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June 3, 2016

**Via Email and Regular Mail  
Privileged and Confidential**

Mr. Mark Cameron  
Executive Director  
Canadians for Clean Prosperity  
503-460 Richmond Street West  
Toronto, Ontario  
M5V 1Y1

Dear Mark:

**Re: Lobbyist Registration**

I am pleased to respond you to your request for an opinion concerning lobbyist registration. For the reasons outlined below, and based on the information that you have provided, I am of the view that the lobbying activities of the employees, officers and directors of Canadians for Clean Prosperity have not yet triggered federal lobbyist registration requirements.

As you are aware, while the fundamentals of lobbying legislation are consistent across Canadian jurisdictions, there are significant jurisdictional differences including the registration thresholds and the definitions of registrable lobbying.<sup>1</sup> Almost everywhere, lobbying by employees and officers is treated differently than lobbying by independent contractors and consultants. Some jurisdictions further differentiate between employees of business corporations and employees of not-for-profit corporations.

The comments in this letter apply to employees, officers and directors of Canadians for Clean Prosperity, incorporated under the *Canada Not-for-profit Corporations Act*.

Under the federal *Lobbying Act*, registrable lobbying is communication with a federal public office holder about any enumerated category of federal decision. This includes

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<sup>1</sup> Federal law does not define “lobbying” but does enumerate the activities (commonly known as “registrable activities”) that are subject to registration. In this letter, “registrable lobbying” is used as a generic term meant to encompass both lobbying as defined by provincial statutes and registrable activities under federal law.

such communication with federal public office holders at every level, from designated public office holders (DPOHs) down to the most junior employees in a department or agency. It includes such communication regardless of channel or context: oral, written and digital; formal and informal; planned and spontaneous. To constitute registrable lobbying, a communication need not be made in an attempt to influence a federal decision; it suffices that the communication be “in respect of,” or about, a decision. Registrable federal lobbying also includes management and development of grass-roots communication.<sup>2</sup>

The federal registration threshold for officers and employees of Canadians for Clean Prosperity is *the equivalent of 20 per cent of the duties of one employee*. Threshold calculations require that you aggregate the activities of all employees and officers<sup>3</sup> – including time spent communicating with public office holders, plus preparation time and travel time, and also time spent developing and managing grass-roots communication. The calculation must include registrable lobbying of public office holders at every level, not just of DPOHs. If in any month the aggregated total is equivalent to at least 20 per cent of an individual employee’s duties, then a federal registration must be filed.

You have informed me that in your organization’s busiest month of federal engagement (May 2016), the total amount of registrable federal lobbying (including travel and preparation), by all employees and officers of Canadians for Clean Prosperity, was 15 hours. During previous months, less time was expended. Assuming that the 15-hour figure takes into account all of the activities described in the preceding two paragraphs, the 20-per-cent threshold has not been reached and no federal registration is required.

Federal lobbying by directors (board members) must be analysed separately. You have informed me that no member of your board of directors receives compensation (excluding reimbursement of reasonable travel expenses) for his or her duties. If that is the case then the activities of your directors are not subject to registration under the federal *Lobbying Act*.

As we discussed, the best way to ensure compliance with the registration requirements in different jurisdictions is to keep a log or other written record of all employees’ and officers’ communications with federal and provincial public office holders, including dates, names (and departments, ministries and agencies) of public office holders, topics, method of communication, and time expended (breaking out travel time and preparation time, as not every jurisdiction counts them). These logs can then be used to track progress

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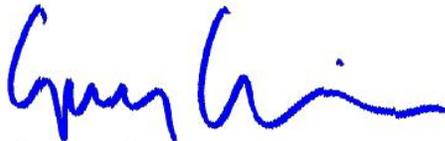
<sup>2</sup> Roughly half the jurisdictions in Canada, including federal jurisdiction, treat grass-roots communication as a form of registrable lobbying. The universal definition of grass-roots communication is, “appeals to members of the public through the mass media or by direct communication that seek to persuade those members of the public to communicate directly with a public office holder in an attempt to place pressure on the public office holder to endorse a particular opinion.”

<sup>3</sup> Only the activities of officers who are compensated for the performance of duties need to be considered.

toward the threshold in each jurisdiction, and to prepare lobbyist registration returns where required.

Please do not hesitate to contact me should you have any additional questions.

Yours truly,



Guy W. Giorno