon application by a Canada Revenue Agency official, the use of device or investigative technique, or procedures or anything else provided in a warrant, for purposes of tax investigations.

The *Criminal Code* will be amended to provide for “an order to keep an account open or active”, as well as for a “production order to require the production of documents or data that are in a person’s possession or control on dates specified in an order that fall within the 60-day period after the day on which it is made.”

As is normally the case with most Budget Implementation Acts, it is expected that Bill C-69 will make its way through Parliament and pass into law by the end of June when Parliament adjourns for the summer break.

3. CRA News

By [Ryan M. Prendergast](#)

CRA Posts Summary on Charitable Fundraising

The Canada Revenue Agency (“CRA”) recently produced an overview on the topic of charitable fundraising. The webpage “[Fundraising for your charitable work](#)“ was released on May 3, 2024, and provides charities with a brief summary of the dos and don’ts of raising funds. Although no new information is provided, the webpage provides a helpful summary of the CRA’s position with respect to fundraising and links to various guidance on that topic in one place.

Several Announcements Made on CRA’s “What’s New” Page for Charities and Giving

Within the past few weeks, the CRA has made a series of announcements on their “[What’s New](#)“ page pertaining to registered charities. Some updates from April 2024, are highlighted below:

a) [Making it easier to access its digital services](#)

The CRA has introduced a [document verification service](#) to simplify the registration process for digital services, like [My Account](#), [My Business Account](#), and [Represent a Client](#). [Authorized representatives](#) can now use government-issued photo ID, such as a passport or driver’s license, to quickly validate their identity and gain immediate access to their online CRA account.

Previously, individuals had to request a CRA security code by mail, which could take up to 10 business days. The new identity validation option eliminates this wait, though the mail option remains available.

The CRA's digital services are important for registered charities to be familiar with and to update who can access it regularly, as it can be used to file their annual information returns, update director and officer information on record with the CRA, and check request statuses for various applications.

b) Canadian registered charities carrying on activities outside Canada

If your registered charity operates outside Canada, including in conflict or humanitarian crisis areas, the CRA provides a reminder to comply with Canadian laws and regulations. The CRA summarizes the ways in which the *Income Tax Act* (Canada) permits registered charities to operate within the context of foreign activities, which apply both inside and outside of Canada.

However, in doing so the CRA also provides information to report suspected non-compliance by a registered charity with the *Income Tax Act*, stating:

The Canada Revenue Agency (CRA) is responsible for protecting the integrity of the tax system and maintaining trust in the charitable sector. If you have information that a charity may not be complying with the *Income Tax Act*, you can report it to the CRA by submitting a lead to the Leads Program. The CRA reviews all leads to determine whether non-compliance has occurred. Visit [Reporting suspected tax or benefit cheating in Canada](#) to learn more.

The CRA providing a method for members of the public to report on non-compliance is not new. It has long had a [webpage](#) on the Charities Directorate website to report suspected non-compliance by registered charities. The link provided by the CRA in its "What's New" update also links to its long-existing page about reporting tax cheating in general, and is not specific to registered charities.

It is concerning, however, that the CRA would again proactively share information to encourage reporting suspected non-compliance by registered charities within the context of foreign activities by charities. There is ample risk of bad faith complaints being made by individuals who oppose the charitable aims of an organization and their mandate, be it ideological, religious, *etc.*, particularly in light of current global conflicts. This could put a charity at risk of an audit, which would cost the charity both time and money to deal with, even if the charity has always taken good faith efforts to comply with the law. While a complaint will not always trigger an audit by the CRA, it would not be the first time an audit was commenced as a result of complaints or misinformation in the media.

CRA Releases New Publication Updates

The CRA Charities Directorate released its first “[Quarterly update](#)“ on May 29, 2024, highlighting various recent updates for the charitable sector. The update includes links to recent documents such as the [new T3010](#), [Guidance CG-032](#), and the [Report on the Charities Program 2021-22](#), and is expected to be published on a quarterly basis.

4. Court Refuses to Alter Terms of Charitable Trust

By [Jennifer M. Leddy](#)

Courts have the power to alter the terms of a special purpose charitable trust, but only in very specific circumstances. This principle was reaffirmed recently in the case of [Boys and Girls Club of Greater Victoria Foundation v British Columbia \(Attorney General\)](#), decided on January 22, 2024.

The case was a petition by the Boys and Girls Club of Greater Victoria Foundation (the “Petitioner”) for a *cy-pres* order to alter the terms of a trust upon which they held a 98-acre property (the “Property”) and two investment funds associated with it (the “Capital Funds”) (together, the “Trusts”). The petition was opposed by the Attorney General of British Columbia (the “Respondent”). The doctrine of *cy-pres* allows a court to alter the terms of a trust if it finds that it would be impossible or impractical to achieve the purposes, but the amended purposes must be “as near as possible” to the original purposes.

The petition was brought because, according to the Petitioner, the Property, intended as a wilderness camp for youth, was underused and increasingly costly to maintain. The Petitioner found a buyer for the property, but the transaction could not be finalized without court approval as a result of the trust conditions.

The Petitioner’s argument was that by selling the land it could use the sale proceeds for more popular programs in other geographic areas operated by the Boy and Girls Club Services Society (the “Services Society”), which included programs such as free breakfasts, summer camps for children and before and after school programs. The general charitable purposes of the Petitioner were to promote and further the aims of the Services Society, which also ran the wilderness camp.

If the doctrine of *cy-pres* were to be applied, it would change the specific purpose of the Trust from the purchasing and upkeep of the Property to a more general goal of supporting the Services Society in other programming and capital costs.

The Respondent opposed the petition pursuant to its mandate to ensure that trustees comply with the purposes of charitable purpose trusts and meet donor expectations in this regard. While the Respondent admitted that the Petitioner could possibly sell the Property under certain circumstances, the Respondent could not allow the sale to go through at the present time because the Petitioner had:

- not disclosed its role as trustee in relation to the Property and Capital Funds;
- proceeded in a rushed manner with limited disclosure;
- not established the level of impracticability that would allow it to forgo its role as trustee of the charitable purposes for which it held the Property and Capital Funds; and
- not established that its plan would uphold the specific purposes of the trusts as closely as possible, pursuant to the doctrine of *cy-près*

The Petitioner purchased the property from the Province in 2004. Before this, it had been used as a camp on agreement between the Province and the Services Society. From 2010 onward, attendance at the camp had halved from what it had been in years prior, and from then until 2016, the Petitioner lost major sources of funding. The Property required major upgrades to ensure its continued usability, was subject to taxation, and required (according to the Petitioner) tens of thousands of dollars of maintenance every year. The Petitioner stated that the camp would suffer a \$200,000 shortfall for the 2024 year if it was not able to sell the property, and that the organization would have to use its general-purpose charitable funds to make up the short fall. This formed the crux of its desire for an order *cy-près* to be made. The court criticized the Petitioner for “lack of disclosure and supporting documentation” and discrepancies between the projected costs in 2024 and actual costs in years prior. It did, however, accept its argument that there were many other Services Society programs in the area which were under supported.

The Petitioner admitted that it was not “impossible” for it to comply with the terms of the Trust. It therefore had to establish that it was “impractical” for it to comply with the terms of the Trust and to propose a remedy which would be as close as possible to the original purpose of the donated funds. It failed on both counts.

The court found that the necessary level of impracticability had not been demonstrated by the Petitioner, for a number of reasons. It had failed to prove that it lacked the funding to maintain and operate the Property. The fact that the Petitioner may have to use its general-purpose charitable funds to do so did not equate to impracticability. The court found that, based on what had been provided, the Petitioner would be able to continue maintaining and operating the Property. Though enrollment in the summer camp had

declined from 2011 to 2022, the fact that enrollment increased in 2023 led the court to conclude there was still value in continuing to operate the camp. Finally, the Petitioner did not argue that the continued existence of their organization would be jeopardized should the Property not be sold. The situation therefore did not meet the standard of impracticability required for the court to apply the doctrine of *cy-près*.

Notably Justice Marzari stated as follows at paragraph 67 of the decision:

In my view, the Foundation’s petition relies on a concept of impracticability that is much broader than the law of trusts supports. [...] impracticability requires more than a conviction by the trustee that the funds held pursuant to a specific purpose charitable trust could be used more productively for other charitable purposes. Impracticability also requires evidence of more than a decrease in usefulness or cost-effectiveness of trust property.

The court then considered if the Petitioner’s proposal was as close to the intentions of the original specific charitable purpose. It noted that a charitable gift will not fail for want of a trustee. Despite the fact that the Petitioner did not wish to continue operating as a trustee, this did not necessitate *cy-près* being applied and the funding from the Trust being applied to other charitable endeavors. The court recommended that the first and most appropriate action would be to find another entity willing to serve as trustee, rather than selling the Property and reallocating the Capital Trust funds elsewhere. Justice Marzari stated at paragraph 77 of the decision:

It must be remembered that, so long as the Foundation holds the Property pursuant to specific charitable purposes, the Foundation holds the Property as trustee, not as beneficiary, and it is required to administer the Property not just to service its general charitable purposes, but also the specific charitable purposes pursuant to which it raised funds for the purchase and endowment of the Property.

This case serves as a reminder that the court has a high standard to apply the doctrine of *cy-près*. Mere inconvenience to an organisation will not justify its application. Charities which hold special purpose trusts should explore other avenues to rectify issues before seeking a declaration of *cy-près* from the courts. Further, the duty to donors was underlined at paragraph 69 of the decision as follows:

The public, who donated to the public appeal [...] must continue to have confidence that the purposes for which they donated funds will only be altered by the Court in limited and narrow circumstances. This is not only to protect the over 600 donors in relation to the Trusts in this case, but charitable giving and trusts more broadly [...]

5. Tax Court of Canada Hears Clergy Residence Deduction Appeal

By [Jacqueline M. Demczur](#) and [Esther S.J. Oh](#)

The Tax Court of Canada released a decision on May 2, 2024, concerning the clergy residence deduction. In [Schroeder v The King](#), the Court considered an appeal of a Canada Revenue Agency (“CRA”) tax assessment rejecting a claim in the 2021 tax return of the Appellant, Mr. Schroeder, for a \$22,000 clergy residence deduction (the “Deduction”). The Minister of National Revenue (the “Minister”) denied the Deduction claim on the basis that Schroeder did not earn any income during the 2021 taxation year from an “...office or employment...” as described at the end of paragraph 8(1)(c) of the *Income Tax Act* (“ITA”).

The court recognized that Mr. Schroeder is a certified and ordained clergyman who had served as the lead pastor of Kelowna Trinity Baptist Church (the “Church”) for over 40 years. Following his resignation from the Church after his many years of service, Mr. Schroeder provided chaplaincy services to the Royal Canadian Mounted Police (RCMP) members and personnel in Kelowna, British Columbia, but was paid for those chaplaincy services by the Kelowna Trinity Baptist Church Legacy Foundation (the “Foundation”) pursuant to an agency agreement with the Foundation.

In total, Mr. Schroeder received \$66,000 from the Foundation in 2021. In relation to his 2021 tax return, Mr. Schroeder reported the \$66,000 to CRA as “self-employed professional income”, and did not report any income as being derived from an “office or employment”.

In order to be eligible for the Deduction, Mr. Schroeder is required to be able to meet the “status” and “function” tests set out in subparagraphs 8(1)(c)(i) and (ii) of the ITA, *i.e.* that he must be a “member of the clergy or of a religious order or a regular minister of a religious denomination” and be “in charge of a diocese, parish or congregation, ministering to a diocese, parish or congregation, or engaged exclusively in full-time administrative service by appointment of a religious order or religious denomination”.

While the CRA agreed that Mr. Schroeder met the requirements of these tests, it argued that the Deduction can only be applied against remuneration from an “office or employment”. The court noted that the sole issue in the appeal was whether Mr. Schroeder’s income from the Foundation constituted remuneration from an “office or employment,” as opposed to being derived from an independent contractor arrangement, such that Mr. Schroeder would be entitled to the Deduction under paragraph 8(1)(c) totaling \$22,000.

In its analysis, the court considered whether Mr. Schroeder was engaged to perform his services “as a person in business on his own account”. First, the court considered the subjective intent of Mr. Schroeder and the Foundation and, based on the facts before the court, found that the parties’ “subjective intention was for their relationship to be one of employee/employer.”

In examining the agency agreement between Mr. Schroeder and the Foundation, the court found aspects of both an independent contractor and employment relationship. In particular, the court found that the agency agreement gave the Foundation control over various aspects of Mr. Schroeder’s activities, and gave the Foundation clear oversight over his work. Ultimately, the court held that the agreement was similar to agreements “usually entered into by charities to make sure they are complying with requirements of the [ITA] to carry out their own charitable activities when agents are hired to carry on a project of the charity outside of Canada”, and gave “limited weight to the Agency Agreement in [its] analysis understanding the purpose of this kind of agreement”.

The court then reviewed whether the relationship of the parties was, in reality, the one that they intended it to be. On one hand, the court found that Mr. Schroeder’s use of his own personal vehicle to provide his chaplaincy services without reimbursement was indicative of an independent contractor relationship.

However, on the other hand, the court found that Mr. Schroeder’s reporting requirements to the Foundation were minimal, but that it was “understandable” that the Foundation exercised less control over Schroeder’s activities than it would over a typical employee, given the nature of his chaplaincy services. The court also noted that Mr. Schroeder was not required to submit time logs or schedules as a condition of being paid, and that he had no ability to complete his projects faster with the possibility of profiting from a more rapid completion. For these reasons, the court ultimately found that these factors weighed in favour of an employment relationship.

In light of the above factors, the court allowed the appeal, without costs. The court found that, on a balance of probabilities, Mr. Schroeder was a Foundation employee who had received remuneration from his employment with the Foundation, and that he was thus entitled to claim the \$22,000 Deduction under paragraph 8(1)(c) of the ITA.

This case is a helpful reminder that clergy interested in claiming the Deduction will not only need to meet the status and function tests, but must also be able to demonstrate that the income from which they are claiming the Deduction is generated through an office or employment, and not through an independent contractor relationship.

6. NPOs Investing in Taxable Subsidiaries

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

The Canada Revenue Agency (“CRA”) commented in 2022-0953121E5 dated August 30, 2023 whether an organization (“AbcCo”) would continue to qualify as a non-profit organization (“NPO”) under paragraph 149(1)(l) of the *Income Tax Act* (“ITA”) if it transferred some assets (primarily intellectual property) to a taxable subsidiary incorporated in Canada (“SubCo”).

The CRA was asked to comment on three scenarios involving SubCo – (i) AbcCo has voting control of SubCo (that is, SubCo is a subsidiary of AbcCo), (ii) AbcCo does not have voting control of SubCo; and (iii) AbcCo takes back fixed-value preferred shares of SubCo in exchange for the transfer of Assets.

One of the requirements for NPOs in paragraph 149(1)(l) means that NPOs must be organized and operated exclusively for a purpose other than profit. In this regard, the CRA referred to the decision of the Tax Court of Canada in *Tourbec (1979) Inc. v. M.N.R.* that “the word exclusively must be given its full effect and it is not sufficient that an organization should be organized mainly or primarily or chiefly for any purpose other than profit, it must be organized exclusively for that purpose.” As such, the term “exclusively” means that while an NPO may have many purposes, none of those purposes can be to earn a profit. This means that an NPO cannot, at any time, intend to earn a profit, even if it expects to use or actually uses that profit to support its not-for-profit objectives.

In general, the CRA accepts that an organization earning incidental profit that arises from activities directly connected to its not-for-profit objectives does not have a profit purpose.

Merely incorporating and holding shares of a taxable subsidiary will not, on its own, cause an organization to not be tax exempt under paragraph 149(1)(l). However, the CRA takes the position that if an organization holds shares to earn income from property, it will be considered to have a profit purpose where the income is not incidental or not arising from activities directly connected to its not-for-profit objectives. It does not matter even if the income from those shares is used in furtherance of the organization’s or another organization’s not-for-profit objectives because the destination of funds test does not apply to charities and NPOs.

Generally, an organization which holds long-term investments (such as shares in a company) will generally be treated as doing so for profit, even when this profit is used to fund not-for-profit objectives.

Under the fact scenario considered by the CRA, SubCo’s activities would have the potential to generate income in excess of AbcCo’s current operational needs and are expected to generate a surplus in terms of

revenues exceeding expenses. The CRA considered that this is an indicator that the income is not incidental and AbcCo has a profit purpose for its investment in SubCo.

The CRA acknowledged that it has not expressed a view on whether an NPO can co-invest with others in a taxable corporation without jeopardizing its tax-exempt status. In its view, an organization's investment in a taxable corporation will indicate a profit purpose under the following situations:

- the taxable corporation's activities are not connected to the organization's objectives;
- the organization does not control the corporation;
- the organization holds fixed-value preferred shares of the taxable corporation; or
- other shareholders have invested in the taxable corporation to earn a profit.

The CRA concluded that even if AbcCo was determined to meet the requirements for an NPO before its investment in SubCo, it would not continue to be a tax-exempt NPO as the investment appears to have been made to earn income from property (i.e., a profit purpose).

7. Senate Committee Report on Sealing Recommends Revoking 'Tax-Exempt Status' for Producing or Promoting 'Misinformation and/or Disinformation'

By [Terrance S. Carter](#) and [Esther S.J. Oh](#)

On Friday, May 24, 2024 the Standing Senate Committee on Fisheries and Oceans (the "Committee") [released a report](#) (the "Report") titled *Sealing the Future: A Call to Action*. In October 2022, the Committee began a study on Canada's seal populations and their impact on Canada's fisheries, ecosystems, seal harvests, the seal products industry, and their cultural and economic significance to remote, coastal, and Indigenous communities. The Report summarizes the findings of that study, and makes a number of recommendations, with one in particular, Recommendation 4, that relates to the charity and not-for-profit sector.

Specifically, Recommendation 4 states that:

The committee recommends that the Government of Canada urgently review and amend the Income Tax Act and all other related acts, as needed, to ensure that registered Canadian charities and non-profit organizations that produce or promote misinformation and/or disinformation about the seal harvest or seal products industry have their tax-exempt status revoked.

In addition, the committee recommends that the Government of Canada amend the Income Tax Act to require registered Canadian charities and non-profit organizations to fill out information returns about donors, similar to those that are

prescribed for registered journalism organizations in section 149.1(14.1) of the Act, which includes a public information return for the year in the prescribed form that lists each donor whose total gifts to the organization in the year exceed \$5,000.

The main thrust of Recommendation 4 is stated as being to counter alleged “misinformation and/or disinformation” surrounding the sealing harvest or seal products industry and trade. In this regard, the Report states that certain animal welfare organizations have been the source of misinformation and/or disinformation regarding aspects of the Canadian sealing industry, including the scope, regulation, and practices associated with the trade. The Report goes on to state that this has the effect of harming Indigenous communities who have traditionally practiced sealing in a humane and environmentally conscious manner for generations, and that action is required in the name of truth and reconciliation.

Notwithstanding what one’s view might be about the sealing industry in Canada, recommending that the *Income Tax Act* be amended so that registered charities and non-profit organizations that are alleged to have generated misinformation and/or disinformation about sealing should have their tax exempt status revoked (which in the case of registered charities would presumably involve loss of charitable status, although this is not explicitly stated in the Report) would be a very dangerous path for the government to follow. This would open the door to permitting revocation of charitable status (for registered charities) and tax-exempt status (for non-profit organizations) to become a politicized tool that could be used against those charities and non-profit organizations that were alleged to be carrying out programs or activities contrary to the policies of the government in power at any given time.

The harmful impacts from the politicalizing of charitable status were experienced by the charitable sector during the extensive audits of environmental charities approximately ten years ago under Prime Minister Harper. We have seen it most recently with Prime Minister Trudeau’s Mandate Letter issued in December 2021 directing that amendments be made to the *Income Tax Act* to “make anti-abortion organizations that provide dishonest counselling to pregnant women about their rights and options ineligible for charitable status...”, as reported on in the [January 2022 Charity and NFP Update](#). Fortunately, the Minister of Finance has not acted on the Prime Minister’s Mandate Letter to date and it is hoped that the Minister’s will refrain from doing so in the future.

If the federal government were to act on Recommendation 4, it would establish a very unsettling precedent, as a similar approach could subsequently be adopted by future governments concerning other segments of the charitable and non-profit sector, which, in the opinion of the government of the day should no longer be eligible for charitable or tax-exempt status.

It is therefore hoped that the important concerns raised in the Report about sealing in Canada can be addressed without the government having to resort to the Report's ill-advised Recommendation 4 involving the threat of revocation of charitable and tax-exempt status. The troubling approach suggested in Recommendation 4 should be of concern to all registered charities and non-profit organizations in Canada.

8. Court Finds Canadian Not-for-Profit Infringed Trademarks of US Not-For-Profit

By [Sepal Bonni](#)

In a [recent trademark infringement case](#) between a United States not-for-profit and Canadian not-for-profit, the importance of trademark rights was underscored in the context of protecting the reputation and identity of a not-for-profit organization. The court's ruling emphasized the significance of trademark rights in safeguarding against confusion and ensuring the integrity of an organization's brand. This case serves as a reminder to not-for-profit organizations of the legal protections afforded to trademarks and the consequences of unauthorized use or infringement.

The Telugu Association of North America (the "Applicant") is a U.S.-based not-for-profit corporation that owns and uses several registered and unregistered trademarks in Canada, including but not limited to the acronym TANA, and the mark TELUGU ASSOCIATION OF NORTH AMERICA. The Applicant has been using its registered and unregistered trademarks in Canada since at least as early as 2011. In 2020, without authorization from the Applicant, Telugu Association of North America, a Canadian federal not-for-profit corporation was incorporated. The Canadian not-for-profit adopted and used trademarks in Canada that the Applicant claimed were identical or confusingly similar to its trademarks, including the marks TANA and TELUGU ASSOCIATION OF NORTH AMERICA.

As a result, the dispute was centered around the use of the trademarks which were used and registered in Canada by the U.S. not-for-profit. In the application before the Federal Court, the U.S. not-for-profit sought monetary, declaratory, and injunctive relief for alleged trademark infringement, passing off, and depreciation of goodwill, contrary to various provisions of the *Trademarks Act*, RSC 1985, c T-13 (the "Act"), against the Canadian not-for-profit.

The Federal Court ruled in favour of the U.S. not-for-profit, given that the U.S. not-for-profit had prior use of identical trademarks and had established goodwill in the trademark in Canada. The Federal Court also held that the services of the organizations had significant overlap. On these grounds, the Federal Court

found that the Canadian not-for-profit infringed upon the Applicant's rights in its trademarks, contrary to the Act.

The court ordered \$18,750 in compensatory damages and ordered that the Canadian not-for-profit cease to use any of the trademarks going forward, that any material with these trademarks be destroyed, and that the domain name be transferred to the U.S. not-for-profit. The remedies available to the U.S. not-for-profit were in part granted given the fact that it had two registered trademarks in Canada.

This case serves as a poignant reminder to not-for-profits to register their trademarks in any jurisdiction in which it uses its marks. Enforcement strategies and remedies for infringement are far greater for registered trademarks than unregistered trademarks. The court's ruling emphasized the significance of trademark rights in safeguarding against confusion among the public and ensuring the integrity of an organization's brand. This case also serves as a reminder of the legal protections afforded to trademarks and the consequences of unauthorized use or infringement

9. Employment Update

By [Barry W. Kwasniewski](#) and [Martin U. Wissmath](#)

Minimum Wage to Increase, More Requirements for Job Ads and Harassment Policies

The Ontario government is seeking to further enhance protections for employees, and place further requirements on employers for compliance with provincial employment laws. [Bill 190, Working for Workers Five Act, 2024](#) ("Bill 190") was introduced on May 6, 2024. Currently in Second Reading in the Legislative Assembly, Bill 190 would amend several key Employment Law statutes including the *Employment Standards Act, 2000* ("ESA"), the *Occupational Health and Safety Act* ("OHSA"), and the *Workplace Safety and Insurance Act, 1997* ("WSIA"), among others.

Charities and not-for-profits employing staff will need to comply with the new ESA and OHSA requirements, particularly in job postings, virtual and remote worker conditions, and workplace harassment policies. The increased penalties under the ESA highlight the importance of compliance with employment statutes and regulations. In its [May 6 Announcement](#), the provincial government also stated that it will raise the general minimum wage from \$16.55 per hour to \$17.20 effective October 1, 2024, in accordance with the 3.9 per cent annualized wage increase based on the Ontario Consumer Price Index. Key provisions of Bill 190 are listed here below.

ESA Amendments

- Job postings: Employers would be required to indicate whether a job posting is for an existing vacancy. They would also need to provide information, to be prescribed by regulation, to candidates interviewed for these positions and retain related records for three years.
- Sick leave documentation: Employers could no longer require a note from a “qualified health practitioner” (defined as a physician, registered nurse or a psychologist) for job-protected sick leave, though other forms of evidence “reasonable in the circumstances” could still be requested. What may be “reasonable in the circumstances” is not addressed in the ESA.
- Increased penalties: The maximum fine for ESA violations for individuals would be raised from \$50,000 to \$100,000.

OHSA Amendments

- Remote workers: Extends OHSA provisions to cover “telework” performed in private residences.
- Workplace Harassment: Expands definitions of “workplace harassment” and “workplace sexual harassment” to include virtual harassment through information and communications technology.
- Sanitary facilities: Requires clean and sanitary maintenance of washroom facilities on construction sites.
- Electronic posting: Allows OHSA requirements for posting information in the workplace to be in a “readily accessible electronic format” if the employer provides workers with direction on where and how to access the information.

10. AI Update

By [Adriel N. Clayton](#) and [Cameron A. Axford](#)

United Nations Adopts First Resolution on AI

The UN General Assembly unanimously passed its [inaugural resolution](#) concerning AI on March 21, 2024. The stated goals of this resolution are to promote “safe, secure and trustworthy artificial intelligence systems for sustainable development”. The resolution, spearheaded by the United States, garnered co-sponsorship from 123 member states (including Canada) and was embraced by all 193 UN member states.

Key tenets of the resolution include advocating for the development and utilization of AI in a manner that prioritizes human welfare and privacy rights, as well as promoting international cooperation to ensure equitable access to AI technologies.

Acknowledging AI's potential in addressing global challenges and advancing sustainable development objectives, the resolution urges member states and stakeholders across various sectors to establish regulatory and governance frameworks that uphold the safety, security, and trustworthiness of AI, to work towards bridging the digital divide among nations, and formulate strategies to facilitate inclusive and equitable access to trustworthy AI for developing countries. UN member states and international stakeholders are asked to refrain from endorsing AI systems that contravene international human rights laws or pose risks to human rights. Further goals include cultivating an environment conducive to innovation in AI to address global challenges and promote sustainable development and exchanging best practices in data governance to facilitate trusted cross-border data flows for AI applications.

This resolution coincides with the European Parliament's recent approval of the *Artificial Intelligence Act* ("AI Act") on March 13, 2024, which stands as the world's first comprehensive legal framework for AI and aligns with many principles outlined in the UN resolution (previously discussed in the [March 2024 AI Update](#)).

Though not binding on domestic law, Canadian charities, not-for-profits and other organizations would do well to take note of the adoption of this resolution. It sets out the expectations that the international community has for users and developers of AI systems, and indicates the global trends towards the view of these systems. Adherence to the resolution would demonstrate a strong commitment to best practices in developing an AI policy.

American Government Produces Report on Weaknesses in AI Related Cybersecurity

The National Institute of Standards and Technology ("NIST") is a branch of the U.S. Department of Commerce dedicated to advancing American innovation and industrial competitiveness through various programs focused on physical sciences, including nanoscale science and technology, engineering, information technology, neutron research, material measurement, and physical measurement.

On January 4, 2024, NIST published a study titled "[Adversarial Machine Learning: A Taxonomy and Terminology of Attacks and Mitigations](#)", which sheds light on vulnerabilities in AI and machine learning systems. The publication aims to assist AI developers and users in understanding potential attacks and

mitigation strategies, and underscores the absence of foolproof defenses against such threats, emphasizing the need for ongoing improvement in defense mechanisms.

AI systems are prevalent in various aspects of modern society, relying on extensive data for training purposes. However, the integrity of this data is often compromised, leading to undesirable behaviors in AI systems. For instance, chatbots may learn to produce offensive language when exposed to malicious inputs.

Due to the sheer volume of data used in AI training, monitoring for and filtering out malicious inputs is challenging. The report outlines four primary types of attacks—evasion, poisoning, privacy, and abuse—and categorizes them based on the attacker’s goals and capabilities.

Evasion attacks occur post-deployment and aim to manipulate inputs to alter the system’s response. Poisoning attacks target the training phase by introducing corrupted data. Privacy attacks involve extracting sensitive information from deployed AI systems, while abuse attacks entail feeding incorrect information to the AI from legitimate but compromised sources.

Despite efforts to mitigate these attacks, the report acknowledges the incomplete nature of existing defense mechanisms. It stresses the importance of awareness regarding these limitations for developers and organizations utilizing AI technology.

The authors emphasized the ongoing vulnerability of AI systems to attacks, highlighting the need for continued research and improvement in defense strategies. They caution against overestimating the current state of AI security, emphasizing the complexity of the challenges involved.

Charities and NFPs are advised to be cautious when implementing the use of AI in their operations. While the use of AI technology presents boundless opportunity for efficiency and growth, it is still very much a developing field, and unfortunately, malicious actors are often ahead of the curve when it comes to discovering its potential power.

11. Privacy Update

By [Esther Shainblum](#) and [Martin U. Wissmath](#)

Alberta Privacy Office Enhances Procedures for Investigations and Breach Notifications

Alberta’s privacy watchdog has overhauled its internal processes in a bid to tackle backlogs and expedite response times. The Office of the Information and Privacy Commissioner of Alberta (the “Alberta OIPC”) [announced the changes on its website](#) on April 15, 2024 (the “Announcement”), after they went into effect

on April 1, 2024. According to the Announcement, some of the procedural changes target investigations into access requests and privacy grievances, while other changes target how the agency handles breach notifications from private organizations under the *Personal Information Protection Act* (“*PIPA*”). These procedural changes, according to the provincial Privacy Commissioner, are focused on aligning operations with the Alberta OIPC’s legislative mandate. *PIPA* also applies to charities and not-for-profits in Alberta.

Alberta’s OIPC has revamped its investigative protocols for examining access requests and privacy grievances under Alberta’s three privacy statutes: the *Freedom of Information and Protection of Privacy Act* (“*FOIP Act*”), the *Health Information Act* (“*HIA*”), and *PIPA*. Alberta Privacy Commissioner Diane McLeod acknowledged a substantial backlog in privacy complaints and access decision reviews in [Alberta OIPC’s 2022–23 Annual Report](#). After scrutinizing its procedures, changes have now been made to enhance clarity and efficiency, according to the Announcement, potentially accelerating the resolution of pending cases. Details on these revised procedures are available on the updated Alberta OIPC website [for Investigation Procedures for Reviews / Privacy Complaints](#); and the [to Request a Review / File a Complaint](#).

The Alberta OIPC also revamped its approach to handling breach notifications under *PIPA*. A privacy breach entails the loss, unauthorized access, or unauthorized disclosure of personal information. *PIPA*’s breach notification provisions aim to ensure organizations promptly inform affected individuals who face a Real Risk of Significant Harm (RROSH) due to the breach. In July 2022, the OIPC published a [breach report](#) analyzing nearly 2,000 breaches reported in Alberta between 2010 and 2021. The breach report found that since 2012–2013, at least 80% of organizations had already notified impacted individuals about breaches involving their personal information before the Alberta OIPC received notification.

Commissioner McLeod stated that in most cases, organizations had fulfilled the key purpose of the breach notification process before the OIPC’s involvement. Following the breach report, the OIPC identified opportunities to enhance efficiency and sustainability in processing *PIPA* breach notification files. The procedural changes should enable timely resolution of *PIPA* privacy breach cases, reduce backlogs, and allow the OIPC to allocate resources more effectively to high-priority matters, according to the Announcement. Updated guidance on the revised *PIPA* breach notification procedures is available on the OIPC website [Privacy Breach Response and Notification webpage](#) under the “For Use by Private Sector Organizations” heading.

12. Statistics Canada's Report on Non-Profit Organizations in Canada, 2023

By [Urshita Grover](#)

Statistics Canada conducted the [Canadian Survey on Business Conditions](#) from January 2nd to February 5th, 2024 to collect information on emerging business issues. This survey edition focused on business expectations and conditions across Canada, and incorporated a dedicated section for non-profit organizations (“NPOs”) to address data gaps and provide better insights into the non-profit sector. On April 29, 2024, Statistics Canada published the key findings on NPOs in an [infographic](#), summarized below.

In 2023, over 90% of NPOs had a board of directors, with less than half of the board members being women (47.3%). Other representation included members of racialized groups (9.8%), persons with disabilities (2.9%), First Nations, Métis, or Inuit (2.6%), and non-binary persons (0.8%). More than 75% of NPOs had senior managers, with women making up over half of these positions (56.3%).

The survey also made a distinction between two categories in relation to NPOs: (i) the groups targeted by the programs and activities of NPOs versus (ii) the type of NPOs/programs and activities that were provided.

In the first category, NPOs sought to meet the needs of and provide programs and activities for a wide range of diverse groups, with 42.1% of them primarily serving the general public, while others focused on children or youth (14.2%), religious or spiritual groups (9.1%), seniors (5.1%), and people in particular occupations or union members (4.7%).

Regarding the second category, the largest proportion of NPOs focused on sports and recreation (33.3%) in 2023, followed by religious organizations (19.8%), grant-making and fundraising (8.8%), and social services (8.5%). The lowest number of organizations was in health (1.0%) and environment-focused activities (0.4%).

Finally, nearly half of NPOs (46.1%) reported an increase in demand for their services in 2023, yet only about a quarter (24.3%) reported an increase in their capacity to meet this demand. This gap was more pronounced in larger NPOs, and those focused on social services and in health organizations.

13. Save the Date: November 14, 2024

Carters Annual Charity & Not-for-Profit Law Webinar hosted by Carters Professional Corporation will be held on Thursday, **November 14, 2024**. Details will be posted soon at www.carters.ca.

14. Career Opportunities at Carters

There are currently two career opportunities available at Carters:

Charity Lawyer

Carters is currently looking for a Charity Lawyer with a minimum of two to four years experience in charity and not-for-profit law with a focus in corporate and tax law to join our team of charity and not-for-profit lawyers. The successful candidate will work on a wide variety of files including those dealing with incorporations, applications for charitable status, gift planning and providing advice on complex corporate and tax structuring. The successful candidate will be able to work remotely with in person connection being available at either our Ottawa or Orangeville office locations.

Civil Litigation Associate

Carters Professional Corporation is currently looking for a **Civil Litigation Associate** with three to eight years' experience to service our Toronto office. Experience in general corporate/commercial litigation is fundamental, and other areas, such as charities and estate litigation would be an asset. Strong drafting and research skills, along with substantive court experience, including motions and trial experience are essential.

Applicants interested in either position are invited to submit their cover letters and resumes in confidence to: admin@carters.ca to the attention of Terrance Carter, Managing Partner.

IN THE PRESS

[Legal Analysis – Federal Budget 2024: Impact on Charities and Not-for-profits – Charity Law Bulletin No. 526](#) was mentioned in Imagine Canada's Early Alert on April 23, 2024.

[Charity & NFP Law Update – April 2024 \(Carters Professional Corporation\)](#) was featured on Taxnet Pro™ and is available online to those who have OnePass subscription privileges.

[Exam Monitoring Software: Ontario Privacy Office Responds to Student Complaint](#) was published in Law360 Canada on April 16, 2024, written by Martin U. Wissmath, Associate, and Cameron Axford, Associate, at Carters Professional Corporation.

[Federal Court of Appeal Upholds CRA Decision to Revoke Fraternity's Charitable Status](#) was published in Law360 Canada on May 24, 2024, written by Ryan M. Prendergast, Partner, and Urshita Grover, Associate at Carters Professional Corporation.

RECENT EVENTS & PRESENTATIONS

Free Methodist Church In Canada 2024 Conference from April 25-28, 2024 – Jacqueline Demczur, a Partner at Carters Professional Corporation, presented a pre-recorded workshop on the topic of [A Beginners Guide to Church Incorporation](#).

CBA Charity Law Symposium was hosted by the Canadian Bar Association on Thursday, May 9, 2024. Terrance S. Carter from Carters and Heather Keachie from Gardiner Roberts LLP presented on the topic of Ideas and Perspectives on Qualifying Disbursements.

UPCOMING EVENTS

[CSAE Summer Summit 2024](#) will be held from July 10-12 in Kingston, Ontario, hosted by Trillium Network. Esther Shainblum and Terrance Carter, from Carters Professional Corporation will be co-presenting on Thursday July 11th from 3:15 pm to 4:15 pm on the topic of “Living with the ONCA – Lessons Learned to Date”.

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Editor: Terrance S. Carter

Assistant Editors: Nancy E. Claridge, Ryan M. Prendergast, and Adriel N. Clayton



[Cameron A. Axford](#), B.A. (Hons), J.D. - Cameron is an associate whose practice focuses on Carter's knowledge management, research, and publications division. He articulated with Carters from 2022 to 2023 and joined the firm as an associate following his call to the Ontario Bar in June 2023. Cameron graduated from the University of Western Ontario in 2022 with a Juris Doctor, where he was involved with Pro Bono Students Canada and participated in the BLG/Cavalluzzo Labour Law Moot. Prior to law school, Cameron studied journalism at the University of Toronto, receiving an Honours BA with High Distinction. He has worked for a major Canadian daily newspaper as a writer.



[Sepal Bonni](#), B.Sc., M.Sc., J.D., Trademark Agent - Sepal Bonni is a partner at Carters Professional Corporation, a registered trademark agent and practices in all aspects of brand protection. Her trademark practice includes domestic and foreign trademark prosecution, providing registrability opinions, assisting clients with the acquisition, management, protection, and enforcement of their domestic and international trademark portfolios, and representing clients in infringement, opposition, expungement, and domain name dispute proceedings. She also assists clients with trademark licensing, sponsorship, and co-branding agreements. Sepal also advises clients on copyright and technology law related issues.



[Terrance S. Carter](#), B.A., LL.B, TEP, Trademark 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*, 2024 Edition (LexisNexis Butterworths), a contributing author to *The Management of Nonprofit and Charitable Organizations in Canada*, 5th Edition (2023 LexisNexis Butterworths), and co-author of *Branding and Copyright for Charities and Non-Profit Organizations* 3rd Edition (2019 LexisNexis Butterworths) and a Primer for Directors of Not-for-Profit Corporations (Industry Canada). He is recognized as a leading expert by *Lexpert*, *The Best Lawyers in Canada* and *Chambers and Partners*. Mr. Carter is a former member of CRA Advisory Committee on the Charitable Sector, and is a Past Chair of the Canadian Bar Association and Ontario Bar Association Charities and Not-for-Profit Law Sections.



[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. He is ranked as a leading expert by *The Best Lawyers in Canada*. 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.



[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 corporate and commercial law, anti-terrorism, charity, real estate, and wills and estates, in addition to being the assistant editor of *Charity & NFP Law Update*. After obtaining a Master's 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. Nancy is recognized as a leading expert by *Lexpert*.



[Adriel N. Clayton](#), B.A. (Hons), J.D. - Called to the Ontario Bar in 2014, Adriel Clayton is a partner at Carters Professional Corporation, manages Carters' knowledge management and research division, and practices 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*.



[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*, *The Best Lawyers in Canada* and *Chambers and Partners*. 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 & NFP Law Bulletin*, among others. Ms. Demczur is also a regular speaker at the annual *Church & Charity Law Seminar*TM.



[Urshita Grover](#), H.B.Sc., J.D. – Urshita was called to the Ontario Bar in June 2020 after completing her articles with Carters. Urshita worked as a research intern for a diversity and inclusion firm. Urshita has volunteered with Pro Bono Students Canada, and was an Executive Member of the U of T Law First Generation Network. Urshita was able to gain considerable experience in both corporate commercial law as well as civil litigation. Building on this background, Urshita is able to integrate her wide range of experience into a diverse and practical approach to the practice of charity and not-for-profit law for her clients.



[Barry W. Kwasniewski](#), B.B.A., LL.B. – Mr. Kwasniewski is a partner with the firm and joined Carters' Ottawa office in 2008 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 has been retained by charities, not-for-profits and law firms to provide legal advice pertaining to insurance coverage matters.



[Heidi N. LeBlanc](#), J.D. – Heidi is a litigation associate practicing out of Carters' Toronto office. Called to the Bar in 2016, Heidi has a broad range of civil and commercial litigation experience, including matters pertaining to breach of contract, construction related disputes, defamation, real estate claims, shareholders' disputes and directors'/officers' liability matters, estate disputes, and debt recovery. Her experience also includes litigating employment-related matters, including wrongful dismissal, sexual harassment, and human rights claims. Heidi has represented clients before all levels of court in Ontario, and specialized tribunals, including the Ontario Labour Relations Board and the Human Rights Tribunal of Ontario.



[Jennifer M. 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, is ranked by *Lexpert*, *Best Lawyers in Canada*, and *Chambers and Partners*, and received the 2022 OBA AMS/John Hodgson Award of Excellence in Charity and Not-For-Profit Law. She is a co-author of *Corporate and Practice Manual for Charitable and Not-for-Profit Corporations* published by Thomson Reuters. She is a former member of the Technical Issues Working Group of the CRA Charities Directorate, a member and former chair of the CBA Charities and Not-for-Profit Law Section and the OBA Charities and Not-for-Profit Law Section. Ms. Man has also written on charity and taxation issues for various publications.



[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* and *The Best Lawyers in Canada*. Ms. Oh has written numerous articles on charity and not-for-profit legal issues, including incorporation and risk management. Ms. Oh has written articles for *The Lawyer's Daily*, www.carters.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.carters.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. Ryan is recognized as a leading expert by *Lexpert* and *The Best Lawyers in Canada*.



[Esther Shainblum](#), B.A., LL.B., LL.M., CRM – Ms. Shainblum is a partner with Carters, and practices in the areas of charity and not-for-profit law, privacy law and health law. She has been ranked by *Chambers and Partners*. 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.



[Martin U. Wissmath](#), B.A., J.D. – Called to the Ontario Bar in 2021, Martin joined Carters after finishing his articling year with the firm. In addition to his legal practice, he assists the firm's knowledge management and research division, providing in-depth support for informative publications and client files, covering a range of legal issues in charity and not-for-profit law. His practice focuses on employment law, privacy law, corporate and information technology law, as well as the developing fields of social enterprise and social finance. Martin provides clients with legal advice and services for their social-purpose business needs, including for-profit and not-for-profit organizations, online or off-line risk and compliance issues.

ACKNOWLEDGEMENTS, ERRATA AND OTHER MISCELLANEOUS ITEMS

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