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CORPORATE AND PRACTICE MANUAL FOR CHARITIES AND NOT-FOR-PROFIT CORPORATIONS

**Burke-Robertson, Carter and Man
Release No. 2, March 2026**

This loose leaf service examines the process of incorporating non-share capital corporations for federal, provincial, and territorial corporations. This publication covers all aspects of corporate maintenance and examines select practice issues relevant to the operation of charitable and not-for-profit corporations, including charities operating outside of Canada, intellectual property, provincial investment power, privacy law, issues when drafting restricted charitable purpose trusts, antiterrorism and money laundering issues for charities, and a discussion on the need for a practice approach to advising charities.

This release features updates to Appendix SL (Selected Legislation).

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Highlights

- **Selected Legislation — Canada — FINTRAC assessment manual: The approach and methods used during examinations** — Examinations are one of the main activities FINTRAC uses to assess whether businesses are adequately implementing and maintaining a compliance program, which is important to detecting and mitigating the money laundering and terrorist activity financing risks a business may face. In turn, it can also reduce financial, reputational and legal risks should criminals try to exploit a business's vulnerabilities. The manual is divided into three parts: Part 1—the framework applied to ensure that examinations are conducted in a consistent manner; Part 2—the phases of an examination; and Part 3—the methods used in examinations to assess whether the legal requirements are being adequately met. While examinations take into account the differences across business sectors, the overall examination approach and methods remain the same for all. The manual represents FINTRAC's examination approach and methods. It does not address how other federal or provincial regulators or supervisors carry out their oversight activities relating to compliance with anti-money laundering and anti-terrorist activity financing requirements.
- **Selected Legislation — Ontario — Acts and Regulations — Not-for-Profit Corporations Act, 2010 — Case Law — Section 43 — Duties of Directors and Officers** — The court noted that the measure of what level of care, diligence, and skill that a reasonable person would exercise in comparable circumstances includes consideration of the likelihood of a known or foreseeable harm, the gravity of that harm, and the burden or cost which would be incurred to prevent the injury. In this case, the commissioner conducted a thorough and thoughtful an investigation into the protest filed by the plaintiffs that the time constraints and voluntary nature of the position would reasonably permit. The governance documents of the IBL make no reference to financial profitability of member teams through their participation in the league. Financial profit, while not prohibited, is not a stated objective of the IBL. The commissioner was not required to consider the potential gravity of loss of profit by the plaintiffs in considering the question of Wagner's player eligibility. The commissioner exercised the care, diligence, and skill that a reasonably prudent person would exercise in the same circumstances, as a decision-making official in an amateur sports league. The commissioner did not breach the standard of care required of him in his position as an officer. The IBL did not breach the standard of care owed to the plaintiffs by failing to intervene in the commissioner's reasonable decision. The defendants were not liable to the plaintiffs in negligence: *Delfino v. Intercountry Baseball League*, 2025 CarswellOnt 11329, 2025 ONSC 4165 (Ont. S.C.J.).